ICT ZONE ASIA BERHAD
(Registration No. 201901003459 (1312785-X))
(Incorporated in Malaysia under the Companies Act 2016)

PROSPECTUS

THIS PROSPECTUS IS DATED 13 MAY 2025

INITIAL PUBLIC OFFERING ("IPO") IN CONJUNCTION WITH THE TRANSFER OF LISTING OF ICT ZONE ASIA BERHAD ("ICT ZONE ASIA" OR "COMPANY") FROM THE LEAP MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") TO THE ACE MARKET OF BURSA SECURITIES COMPRISING:

(A) PUBLIC ISSUE OF 133,000,000 NEW ORDINARY SHARES IN ICT ZONE ASIA ("SHARES") IN THE FOLLOWING MANNER:

(I) 39,772,800 NEW SHARES AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;

(II) 4,136,400 NEW SHARES AVAILABLE FOR APPLICATION BY OUR ELIGIBLE PERSONS; AND

(III) 89,090,800 NEW SHARES AVAILABLE FOR APPLICATION BY WAY OF PRIVATE PLACEMENT TO SELECTED BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INVESTMENT, TRADE AND INDUSTRY ("MITI"), AND

(B) OFFER FOR SALE OF 21,000,000 EXISTING SHARES BY WAY OF PRIVATE PLACEMENT IN THE FOLLOWING MANNER:

(I) 10,340,900 SHARES TO SELECTED BUMIPUTERA INVESTORS APPROVED BY THE MITI; AND

(II) 10,659,100 SHARES TO SELECTED INVESTORS,

AT AN ISSUE/OFFER PRICE OF RM0.20 PER SHARE, PAYABLE IN FULL UPON APPLICATION.

Principal Adviser, Sponsor, Joint Underwriter and Joint Placement Agent

Malacca Securities
Since 1963

MALACCA SECURITIES SDN BHD
Registration No. 197301002760 (16121-H)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

Financial Adviser

SCS

SCS GLOBAL ADVISORY (M) SDN BHD
Registration No. 200901020913 (864010-V)
(A licensed corporate finance advisory firm)

Joint Underwriter and Joint Placement Agent

kenanga

KENANGA INVESTMENT BANK BERHAD
Registration No. 197301002193 (15678-H)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

NO SECURITIES WILL BE ALLOTTED OR ISSUED BASED ON THIS PROSPECTUS AFTER SIX MONTHS FROM THE DATE OF THIS PROSPECTUS.

BURSA SECURITIES HAS APPROVED THE ADMISSION OF OUR COMPANY TO THE OFFICIAL LIST OF BURSA SECURITIES AND THE LISTING AND QUOTATION OF OUR ENTIRE ENLARGED ISSUED SHARE CAPITAL ON THE ACE MARKET OF BURSA SECURITIES. THIS PROSPECTUS HAS BEEN REGISTERED BY BURSA SECURITIES. THE APPROVAL FOR THE ADMISSION OF OUR COMPANY TO THE OFFICIAL LIST OF BURSA SECURITIES AND THE LISTING AND QUOTATION OF OUR ENTIRE ENLARGED SHARE CAPITAL ON THE ACE MARKET OF BURSA SECURITIES, AND THE REGISTRATION OF THIS PROSPECTUS SHOULD NOT BE TAKEN TO INDICATE THAT BURSA SECURITIES RECOMMENDS OUR IPO OR ASSUMES RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENT MADE, OPINION EXPRESSED OR REPORT CONTAINED IN THIS PROSPECTUS. BURSA SECURITIES HAS NOT, IN ANY WAY, CONSIDERED THE MERITS OF THE SECURITIES BEING OFFERED FOR INVESTMENT.

BURSA SECURITIES 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 YOU MAY SUFFER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS 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, PLEASE SEE "RISK FACTORS" COMMENCING ON PAGE 195.

THE ACE MARKET IS AN ALTERNATIVE MARKET DESIGNED PRIMARILY FOR EMERGING CORPORATIONS THAT MAY CARRY HIGHER INVESTMENT RISK WHEN COMPARED WITH LARGER OR MORE ESTABLISHED CORPORATIONS LISTED ON THE MAIN MARKET. THERE IS ALSO NO ASSURANCE THAT THERE WILL BE A LIQUID MARKET IN THE SHARES OR UNITS OF SHARES TRADED ON THE ACE MARKET. YOU SHOULD BE AWARE OF THE RISKS OF INVESTING IN SUCH CORPORATIONS AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER CAREFUL CONSIDERATION.

THE ISSUE, OFFER OR INVITATION FOR THE OFFERING IS A PROPOSAL NOT REQUIRING APPROVAL, AUTHORISATION OR RECOGNITION OF THE SECURITIES COMMISSION MALAYSIA ("SC") UNDER SECTION 212(8) OF THE CAPITAL MARKETS AND SERVICES ACT 2007 ("CMSA").

ICT Zone Asia Berhad | PROSPECTUS

ICT Zone Asia Berhad
(201901003459 (1312785-X))

GF, Block H, Excella Business Park,
Jalan Ampang Putra,
55100 Ampang, Kuala Lumpur.

+603-4289 5288 +603 4289 5388

www.ictzone.asia ictzoneasiaberhad

Techfin
Beyond Tech & Finance

All defined terms used in this Prospectus are defined under “Definitions” commencing on page x, “Glossary of Technical Terms” commencing on page xv and “Presentation of Financial and Other Information” commencing on page viii.

RESPONSIBILITY STATEMENTS

Our Directors, Promoters and Selling Shareholders (as defined in this Prospectus) 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 that there is no false or misleading statement or other facts which if omitted, would make any statement in this Prospectus false or misleading.

Malacca Securities Sdn Bhd, being the Principal Adviser, Sponsor, Joint Underwriter and Joint Placement Agent for 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

Approval has been obtained from Bursa Securities on 23 January 2025 for our Listing (as defined in this Prospectus). 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.

Bursa Securities 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 representations as to its accuracy or completeness and expressly disclaims any liability for any loss you may suffer arising from or in reliance upon the whole or any part of the contents of this Prospectus.

This Prospectus, together with the Application Form, has also been lodged with the Registrar of Companies, who takes no responsibility for its contents.

OTHER STATEMENTS

You should take 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 the Prospectus or the conduct of any other person in relation to our Company and subsidiaries (“**Group**”).

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.

Our Shares are offered in Malaysia solely based on the contents of this Prospectus. This Prospectus has not been and will not be made to comply with the laws of any jurisdiction other than Malaysia, and has not been and will not be lodged, registered or approved pursuant to or under any application securities or equivalent legislation or with or by any regulatory authority or other relevant body of any jurisdiction other than Malaysia.

Our Shares are classified as Shariah-compliant by the Shariah Advisory Council of the SC. This classification remains valid from the date of this Prospectus until the next Shariah compliance review undertaken by the Shariah Advisory Council of the SC. The new status is released in the updated list of Shariah-compliant securities, on the last Friday of May and November.

We will not, prior to acting on any acceptance in respect of our IPO, make or be bound to make any enquiry as to whether you have a registered address in Malaysia and will not accept or be deemed to accept any liability in relation thereto whether or not any enquiry or investigation is made in connection therewith. 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. Our Directors, Promoters, Selling Shareholders, Principal Adviser, Sponsor, Joint Underwriters and Joint Placement Agents take no responsibility for the distribution of this Prospectus (in preliminary or final form) outside Malaysia.

Our Directors, Promoters, Selling Shareholders, Principal Adviser, Sponsor, Joint Underwriters and Joint Placement Agents have not authorised anyone to provide you with information or to make any representation which is not contained in this Prospectus. Any information or representation not contained in this Prospectus must not be relied upon as having been authorised by our Directors and Promoter, Selling Shareholders, Principal Adviser, Sponsor, Joint Underwriters and Joint Placement Agents, any of their respective directors, or any other persons involved in our IPO.

It shall be your sole responsibility, if you are or may be subjected to the laws of any countries or jurisdictions other than Malaysia, to consult your professional advisers as to whether your application for our IPO would result in the contravention of any laws of such countries or jurisdictions. Neither we nor our Principal Adviser nor any other advisers in relation to our IPO shall accept responsibility or liability in the event that any application made by you shall become illegal, unenforceable, voidable or void in any such country or jurisdiction. Further, it shall be your sole responsibility to ensure that your application for our IPO 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 our IPO in Malaysia and will be subjected only to the laws of Malaysia in connection therewith.

However, we reserve the right, in our absolute discretion, to treat any acceptances as invalid if we believe that such acceptance may violate any law or applicable legal or regulatory requirements. This Prospectus may not be used for the purpose of and does not constitute an offer to sell or an invitation to buy our Shares in any jurisdiction in any circumstances in which such an offer or invitation is not authorised or is unlawful. This Prospectus shall also not be used to make an offer of or invitation to buy our Shares to any person to whom it is unlawful to do so. Our Company, Promoters, Selling Shareholders and Principal Adviser require you to inform yourselves of and to observe such restrictions.

ELECTRONIC PROSPECTUS

This Prospectus can also be viewed or downloaded from Bursa Securities' website at www.bursamalaysia.com. The contents of this Electronic Prospectus and this Prospectus registered by Bursa Securities are the same.

You are advised that the internet is not a fully secured medium and that your Internet Share Application is subject to the risk 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. These risks cannot be borne by the Internet Participating Financial Institutions. If you are in doubt as to the validity or integrity of an Electronic Prospectus, you should immediately request from us, our Principal Adviser or the Issuing House, a paper/printed copy of this Prospectus. In the event of any discrepancies arising 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 is identical to the copy of the Prospectus registered by Bursa Securities, shall prevail.

In relation to any reference in this Prospectus to third party internet sites ("**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 contents or any data, information, files or other material provided in 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, 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 of 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 materials.

Where an Electronic Prospectus is hosted on the website of the Internet Participating Financial Institutions, you are advised that:

(i) the Internet Participating Financial Institutions are liable in respect of the integrity of the contents of the Electronic Prospectus, i.e. to the extent of the contents of the Electronic Prospectus situated on the web server of the Internet Participating Financial Institutions which may be viewed via your web browser or other relevant software. Internet Participating Financial Institutions shall not be responsible for the integrity of the contents of the Electronic Prospectus which has been obtained from the web server of the Internet Participating Financial Institutions and subsequently communicated or disseminated in any manner to you or other parties;

(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 the Electronic Prospectus cannot be guaranteed as the internet is not a fully secured medium; and

(iii) the Internet Participating Financial Institutions shall not be liable (whether in tort or contract or otherwise) for any loss, damage or cost that 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 the Electronic Prospectus which may arise in connection with or as a result of any fault with web browsers or other relevant software, any fault on your or any third party's personal computer, operating system the website of the Internet Participating Financial Institutions, and/or problems occurring during data or other software viruses or other security threats, unauthorised access to information or systems in relation to 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 following events are intended to take place on the following tentative dates:

Event	Indicative date
Issuance of this Prospectus/Opening of the Application	13 May 2025
Closing of the Application	20 May 2025
Balloting of the Application	22 May 2025
Allotment/Transfer of IPO Shares to successful applicants	29 May 2025
De-listing from the LEAP Market of Bursa Securities	3 June 2025
Listing on the ACE Market of Bursa Securities	3 June 2025

In the event there is any change to the indicative timetable above, we will advertise the notice of the changes in a widely circulated daily English and Bahasa Malaysia newspaper in Malaysia and make announcement on Bursa Securities' website.

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TABLE OF CONTENTS *(cont'd)*

TABLE OF CONTENTS *(cont'd)*

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

All references to the “Company” and “ICT Zone Asia” in this Prospectus are to ICT Zone Asia Berhad, while references to the “Group” are to our Company and our subsidiaries taken as a whole. References to “we”, “us”, “our” and “ourselves” are to our Company or our Group or any member of our Group, as the context requires. Unless the context otherwise requires, references to “Management” are to our Managing Director, Executive Director and Key Senior Management as disclosed in this Prospectus and statements as to our beliefs, expectations, estimates and opinions are those of our Management.

All references to “you” are to our existing and prospective investors.

Certain abbreviations, acronyms and technical terms used are defined in the “Definitions” and “Glossary of Technical Terms” sections of this Prospectus. Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and neuter genders, and vice versa. References to persons shall include companies and corporations.

In this Prospectus, references to the “Government” are to the government of Malaysia, and references to “RM” and “sen” are to the lawful currency of Malaysia. Certain numbers presented in this Prospectus have been rounded off to the nearest million or thousand or two decimal places, where applicable and hence may not be exact. Any discrepancies in the tables included in this Prospectus between the amounts listed and the total thereof are due to rounding.

Unless otherwise stated, any reference to dates and times in this Prospectus shall be a reference to dates and times in Malaysia.

Any reference to any statute and legislation in this Prospectus shall be a reference to the statute or legislation of Malaysia and includes any statutory modification, amendment or re-enactment thereof, unless otherwise indicated.

This Prospectus includes statistical data provided by us and various third parties and cites third party projections regarding growth and performance of the market and industry in which our Group operates or are exposed to. 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. Where no source is stated, it can be assumed that the information originates from us or is extracted from the IMR Report prepared by Providence Strategic Partners Sdn Bhd (“**PROVIDENCE**”) which is included in Section 8 of this Prospectus. In compiling its data for the review, PROVIDENCE had relied on its research methodologies, industry sources, published materials, its own private databases and direct contacts within the industry.

In particular, certain information in this Prospectus is extracted or derived from the IMR Report (as defined herein). We believe that the statistical data and projections cited in this Prospectus are useful in helping you understand the major trends in the industry in which we operate.

If there are any discrepancies or inconsistencies between the English and Bahasa Malaysia versions of this document, the English version shall prevail. The information on our website, or any website directly and indirectly linked to such website does not form part of this Prospectus and you should not rely on it.

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, future plans and prospects, and objectives of our Group 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, our performance or achievements, or industry results, to be materially different from any future results, performance or achievements 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 Group's current view with respect to future events and are not a guarantee of future performance.

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

(i) our future overall business development and operations;

(ii) our future financial performance and financing plans including earnings, cash flow and liquidity;

(iii) potential growth opportunities;

(iv) our business strategies, trends and competitive position and the effect of such competition;

(v) the plans and objectives of our Company for future operations;

(vi) the general industry environment, including the demand and supply for our products and services;

(vii) our ability to pay dividends; and

(viii) the regulatory environment and the 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) the general economic, business, social, political and investment environment in Malaysia and globally; and

(ii) government policy, legislation and regulation.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to those discussed in Section 9 of this Prospectus on “Risk Factors” and Section 12.2 of this Prospectus on “Management’s Discussion and Analysis of Results of Operations and Financial Condition”. We cannot give any assurance that the forward-looking statements made in this Prospectus will be realised. Such forward-looking statements are made only as at the latest practicable date prior to the registration of this Prospectus.

Should we become aware of any subsequent material change or development affecting matter disclosed in this Prospectus arising from the date of registration of this Prospectus but before the date of allotment/transfer of our 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 on Supplementary and Replacement Prospectus) of the Prospectus Guidelines of the SC.

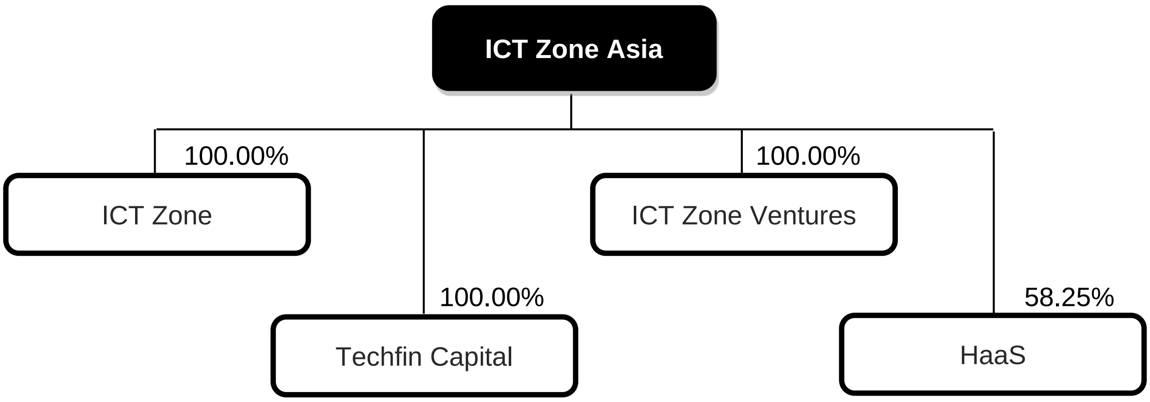
DEFINITIONS

The following definitions shall apply throughout this Prospectus unless the term is defined otherwise or the context otherwise requires:

Companies within our Group

HaaS	:	HaaS Technologies Sdn Bhd (Registration No. 200301033295 (635716-D))
ICT Zone	:	ICT Zone Sdn Bhd (Registration No. 200101022505 (558263-V))
ICT Zone Asia or Company	:	ICT Zone Asia Berhad (Registration No. 201901003459 (1312785-X))
ICT Zone Asia Group or Group	:	ICT Zone Asia and its subsidiaries, namely ICT Zone, ICT Zone Ventures, Techfin Capital and HaaS
ICT Zone Ventures	:	ICT Zone Ventures Berhad (Registration No. 201001003516 (888104-M))
Techfin Capital	:	Techfin Capital Sdn Bhd (Registration No. 200701017160 (775169-M))

Group structure



General

ACE LR	:	ACE Market Listing Requirements of Bursa Securities, as amended from time to time
ACE Market	:	ACE Market of Bursa Securities
Acquisition of HaaS	:	Acquisition by ICT Zone Asia of 255,000 ordinary shares in HaaS, representing 51.00% of the then issued share capital of HaaS from ICT Zone Holding for a cash consideration of RM204,000, which was completed on 22 November 2021
Act	:	Companies Act 2016
ADA	:	Authorised Depository Agent, a person appointed by Bursa Depository under the Rules
Angkasa	:	Angkatan Koperasi Kebangsaaan Malaysia Berhad
Application	:	Application for our IPO Shares by way of Application Form, Electronic Share Application and/or Internet Share Application

Application Form(s)	:	Printed application form(s) for the application of our IPO Shares accompanying this Prospectus
ATM	:	Automated teller machine
Authorised Financial Institution(s)	:	Authorised financial institution(s) participating in the Internet Share Application in respect of the payments for the IPO Shares
Board	:	Board of Directors of ICT Zone Asia
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
CA 1965	:	Companies Act 1965
CAGR	:	Compounded annual growth rate
CCC	:	Certificate of Completion and Compliance
CCM	:	Companies Commission of Malaysia
CDS	:	Central Depository System
CDS Account	:	An account established by Bursa Depository for a depositor for the recording of securities and for dealing in such securities by the depositor
CMSA	:	Capital Markets and Services Act 2007
Constitution	:	Constitution of ICT Zone Asia
COVID-19	:	Novel coronavirus disease 2019, an infectious respiratory disease which first broke out in 2019
Depositor	:	A holder of the CDS Account
Director(s)	:	Member(s) of our Board and within the meaning given in Section 2(1) of the CMSA
DS Ng	:	Also known as Datuk Seri Ng Thien Phing
EBITDA	:	Earnings before interest, taxation, depreciation and amortisation
Electronic Prospectus	:	Copy of this Prospectus that is issued, circulated or disseminated via the internet and/or an electronic storage medium
Electronic Share Application	:	Application for our IPO Shares through a Participating Financial Institution's ATM
Eligible Persons	:	Eligible Directors, Key Senior Management and employees of our Group who are eligible to participate in the Pink Form Allocations
EPS	:	Earnings per Share
ESG	:	Environmental, social and governance
Exit Offer	:	Pre-conditional voluntary general offer by the Joint Offerors to acquire the remaining Offer Securities not held by them at a cash exit offer price of RM0.20 per Share, which was completed on 2 April 2025
Financial Adviser or SCS Global	:	SCS Global Advisory (M) Sdn Bhd (Registration No. 200901020913 (864010-V))
Financial Years/Period Under Review	:	FYE 2022, FYE 2023, FYE 2024 and FPE 2024
FPE		Financial period ended 30 November, as the case may be
FYE	:	Financial year ended 31 January, as the case may be

Government	:	Government of Malaysia
GP	:	Gross profit
Haynik	:	Haynik Holding Sdn Bhd
ICPS	:	Irredeemable convertible preference share(s) in our Company
ICT	:	Information and communication technology
ICT Zone Holding	:	ICT Zone Holding Sdn Bhd (Registration No. 200001023404 (526012-D)), our Promoter, Specified Shareholder and major shareholder
IMR or PROVIDENCE	:	Providence Strategic Partners Sdn Bhd (Registration No. 201701024744 (1238910-A))
IMR Report	:	Independent Market Research Report on the ICT Solution industry prepared by PROVIDENCE
Internet Participating Financial Institution(s)	:	Participating financial institution(s) for the Internet Share Application, as listed in Section 16 of this Prospectus
Internet Share Application	:	Application for IPO Shares through an online share application service provided by the Internet Participating Financial Institutions
IPO	:	Initial public offering comprising the Public Issue and Offer for Sale, collectively
IPO Price	:	Issue/Offer Price of RM0.20 per Share under our Public Issue and Offer for Sale
IPO Share(s)	:	Collectively, the Issue Share(s) and the Offer Share(s)
Issue Share(s)	:	New Share(s) to be issued under the Public Issue
Issuing House	:	Malaysian Issuing House Sdn Bhd (Registration No. 199301003608 (258345-X))
IT	:	Information technology
Joint Offerors	:	Collectively, DS Ng and ICT Zone Holding, being the joint offerors for the Exit Offer
Joint Placement Agents or Joint Underwriters	:	Collectively, Malacca Securities and Kenanga IB
Juricco	:	Juricco Holding Sdn Bhd
Kenanga IB or Joint Underwriter or Joint Placement Agent	:	Kenanga Investment Bank Berhad (Registration No. 197301002193 (15678-H))
Key Senior Management	:	Key senior management as set out in Section 5.3 of this Prospectus
LEAP LR	:	LEAP Market Listing Requirements of Bursa Securities, as amended from time to time
LEAP Market	:	LEAP Market of Bursa Securities
Listing	:	Admission of ICT Zone Asia to the Official List of Bursa Securities and the listing and quotation of our entire enlarged issued share capital comprising 795,453,200 Shares on the ACE Market
LPD	:	15 April 2025, being the latest practicable date prior to the issuance of this Prospectus

MAICSA	:	Malaysian Institute of Chartered Secretaries and Administrators
Malacca Securities or Principal Adviser or Sponsor or Joint Underwriter or Joint Placement Agent	:	Malacca Securities Sdn Bhd (Registration No. 197301002760 (16121-H))
Malaysian Public	:	Citizens of Malaysia and companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia but excludes Directors of our Group, our substantial shareholders and persons connected with them
Market Day	:	Any day on which Bursa Securities is open for trading of securities
MCCG	:	Malaysian Code on Corporate Governance
MCO	:	Movement control order under the Prevention and Control of Infectious Diseases Act 1988 and the Police Act 1967
MFRS	:	Malaysian Financial Reporting Standards
MGTC	:	Malaysian Green Technology and Climate Change Corporation
MITI	:	Ministry of Investment, Trade and Industry
N.E.C.	:	Not elsewhere classified
NA	:	Net assets attributable to ordinary equity holders of Company
NBV	:	Net book value
Offer for Sale	:	Offer for sale by the Selling Shareholders of 21,000,000 Offer Shares at the IPO Price in the following manner: (a) 10,340,900 Shares to selected Bumiputera investors approved by the MITI; and (b) 10,659,100 Shares to selected investors
Offer Securities	:	All the remaining 234,733,200 ICT Zone Asia Shares not already owned by the Joint Offerors, representing approximately 35.43% of the total issued share of ICT Zone Asia pursuant to the Exit Offer
Offer Share(s)	:	The existing Shares to be offered by the Selling Shareholders pursuant to the Offer for Sale
Official List	:	A list specifying all securities which have been admitted for listing on Bursa Securities and not removed
PACs	:	Persons acting in concert with the Joint Offerors in relation to the Exit Offer pursuant to subsection 216(3) of the CMSA, namely, Lim Kok Kwang, Sandra Tioe, Lim Bee Lan, Lim Bee Leng, Vincent Ng Soon Kiat, Loh Huey Shi, Kwan Thean Poh, Lee Choi Yen, Ng Peik Fung, Ng Peik Hua and Zafidi Bin Mohamad
Participating Financial Institutions	:	Participating financial institutions for the Electronic Share Application as listed in Section 16 of this Prospectus
PAT	:	Profit after taxation
PBT	:	Profit before taxation
P/E Multiple	:	Price-to-earnings multiple
PIKOM	:	The National Tech Association of Malaysia
Pink Form Allocations	:	Allocation of 4,136,400 Issue Shares for subscription by our Eligible Persons

Private Placement	:	Private placement of 53,375,700 new Shares which was completed on 3 November 2023
Promoters	:	Collectively, ICT Zone Holding, DS Ng and Lim Kok Kwang
Prospectus	:	This Prospectus dated 13 May 2025 in relation to our IPO
Prospectus Guidelines	:	Prospectus Guidelines issued by the SC
Public Issue	:	Public issue by our Company of 133,000,000 Issue Shares at the IPO Price
QA/QC	:	Quality assurance and quality control
Rules	:	Rules of Bursa Depository as issued under the SICDA
SC	:	Securities Commission Malaysia
Selling Shareholders	:	Collectively, ICT Zone Holding and DS Ng
Share(s)	:	Ordinary shares in ICT Zone Asia
Share Registrar	:	Aldpro Corporate Services Sdn Bhd (Registration No. 202101043817 (1444117-M))
Share Subscription in HaaS		Subscription of 345,000 new ordinary shares in HaaS at an issue price of RM0.80 per share for a cash consideration of RM276,000 which was completed on 25 November 2021
SICDA	:	Securities Industry (Central Depositories) Act 1991
Specified Shareholder(s)	:	Collectively, ICT Zone Holding, DS Ng, Lim Kok Kwang, Sandra Tioe, Lim Bee Lan, Lim Bee Leng, Ng Peik Fung and Ng Peik Hua
Starza	:	Starza Corporation Sdn Bhd
Transfer of Listing	:	Collectively, the Withdrawal of Listing and Listing
Undertaking Party	:	Tan Sri Megat Najmuddin bin Haji Megat Khas, being a shareholder and ICPS holder of our Company
Underwriting Agreement	:	Underwriting agreement dated 24 April 2025 entered into between our Company and the Joint Underwriters pursuant to our IPO
Withdrawal of Listing	:	Withdrawal of our listing from the Official List of the LEAP Market pursuant to Rules 8.05 and 8.06 of the LEAP LR

Currencies, units and others

RM and sen	:	Ringgit Malaysia and sen, respectively
sq ft	:	Square feet
%	:	Per centum

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GLOSSARY OF TECHNICAL TERMS

This glossary contains explanation of certain terms used throughout this Prospectus in connection with our Group's business. The terminologies and their meanings may not correspond to the standard industry meanings or usage of these terms.

Appointed Reseller	:	Refers to our appointment by Principals to market, distribute and install their products. Appointed Resellers are typically recognised upon achieving and maintaining a specified volume of ICT hardware or software sales. The specified volume varies from one Principal to another
Channel Partner(s)	:	Companies which market, distribute and install ICT Solutions and services for end-users
CNCS	:	Carbon Neutral Computing Services, the provision of carbon neutral technology which offsets the carbon emissions of the ICT hardware
CPU	:	Central Processing Unit, which is the primary component of an ICT hardware that performs most of the processing
EcoVadis	:	Ecovadis SAS, which offers a collaborative platform that allows companies to manage ESG risk and compliance, meet corporate sustainability goals, and drive impact at scale
end-users	:	The ultimate users of our Group's ICT Solutions
guest virtual software licenses	:	A license permitting the use of software within a virtual machine environment
hybrid cloud	:	A computing environment that combines private cloud with public cloud, thus allowing data and applications to be shared between them
IaaS	:	Infrastructure-as-a-service, a type of cloud solution and service that enables customers to use ICT infrastructure such as storage and network infrastructure, on a pay-as-you-use basis
ICT Solutions	:	ICT hardware, software and cloud subscriptions as well as ICT services
long-term rental	:	In the context of this Prospectus, long-term rental refers to rental of ICT hardware, ICT software and ICT Solutions whereby the tenure is between 6 months and 5 years
NPUs	:	Neural Processor Unit, a specialised ICT hardware components designed to handle AI-related tasks efficiently
PaaS	:	Platform-as-a-service, which allows customers to build, deploy, and manage applications without the complexity of managing the underlying ICT infrastructure
peripheral devices	:	In the context of this Prospectus, peripheral devices refer to external devices which are connected to a computer such as but not limited to, printers, monitors, and projectors
public cloud	:	A cloud infrastructure shared by multiple organisations via the internet, which is typically offered by third-party providers
Principals	:	Brand owners of ICT hardware and software
Principal's Distributor	:	A company that has been appointed by a Principal to distribute its ICT hardware and/or software within a specified territory
private cloud	:	A cloud infrastructure dedicated to a single organisation, typically managed internally and is located on-premise
short-term rental	:	In the context of this Prospectus, short-term rental refers to rental of ICT hardware, ICT software and ICT Solutions whereby the tenure is less than 6 months

GLOSSARY OF TECHNICAL TERMS *(cont'd)*

Strategic Partner(s)	:	Companies which our Group have signed strategic partnership agreements with to provide our Group with the exclusive rights to finance, supply and deliver ICT Solutions to its customers
UAT	:	User Acceptance Test, a final test conducted to ensure that the ICT Solution is functional and is deployment-ready, which involves testing out different functions, procedures, performance and scenarios, in both a simulated environment and real time
Verra	:	The Verified Carbon Standard, a global independent non-profit organisation that develops and manages standards for sustainable development

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1. CORPORATE DIRECTORY

BOARD OF DIRECTORS

Name	Designation	Gender	Nationality	Address
Datuk Seri Ng Thien Phing	Non-Independent Non-Executive Chairman	Male	Malaysian	No. 28, Changkat Hartamas 1 Hartamas Heights 50480 Kuala Lumpur
Lim Kok Kwang	Managing Director and Chief Executive Officer	Male	Malaysian	No. 21, Jalan Tropicana Heights 2/9 Parkfield Tropicana Heights 43000 Kajang Selangor
Vincent Ng Soon Kiat	Executive Director and Chief Operating Officer	Male	Malaysian	No. 23A, Jalan Residensi Bukit Orkid 2 Taman Residensi Bukit Orkid Batu 9 Cheras 43200 Cheras Selangor
Karen Yap Pik Li	Independent Non-Executive Director	Female	Malaysian	No. 77, Jalan Helang 2 Bandar Puchong Jaya 47100 Puchong Selangor
Chong Pei Nee	Independent Non-Executive Director	Female	Malaysian	No. 31, Jalan 44 Taman Kepong Baru 52100 Kuala Lumpur
Sim Shu Mei	Independent Non-Executive Director	Female	Malaysian	No. 4, Lorong Juru 1 Taman Juru 14100 Simpang Ampat Pulau Pinang

AUDIT AND RISK MANAGEMENT COMMITTEE

Name	Designation	Directorship
Karen Yap Pik Li	Chairperson	Independent Non-Executive Director
Chong Pei Nee	Member	Independent Non-Executive Director
Sim Shu Mei	Member	Independent Non-Executive Director

NOMINATING COMMITTEE

Name	Designation	Directorship
Chong Pei Nee	Chairperson	Independent Non-Executive Director
Karen Yap Pik Li	Member	Independent Non-Executive Director
Sim Shu Mei	Member	Independent Non-Executive Director

1. CORPORATE DIRECTORY *(cont'd)*

REMUNERATION COMMITTEE

Name	Designation	Directorship
Sim Shu Mei	Chairperson	Independent Non-Executive Director
Karen Yap Pik Li	Member	Independent Non-Executive Director
Chong Pei Nee	Member	Independent Non-Executive Director

COMPANY SECRETARIES :

Tan Tong Lang (MAICSA 7045482)
CCM Practicing Certificate No. 202208000250
(Chartered Secretary, Associate Member of the Malaysian Institute of Chartered Secretaries & Administrators)

B-21-1, Level 21, Tower B
Northpoint Mid Valley City
No. 1, Medan Syed Putra Utara
59200 Kuala Lumpur
Wilayah Persekutuan

Tel No. : +603 9770 2200
Fax No. : +603 2201 7774

Eng Khoon Hong (MAICSA 7031959)
CCM Practicing Certificate No. 202008001890
(Chartered Secretary, Associate Member of the Malaysian Institute of Chartered Secretaries & Administrators)

Ground Floor, Block H
Excella Business Park
Jalan Ampang Putra
55100 Kuala Lumpur

Tel No. : +603 4289 5288
Fax No. : +603 4289 5288

REGISTERED OFFICE :

B-21-1, Level 21, Tower B
Northpoint Mid Valley City
No. 1, Medan Syed Putra Utara
59200 Kuala Lumpur
Wilayah Persekutuan

Tel No. : +603 9770 2200
Fax No. : +603 2201 7774

PRINCIPAL PLACE OF BUSINESS :

Ground Floor, Block H
Excella Business Park
Jalan Ampang Putra
55100 Kuala Lumpur

Tel No. : +603 4289 5288
Fax No. : +603 4289 5388
Website : www.ictzone.asia
Email : info@ictzone.asia

1. CORPORATE DIRECTORY *(cont'd)*

PRINCIPAL ADVISER, SPONSOR, JOINT UNDERWRITER AND JOINT PLACEMENT AGENT	:	Malacca Securities Sdn Bhd (Registration No. 197301002760 (16121-H)) BO1-A-13A, Level 13A, Menara 2 No. 3, Jalan Bangsar KL Eco City 59200 Kuala Lumpur Tel No. : +603 2201 2100
JOINT UNDERWRITER AND JOINT PLACEMENT AGENT	:	Kenanga Investment Bank Berhad (Registration No. 197301002193 (15678-H)) Level 17, Kenanga Tower 237, Jalan Tun Razak 50400 Kuala Lumpur Tel No. : +603 2172 2888
FINANCIAL ADVISER	:	SCS Global Advisory (M) Sdn Bhd (Registration No. 200901020913 (864010-V)) Unit 27-07, Level 27, Q Sentral 2A, Jalan Stesen Sentral 2 Kuala Lumpur Sentral 50470 Kuala Lumpur Tel No. : +603 2710 9989 Fax No. : +603 2710 9986 Person-in-charge : Phua Yee Boon Professional Qualification : Capital Markets Services Representative (License No: CMSRL/C2391/2022) Please refer to Section 11 of this Prospectus for further details of the scope of work of our Financial Adviser.
AUDITORS AND REPORTING ACCOUNTANTS	:	PKF PLT (202206000012 (LLP0030836-LCA) & AF0911)) Level 33, Menara 1MK Kompleks 1 Mont Kiara No.1, Jalan Kiara, Mont Kiara 50480 Kuala Lumpur Tel No. : +603 6203 1888 Fax No. : +603 6201 8880 Partner-in-charge : Ng Chew Pei Approval No. : 03373/06/2026 J Professional Qualification : Chartered Accountant - Member of Malaysian Institute of Accountants ("**MIA**") (MIA Membership No. 32722) and Fellow Member of Association of Chartered Certified Accountants

1. CORPORATE DIRECTORY *(cont'd)*

SOLICITORS	:	Ong Eu Jin Partnership Unit 9-1, Level 9, Wisma Mont Kiara No. 1, Jalan Kiara, Mont Kiara 50480 Kuala Lumpur Tel No. : +603 6206 2053
INDEPENDENT MARKET RESEARCHER	:	Providence Strategic Partners Sdn Bhd (Registration No. 201701024744 (1238910-A)) 67-1, Block D, Jaya One Jalan Prof Diraja Ungku Aziz 46200 Petaling Jaya Selangor Tel No. : +603 7625 1769 Person-in-charge : Melissa Lim Li Hua Professional Qualification : Bachelor of Commerce (Double major in Marketing and Management) from Murdoch University, Australia
SHARE REGISTRAR	:	Aldpro Corporate Services Sdn Bhd (Registration No. 202101043817 (1444117-M)) B-21-1, Level 21, Tower B Northpoint Mid Valley City No. 1, Medan Syed Putra Utara 59200 Kuala Lumpur Wilayah Persekutuan Tel No. : +603 9770 2200 Fax No. : +603 2201 7774
ISSUING HOUSE		Malaysian Issuing House Sdn Bhd (Registration No. 199301003608 (258345-X)) 11th Floor, Menara Symphony No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13 46200 Petaling Jaya Selangor Tel No. : +603 7890 4700
LISTING STATUS	:	LEAP Market of Bursa Securities
LISTING SOUGHT	:	ACE Market of Bursa Securities
SHARIAH STATUS	:	Approved by the Shariah Advisory Council of the SC

2. APPROVALS AND CONDITIONS

2.1 Approvals from Relevant Authorities

2.1.1 Bursa Securities

Bursa Securities had, via its letter dated 23 January 2025, approved:

(i) the transfer of listing of our Company from the LEAP Market to the ACE Market and quotation of our entire enlarged issued share capital on the ACE Market; and

(ii) the approval-in-principle for the registration of this Prospectus.

The approval from Bursa Securities is subject to the following conditions:

No.	Details of conditions imposed	Status of compliance
1.	Submission of the following information with respect to the moratorium on the shareholdings of the Specified Shareholders to Bursa Depository: (i) name of shareholders; (ii) number of Shares; and (iii) date of expiry of the moratorium for each block of Shares.	To be complied
2.	Approvals from other relevant authorities have been obtained for implementation of the Transfer of Listing;	Complied
3.	The Bumiputera equity requirements for public listed companies as approved/exempted by the SC including any conditions imposed thereon;	Complied
4.	Make the relevant announcements pursuant to paragraphs 8.1 and 8.2 of Guidance Note 15 of ACE LR;	To be complied
5.	Furnish to Bursa Securities a copy of the schedule of distribution showing compliance with the public shareholding spread requirements based on the entire enlarged issued share capital of ICT Zone Asia on the first day of listing on the ACE Market;	To be complied
6.	In relation to the public offering to be undertaken by ICT Zone Asia, please announce at least 2 market days prior to the listing date, the result of the offering including the following: (i) level of subscription of public balloting and placement; (ii) basis of allotment/allocation; (iii) a table showing the distribution of placement tranche; and (iv) disclosure of placees who become substantial shareholders of ICT Zone Asia arising from the public offering, if any. Please be reminded that Malacca Securities must ensure that the overall distribution of ICT Zone Asia's securities is properly carried out to mitigate any disorderly trading in the secondary market; and	To be complied

2. APPROVALS AND CONDITIONS *(cont'd)*

No.	Details of conditions imposed	Status of compliance
7.	ICT Zone Asia/Malacca Securities to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval upon the admission of ICT Zone Asia to the Official List of the ACE Market.	To be complied

Bursa Securities had also, vide its letter dated 17 February 2025, approved the Withdrawal of Listing, subject to the following conditions:

No.	Details of conditions imposed	Status of compliance
1.	Malacca Securities is required to furnish Bursa Securities with a letter, confirming the following: (i) that the requirements of Rule 8.06(1) of the LEAP LR have been complied with or waived by Bursa Securities, as the case may be; (ii) that all conditions, including conditions imposed by the relevant authorities which are required to be met prior to the delisting have been met; and (iii) that there are no circumstances or facts which have the effect of preventing or prohibiting the delisting including any order, injunction or any other directive issued by any court of law.	Complied
2.	ICT Zone Asia is required to announce, 5 clear market days before the effective date of suspension, the following: (i) the trading of ICT Zone Asia's Shares on the LEAP Market of Bursa Securities will be suspended one market day before the date of allotment of the new ICT Zone Asia Shares to be issued pursuant to the Listing until the completion of the Listing; and (ii) the effective date of suspension.	To be complied

2.1.2 SC

Our Listing is an exempt transaction under Section 212(8) of the CMSA and is therefore not subject to the approval of the SC.

The SC had, vide its letter dated 3 February 2025, approved our application which had been made under the Bumiputera equity requirement for public listed companies ("**Equity Requirement**") pursuant to our Listing, which is part of our Transfer of Listing. The approval from the SC is subject to the following conditions:

No.	Details of conditions imposed	Status of compliance
1.	ICT Zone Asia allocating Shares equivalent to 12.5% of its enlarged number of issued Shares to Bumiputera investors to be approved by the MITI in conjunction with the Listing.	To be complied
2.	ICT Zone Asia is to make available at least 50% of the Shares offered to the Malaysian public investors via balloting to Bumiputera public investors.	To be complied

2.1.3 MITI

The MITI had, vide its letter dated 3 January 2025, stated that it had taken note and has no objection to our Listing.

2.2 Moratorium on Our Shares

2.2.1 Specified Shareholders

In accordance with Rule 3.19(1) of the ACE LR, a moratorium will be imposed on the sale, transfer or assignment of those Shares held by our Specified Shareholders as follows:

(i) the moratorium applies to the entire shareholdings of our Specified Shareholders for a period of 6 months from the date of our admission to the Official List of the ACE Market ("**First 6-Month Moratorium**");

(ii) upon the expiry of the First 6-Month Moratorium, our Company must ensure that our Specified Shareholders' aggregate shareholdings amounting to at least 45.00% of the total number of issued Shares remain under moratorium for another period of 6 months ("**Second 6-Month Moratorium**"); and

(iii) upon the Second 6-Month Moratorium, our Specified Shareholders may sell, transfer or assign up to a maximum of 1/3 per annum (on a straight line basis) of those Shares held under moratorium.

Details of our Shares held by the Specified Shareholders after our IPO and their Shares which will be subject to the abovementioned moratorium are set out below:

Specified Shareholders	Nature of relationship	[(1)]No. of Shares	[(2)]%
ICT Zone Holding	Our Promoter and substantial shareholder	412,276,750	51.83
Lim Kok Kwang	Our Promoter, substantial shareholder as well as Managing Director and Chief Executive Officer	140,000	0.02
Sandra Tioe	Lim Kok Kwang's spouse	1,260,000	0.16
Lim Bee Lan	Lim Kok Kwang's sister	1,155,000	0.15
Lim Bee Leng	Lim Kok Kwang's sister	525,000	0.07
Ng Peik Fung	DS Ng's sister	105,000	0.01
Ng Peik Hua	DS Ng's sister	105,000	0.01
		415,566,750	**52.25**

Notes:

(1) After our IPO.

(2) Based on our enlarged issued share capital of 795,453,200 Shares after our IPO.

2. APPROVALS AND CONDITIONS *(cont'd)*

	Moratorium shares during the First 6-Month Moratorium		Moratorium shares during the Second 6-Month Moratorium		Shares held on year 2 after Listing		Shares held on year 3 after Listing	
	No. of Shares	**[1]%**	**No. of Shares**	**[1]%**	**No. of Shares**	**[1]%**	**No. of Shares**	**[1]%**
ICT Zone Holding	412,276,750	51.83	355,081,648	44.64	236,721,099	29.76	118,360,549	14.88
Lim Kok Kwang	140,000	0.02	122,225	0.01	81,483	0.01	40,742	[2]
Sandra Tioe	1,260,000	0.16	1,100,027	0.14	733,351	0.09	366,676	0.05
Lim Bee Lan	1,155,000	0.15	1,008,358	0.13	672,239	0.08	336,119	0.04
Lim Bee Leng	525,000	0.07	458,344	0.06	305,562	0.04	152,782	0.02
Ng Peik Fung	105,000	0.01	91,669	0.01	61,113	[2]	30,556	[2]
Ng Peik Hua	105,000	0.01	91,669	0.01	61,113	[2]	30,556	[2]
	415,566,750	**52.25**	**357,953,940**	**45.00**	**238,635,960**	**30.00**	**119,317,980**	**15.00**

Notes:

(1) Based on our enlarged issued share capital of 795,453,200 Shares after our IPO.

(2) Less than 0.01%.

The moratorium has been fully accepted by our Specified Shareholders, who have provided written undertakings that they will not sell, transfer or assign their shareholdings under the moratorium during the moratorium period. The moratorium restrictions are specifically endorsed on the share certificates representing the Shares under the moratorium held by the Specified Shareholders to ensure that our Share Registrar does not register any transfer that contravenes such restrictions.

In accordance with Rule 3.19(2) of the ACE LR, the ultimate shareholders of ICT Zone Holding, namely, DS Ng, Lim Kok Kwang, Vincent Ng Soon Kiat, Kwan Thean Poh and Ng Peik Fung, have also undertaken not to sell, transfer or assign their shareholdings in ICT Zone Holding during the abovementioned moratorium period.

2. APPROVALS AND CONDITIONS *(cont'd)*

2.2.2 Pre-IPO investor

In accordance with Rule 3.19A of the ACE LR, a moratorium will be imposed on the sale, transfer or assignment of Shares held by our pre-IPO investor for a period of 6 months from the date of our admission to the Official List of the ACE Market.

Details of the shareholding of the pre-IPO investor as at the LPD, which will be subject to moratorium, are as follows:

Pre-IPO investors	No. of Shares	[(1)]%
Kong Chien Hiew	10,004,600	1.26

Note:

(1) Based on our enlarged issued share capital of 795,453,200 Shares after our IPO.

The moratorium has been fully accepted by our pre-IPO investor, who has provided written undertakings that he will not sell, transfer or assign his shareholding under the moratorium during the moratorium period. The moratorium restrictions are specifically endorsed on the share certificates representing the Shares under the moratorium held by the pre-IPO investor to ensure that our Share Registrar does not register any transfer that contravenes such restrictions.

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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 WHETHER TO INVEST IN OUR SHARES.

3.1 Details of Our IPO

3.1.1 Allocation

Our IPO comprises the Public Issue of 133,000,000 Issue Shares and the Offer for Sale by Selling Shareholders of 21,000,000 Offer Shares at the IPO Price, payable in full on application and is subject to the terms and conditions of this Prospectus. The IPO Shares are expected to be allocated in the manner described below, subject to the underwriting and placement arrangement as set out in Section 4.9 of this Prospectus:

		No. of Shares	[(1)]%
Public Issue			
(i)	Malaysian Public[(2)]	39,772,800	5.00
(ii)	Private placement to the selected Bumiputera investors as approved by MITI	89,090,800	11.20
(iii)	Eligible Persons	4,136,400	0.52
		133,000,000	**16.72**
Offer for Sale			
(i)	Private placement to the selected Bumiputera investors as approved by the MITI	10,340,900	1.30
(ii)	Private placement to the selected investors	10,659,100	1.34
		21,000,000	**2.64**

Notes:

(1) Based on our enlarged issued share capital of 795,453,200 Shares upon completion of our IPO.

(2) 50.00% will be set aside for Bumiputera public investors.

Further details on our IPO are set out in Section 4.4 of this Prospectus.

3.1.2 The principal statistics of our IPO

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

	No. of Shares	RM
Issued share capital as at the date of this Prospectus	662,453,200	44,297,383
Shares to be issued pursuant to our Public Issue	133,000,000	26,600,000
Estimated listing expenses directly attributable to the Public Issue	-	(1,275,179)
Enlarged issued share capital upon Listing	**795,453,200**	**69,622,204**
IPO Price		0.20
Pro forma consolidated NA per Share as at 30 November 2024 *(based on the enlarged issued share capital upon Listing and after the intended utilisation of proceeds raised from our Public Issue)*		0.11
Market capitalisation upon Listing		159,090,640

3.1.3 Moratorium on our Shares

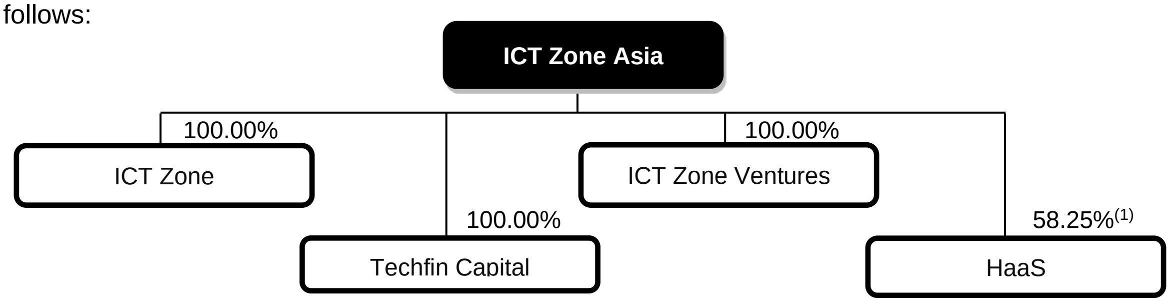
Our Specified Shareholders' entire shareholdings after our IPO will be held under moratorium for 6 months from the date of our admission to the ACE Market. Thereafter, their shareholdings amounting to 45.00% of our share capital will remain under moratorium for another 6 months. Our Specified Shareholders may sell, transfer or assign up to a maximum of one-third per annum (on a straight-line basis) of their shares held under moratorium upon expiry of the second 6 months period.

In accordance with Rule 3.19(2) of the ACE LR, the ultimate shareholders of ICT Zone Holding, namely, DS Ng, Lim Kok Kwang, Vincent Ng Soon Kiat, Kwan Thean Poh and Ng Peik Fung, have also undertaken not to sell, transfer or assign their shareholdings in ICT Zone Holding during the abovementioned moratorium period. In accordance with Rule 3.19A of the ACE LR, a moratorium will be imposed on the sale, transfer or assignment of Shares held by our pre-IPO investor for a period of 6 months from the date of our admission on the ACE Market.

Further details on the moratorium on our Shares are set out in Section 2.2 of this Prospectus.

3.2 Our Group

Our Company was incorporated in Malaysia under the Act on 28 January 2019 as a private limited company under the name of ICT Zone Asia Sdn Bhd. Subsequently, our Company was converted to a public limited company and assumed the name of ICT Zone Asia Berhad on 21 May 2019. Our Company is an investment holding company. Through our subsidiaries, our Group is principally involved in the provision of technology financing solutions, trading of ICT hardware and software, ICT services, and cloud solutions and services. As at the LPD, the structure of our Group is as follows:



Note:

(1) As at the LPD, the balance shareholdings of HaaS are held by Loh Kuo Hsiung (25.73%), Lim Chen Yao (5.00%), Sit Mun Pun (4.85%), Foong Chin Hing (4.71%) and Vincent Ng Soon Kiat (1.46%).

Further details of our Group are set out in Section 6.2 of this Prospectus.

3.3 Principal Business Activities and Principal Markets

Our Group is an ICT Solutions provider and our business model is as summarised in the diagram below:

Principal activities	Revenue model	Products/services	Principal markets	Customer
Technology financing solutions	• Leasing and rental fee	• ICT hardware • ICT software • ICT services	• Malaysia	• Channel Partners and Strategic Partners • Private and public corporations • Government-linked corporations and agencies • Retail customers
Trading of ICT hardware and software	• Transaction-based revenue	• ICT hardware • ICT software		
Provision of ICT services	• Service fee	• ICT services • Refurbishment services		
Provision of cloud solutions and services	• Cloud solution fee • Cloud platform rental fee • Trading revenue • Service fee • Training fee	• PaaS • IaaS • ICT services	• Malaysia • Singapore • Bangladesh • Indonesia	

Further details on our principal business activities and principal market are set out in Section 7.3 and Section 7.5 of this Prospectus, respectively.

3.4 Competitive Strengths

The following competitive strengths have driven our past business performance and will support our future growth:

(i) We offer a comprehensive range of ICT Solutions

We offer a comprehensive range of ICT Solutions with various business models, including leasing, rental or on a solution basis as is done through cloud solutions and services. We also provide our customers with a diverse range of ICT hardware, software and cloud subscriptions sourced from various Principals and Principal's Distributors. We believe this provides our customers with the option to lease, rent or purchase of ICT Solutions on an outright basis, provide convenience to customers from dealing with a single solution provider, sourcing of suitable ICT Solutions that meet customers' needs and business size and access to expertise in sourcing and managing ICT Solutions.

(ii) We have an established network of Principals and Principals' Distributors

We work with multiple Principals and their Distributors, and thus we are not tied to a particular brand. This allowed us to cater to a diverse range of requirements based on factors such as customers' preference for brands, needs and budget. As such, we are able to meet our customers' demands with the necessary ICT hardware and software depending on their requirements and preferences to brands.

We have also been recognised as an Appointed Reseller of brands such as Acer, Fortinet, ASUS, Microsoft, HP, Dell, Veeam and Lenovo. These recognitions enable us to negotiate pricing and terms with these Principals directly. This could in turn lead to us being able to offer ICT Solutions at better pricing and terms. In addition, our close working relationship with these Principals provides us with insights into the latest ICT trends and thus, facilitates us in meeting market demand.

(iii) Our management and operations team have the technical expertise and experience to provide ICT Solutions and secure financing to facilitate our technology financing solutions

We have been operating our business for over 20 years, and we are led by an experienced and committed Board and Key Senior Management team. Our Key Senior Management team has extensive experience across a broad spectrum of business activities, from operations to finance to sales and marketing. Their experience, drive and passion for our business have been instrumental to our Group's vision and growth strategies.

Further, our Key Senior Management team is supported by a strong operations team. As at the LPD, we have 22 operations personnel to carry out the configuration or implementation and testing of our ICT Solutions as well as ICT services.

(iv) We are well-positioned to capture the opportunities present in the technology financing industry

According to the IMR report by PROVIDENCE, the ICT hardware and software industry size in Malaysia is forecast to grow at a CAGR of 4.8%, while the ICT services industry size is forecast to grow at a CAGR of 5.7% between 2025 and 2027. This growth is expected to be driven by new technological evolutions and industry trends, growing digitalisation, Government initiatives to drive digitalisation, benefits of ICT solutions as it reduces upfront investments, and the growing number of companies in the country.

Some of the recent technological trends include the emergence of NPUs and their usage in personal computers as main processors as opposed to CPUs. Another recent industry trend includes the increased awareness and focus on environmental, social and governance as well as sustainability practices. As an ICT Solutions provider, our Group is well-positioned to capitalise and leverage on the outlook and growth opportunities.

Further details on our competitive strengths are set out in Section 7.7 of this Prospectus.

3.5 Business Strategies and Plans

Our future plans and strategies are as follows:

(i) We intend to continuously grow our technology financing solutions

We intend to capitalise and leverage on industry growth opportunities through:

(a) investing new ICT hardware and software to cater for increasing demand from new and existing customers; and

(b) expanding our customer base of private and public corporations, and retail customers by actively investing in marketing activities.

(ii) We intend to expand our ICT trading segment through the sale of refurbished ICT hardware

We intend to expand our ICT trading segment through the sale of refurbished ICT hardware. In particular, we intend to grow our customer base for the trading of refurbished ICT hardware through collaborations. In order to grow our sales of refurbished ICT hardware from Angkasa members, we have rolled out a pilot version of an online platform on www.komputermurah.my dedicated for Angkasa members which is known as Sahabatku. We intend to officially launch

Sahabatku in the first half of 2025. This platform will allow us to easily reach out to Angkasa members digitally as opposed to conducting roadshows at Government offices to create awareness of our products and services. Further, we also intend to reward referrals of refurbished ICT hardware sold through Sahabatku. This would enable us to encourage retail customers to refer our e-commerce platform to new customers, thus allowing us to expand our customer base. We will continue to seek for potential strategic collaborations to expand our customer base for our ICT trading segment.

(iii) We plan to extend our ICT services offering

We intend to further extend the range of ICT services we offer by offering remote managed services. Remote managed services will benefit our customers in terms of promptly and remotely rectifying software issues and performing software upgrades and updates. As our operations personnel will be able to remotely carry out any rectifications, upgrades or updates, our customers need not wait for an appointment to be made for an on-site visit to their premises. We will provide an alternative service offering to customers of our existing maintenance and technical support services which is currently being provided at our customers' premises. We plan to begin offering remote managed services by the first half of 2025, barring any unforeseen circumstances.

(iv) We intend to expand via acquisitions, collaborations and/or joint ventures

We intend to acquire and/or undertake strategic collaborations and/or joint ventures with other ICT Solution or service providers involved in similar or complementary activities to our existing core businesses, who can provide additional revenue streams while enhancing our competitive advantage. We intend to target companies based in Malaysia. This will enable us to broaden our service offerings, expand our customer base while contributing to incremental growth of our Group. As at the LPD, we have yet to identify any potential mergers and acquisitions, strategic collaborations and/or joint venture opportunities.

Further details on our business strategies and plans are set out in Section 7.26 of this Prospectus.

3.6 Risk Factors

Our business is subject to a number of risk factors which may have a material adverse impact on our business, financial condition and results of operations. The following is a summary of the key risk factors that we face in our business operations:

(i) We are dependent on some of our Strategic Partners

We are dependent on our Strategic Partners, namely Starza, Juricco and Haynik, to deliver ICT Solutions to Government-linked corporations and agencies. These Strategic Partners were consistently ranked as part of our top 5 customers during each of the Financial Years/Period Under Review. As such, we are exposed to risks that if we fail to secure additional orders or contracts with them in the future or encounter delays in payments or non-payments from end-users of orders and contracts secured through these Strategic Partners. Should this occur, this may adversely affect our Group's business operations and financial performance.

(ii) Our growth depends on our ability to secure and renew orders and contracts

Due to the nature of our business operations, our future growth, financial performance and profitability depend on our ability to consistently secure orders and contracts from existing and new customers for the provision of ICT Solutions. Should we be unable to secure new orders and contracts of similar or greater volume and size, our financial performance may also be adversely impacted.

(iii) Our technology financing solution business is capital intensive

Our technology financing solution business requires financial capital for the purchase of ICT hardware and software to be leased or rented. There is no assurance that we will have sufficient capital resources to purchase the ICT hardware and software required to expand our technology financing solution business in the future.

(iv) We face credit and liquidity risks if there are delays in collection or non-recoverability of trade receivables

We are exposed to risks of delays in collection or non-recoverability of our trade receivables. Should this occur, we may have to make an allowance for doubtful debts or write off bad debts, which may adversely impact our financial performance and position.

(v) Our business could suffer if we are unable to recruit and retain our key senior management personnel and qualified technical personnel

Our success and future growth will depend on the expertise and continuing efforts of our key senior management who has extensive experience across a broad spectrum of business activities, from operations to finance to sales and marketing. A loss of our key senior management without suitable and timely replacement may adversely affect our business, prospects, financial performance and position.

Further details on the risks faced by our business and operations, industry and investment in our Shares are set out in Section 9 of this Prospectus.

3.7 Directors and Key Senior Management

Our Directors and Key Senior Management are as follows:

(i) Directors

Name	Designation
DS Ng	Non-Independent Non-Executive Chairman
Lim Kok Kwang	Managing Director and Chief Executive Officer
Vincent Ng Soon Kiat	Executive Director and Chief Operating Officer
Karen Yap Pik Li	Independent Non-Executive Director
Chong Pei Nee	Independent Non-Executive Director
Sim Shu Mei	Independent Non-Executive Director

(ii) Key Senior Management

Name	Designation
Teh Siow Voon	General Manager, Admin and Finance
Cheah Chin Mon	Accountant
Lau Yeo Chuan	Operations Support, Assistant General Manager
Loh Kuo Hsiung	Chief Executive Officer of HaaS

Further details on our Directors and Key Senior Management are set out in Section 5.2 and Section 5.3 of this Prospectus.

3.8 Promoters and Substantial Shareholders

The details of our Promoters and substantial shareholders, and their shareholding in our Company as at the LPD and after our IPO are as follows:

		As at the LPD				After our IPO			
		Direct		Indirect		Direct		Indirect	
Name	Nationality/ Country of incorporation	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(2)%	No. of Shares	(2)%
Promoters and substantial shareholders									
ICT Zone Holding(3)	Malaysia	427,720,000	64.57	-	-	(6)412,276,750	51.83	-	-
DS Ng	Malaysian	5,556,750	0.84	(4)427,720,000	64.57	(6)-	-	(4)412,276,750	51.83
Lim Kok Kwang	Malaysian	140,000	0.02	(5)428,980,000	64.76	140,000	0.02	(5)413,536,750	51.99
Substantial shareholder									
Choo Chin Thye	Malaysian	39,630,400	5.98	-	-	39,630,400	4.98	-	-

Notes:

(1) Based on our issued share capital of 662,453,200 Shares before our IPO.

(2) Based on enlarged issued share capital of 795,453,200 Shares after our IPO.

(3) Please refer to Section 5.1.2(i) for details of shareholdings of ICT Zone Holding.

(4) Deemed interested by virtue of his shareholdings held through ICT Zone Holding pursuant to Section 8 of the Act.

(5) Deemed interested by virtue of his shareholdings held through ICT Zone Holding as well as his spouse's shareholdings pursuant to Section 8 and Section 59(11) of the Act.

(6) After the Offer for Sale by ICT Zone Holding of 15,443,250 Shares and by DS Ng of 5,556,750 Shares.

Further details on the Promoters and substantial shareholders are set out in Section 5.1 of this Prospectus.

3.9 Utilisation of Proceeds

The total gross proceeds from the Public Issue will amount to RM26.60 million based on the IPO Price. We expect the proceeds to be used in the following manner:

Purposes	RM'000	%	Estimated timeframe for utilisation from the Listing date
Expansion of the technology financing solutions business	21,000	78.95	Within 12 months
Sales and marketing expenditures	1,500	5.64	Within 24 months
Estimated listing expenses	4,100	15.41	Within 1 month
Total	**26,600**	**100.00**	

Further details on the utilisation of proceeds are set out in Section 4.8 of this Prospectus.

3.10 Financial and Operational Highlights

The key historical financial information of our Group for the Financial Years/Period Under Review are as follows:

	Audited			**Unaudited**	**Audited**
	FYE 2022	**FYE 2023**	**FYE 2024**	**FPE 2023**	**FPE 2024**
	RM'000	**RM'000**	**RM'000**	**RM'000**	**RM'000**
Revenue	52,033	75,058	114,428	91,100	95,561
GP	11,050	15,014	19,746	14,386	21,665
Profit from operations	7,321	9,762	12,695	8,375	14,106
PBT	6,429	8,176	8,972	5,571	9,179
Profit, representing total comprehensive income for the financial year/period ("**PAT**")	4,370	6,376	7,455	4,815	6,033
Total comprehensive income attributable to owners of the Company	4,283	6,338	7,342	4,901	6,010
Non-current assets	54,451	77,628	148,028	(10)-	174,855
Current assets	21,539	28,226	43,582	(10)-	33,469
Non-current liabilities	25,008	36,229	70,302	(10)-	73,190
Current liabilities	13,842	26,019	60,105	(10)-	67,899
Total borrowings	18,787	37,627	83,105	(10)-	101,115
Equity attributable to the owners of the Company	37,069	43,407	60,891	(10)-	66,900
Net cash from operating activities	15,739	26,839	44,508	(10)-	66,048
Net cash used in investing activities	(13,905)	(43,875)	(92,950)	(10)-	(70,640)
Net cash generated from financing activities	5,561	15,948	49,049	(10)-	7,458
Cash and cash equivalents at the end of the financial year/period	9,464	8,376	8,983	(10)-	11,849

	Audited			Unaudited	Audited
	FYE 2022	**FYE 2023**	**FYE 2024**	**FPE 2023**	**FPE 2024**
	RM'000	**RM'000**	**RM'000**	**RM'000**	**RM'000**
Dividend declared and paid to ICPS holders	1,506	1,506	1,506	1,506	1,506
EBITDA margin (%)[(1)]	42.64	41.71	42.09	40.83	61.54
GP margin (%)[(2)]	21.24	20.00	17.26	15.79	22.67
PBT margin (%)[(3)]	12.36	10.89	7.84	6.12	9.61
PAT margin (%)[(4)]	8.40	8.49	6.52	5.29	6.31
Trade receivables turnover (days)[(5)]	54	65	64	[(10)]-	57
Trade payables turnover (days)[(6)]	67	53	50	[(10)]-	46
Inventory turnover (days)[(7)]	5	3	2	[(10)]-	1
Current ratio (times)[(8)]	1.56	1.08	0.73	[(10)]-	0.49
Gearing ratio (times)[(9)]	0.51	0.87	1.36	[(10)]-	1.51

Notes:

(1) EBITDA margin is calculated based on EBITDA divided by revenue.

(2) GP margin is calculated based on GP divided by revenue.

(3) PBT margin is calculated based on PBT divided by revenue.

(4) PAT margin is calculated based profit which representing total comprehensive income for the financial year divided by revenue.

(5) Computed based on average trade receivables over revenue for the financial year/period and multiplied by 365/304 days for respective financial year/period.

(6) Computed based on average trade payables over cost of goods sold for the financial year/period and multiplied by 365/304 days for respective financial year/period.

(7) Computed based on average inventories over costs of goods sold for the financial year/period and multiplied by 365/304 days for respective financial year/period.

(8) Computed based on current assets over current liabilities as at each financial year/period end.

(9) Computed based on total interest-bearing borrowings (excluding lease liabilities for right-of-use assets, finance lease of ICT assets and net investment in sub-lease) over equity attributable to owners of the Company as at each financial year/period end.

(10) Not available as no comparative figure was prepared for our Company's consolidated statements of financial position as at 30 November 2023 and consolidated statements of cash flows for the FPE 2023.

The table below sets out our Group's revenue by business segments for the Financial Years/Period Under Review:

	Audited					
	FYE 2022		**FYE 2023**		**FYE 2024**	
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**
Technology financing	22,383	43.02	33,115	44.12	49,359	43.14
Trading of ICT hardware and software	24,532	47.14	37,114	49.45	55,631	48.62
- *Sale of new ICT hardware and software*	*21,190*	*40.72*	*34,424*	*45.86*	*52,390*	*45.79*
- *Sale of refurbished ICT assets*	*3,342*	*6.42*	*2,690*	*3.59*	*3,241*	*2.83*
Provision of cloud solutions and services	5,061	9.73	4,576	6.10	9,161	8.00
Provision of ICT services	57	0.11	253	0.33	277	0.24
Total	**52,033**	**100.00**	**75,058**	**100.00**	**114,428**	**100.00**

	Unaudited		**Audited**	
	FPE 2023		**FPE 2024**	
	RM'000	**%**	**RM'000**	**%**
Technology financing	39,334	43.18	62,132	65.02
Trading of ICT hardware and software	46,020	50.51	25,011	26.17
- *Sale of new ICT hardware and software*	*44,361*	*48.69*	*22,702*	*23.76*
- *Sale of refurbished ICT assets*	*1,659*	*1.82*	*2,309*	*2.41*
Provision of cloud solutions and services	5,503	6.04	8,120	8.50
Provision of ICT services	243	0.27	298	0.31
Total	**91,100**	**100.00**	**95,561**	**100.00**

Further details on our financial and operational highlights are set out in Section 12.2 of this Prospectus.

3.11 Dividend Policy

Our board intends to recommend and distribute a dividend of up to 20.00% of the annual audited profit attributable to the owners of our Company after our Listing. Any dividend declared will be at the discretion of our Board and any final dividends declared will be subject to the approval of our shareholders at our annual general meeting. You should take note that this dividend policy merely describes our current intention and shall not constitute legally binding statements in respect of our future dividends that are subject to our Board's discretion. During the Financial Years/Period Under Review and up to the LPD, save for the dividend declared and paid to our ICPS holders, our Group did not declare or pay any dividends to our shareholders.

	FYE 2022	**FYE 2023**	**FYE 2024**	**FPE 2024**	**1 December 2024 up to the LPD**
	RM'000	**RM'000**	**RM'000**	**RM'000**	**RM'000**
Dividends declared and paid to ICPS holders	1,506	1,506	1,506	1,506	-

Further details on our dividend policy are set out in Section 12.13 of this Prospectus.

4. DETAILS OF OUR IPO

4.1 Opening and Closing of Applications

Application for our IPO Shares will open at 10.00 a.m. on 13 May 2025 and will remain open until 5.00 p.m. on 20 May 2025.

Late applications will not be accepted.

4.2 Indicative Timetable

The following events are intended to take place on the following indicative times and/or dates:

Event	Indicative date
Issuance of this Prospectus/Opening of the Application	13 May 2025
Closing of the Application	20 May 2025
Balloting of the Application	22 May 2025
Allotment/Transfer of IPO Shares to the successful applicants	29 May 2025
De-listing of ICT Zone Asia from the LEAP Market of Bursa Securities	3 June 2025
Listing of ICT Zone Asia on the ACE Market of Bursa Securities	3 June 2025

If there are any changes to the timetable, we will advertise the notice of change in a widely circulated English and Bahasa Malaysia daily newspaper in Malaysia and make an announcement on Bursa Securities' website.

4.3 Details of Our Transfer of Listing

4.3.1 Our Transfer of Listing

Our shareholders and ICPS holders had, via our extraordinary general meetings for shareholders and ICPS holders held on 21 June 2024, approved the Transfer of Listing. To facilitate the Transfer of Listing, the Joint Offerors had undertaken the Exit Offer pursuant to Rule 8.06(1)(c) of the LEAP LR and Paragraph 2.1 of Guidance Note 15A of the ACE LR subsequently. The Exit Offer was completed on 2 April 2025.

Our Transfer of Listing is subject to, amongst others, the following requirements under Rule 3A.02(1) of the ACE LR:

Rule	Requirements	Status of compliance
3A.02(1)(a)	A transfer applicant must have been listed for at least 2 years on the LEAP Market at the time of application for transfer of listing;	Met. Our Company was listed on the LEAP Market on 15 December 2020.

Rule	Requirements	Status of compliance
3A.02(1)(b)	A transfer applicant must be considered as suitable for listing after the assessment by a Sponsor (as defined in the ACE LR) or both the Sponsor and Recognised Approved Adviser (as defined in the ACE LR) as Joint Transfer Sponsor (as defined in the ACE LR) pursuant to Rule 4.07 of the ACE LR.	Met. Our Company was listed on the LEAP Market on 15 December 2020 and has complied with the LEAP LR since then. As part of the application to Bursa Securities for the Listing, Malacca Securities (as our Sponsor) had assessed the suitability of listing of our Company on the ACE Market on, amongst others, the following: (i) our Company's business prospects; (ii) systems, procedures, policies, controls and resources to comply with the ACE LR; and (iii) governance, internal control and risk management systems, and that our Company's admission to the Official List of ACE Market is not detrimental to the interest of investors or does not undermine the public interest.
3A.02(1)(c)	A transfer applicant must comply with Chapters 3 and 3A of the ACE LR, as the case may be, subject to the additional requirements, modifications or exceptions set out in the Chapter.	Noted and to be met.
3A.02(1)(d)	A transfer applicant must undertake an issue of shares to the general public as part of its transfer of listing.	Noted and to be met. Pursuant to our Public Issue, 39,772,800 Issue Shares, representing 5.00% of our enlarged issued share capital upon completion of our Listing, will be made available for application by the Malaysian Public through a balloting process.
3A.02(1)(e)	A transfer applicant must comply with the relevant admission procedures and requirements as may be prescribed by the Exchange.	Noted and to be met.
-	Cross reference: Guidance Notes 15 (listing procedures for initial admission and prospectus registration) and 15A (procedures and other requirements relating to an application for transfer of listing pursuant to Rule 3A.02) of the ACE LR.	Malacca Securities, as our Sponsor, shall ensure that the implementation of our Transfer of Listing complies with the ACE LR.

4.3.2 Our IPO

Our IPO is subject to the terms and conditions of this Prospectus. Upon acceptance, our IPO Shares will be allocated in the manner described below:

		No. of Shares	[(1)]%
Public Issue			
(i)	Malaysian Public[(2)]	39,772,800	5.00
(ii)	Private placement to the selected Bumiputera investors as approved by the MITI	89,090,800	11.20
(iii)	Eligible Persons	4,136,400	0.52
		133,000,000	**16.72**
Offer for Sale			
(i)	Private placement to the selected Bumiputera investors as approved by the MITI	10,340,900	1.30
(ii)	Private placement to the selected investors	10,659,100	1.34
		21,000,000	**2.64**

Notes:

(1) Based on our enlarged issued share capital of 795,453,200 Shares upon completion of our Listing.

(2) 50.00% will be set aside for Bumiputera public investors.

Our IPO comprises the following:

(i) Public Issue of 133,000,000 Issue Shares, representing approximately 16.72% of our enlarged issued share capital upon completion of our Listing.

Please refer to Section 4.4.1 of this Prospectus for further details on our Public Issue.

(ii) Offer for Sale of 21,000,000 Offer Shares, representing 2.64% of our enlarged share capital upon completion of our Listing.

Please refer to Section 4.4.2 of this Prospectus for further details on the Offer for Sale.

4.4 Particulars of Our IPO

4.4.1 Public Issue

The Public Issue of 133,000,000 Issue Shares, representing 16.72% of our enlarged issued share capital upon completion of our Listing, will be made available for Application at the IPO Price in the following manner:

(i) Malaysian Public

39,772,800 Issue Shares, representing 5.00% of our enlarged issued share capital upon completion of our Listing, will be made available for application by the Malaysian Public through a balloting process as follows:

(a) 19,886,400 Issue Shares, representing 2.50% of our enlarged issued share capital, made available to the Malaysian Public investors; and

(b) 19,886,400 Issue Shares, representing 2.50% of our enlarged issued share capital, made available to Bumiputera Malaysian Public investors.

(ii) Eligible Persons

4,136,400 Issue Shares, representing 0.52% of our enlarged issued share capital upon completion of our Listing, will be made available for application by the Eligible Persons. We will allocate our Issue Shares to the Eligible Persons under the Pink Form Allocations in the following manner:

Eligible Persons	Note	No. of Eligible Persons	Aggregate no. of Issue Shares allocated
Eligible Directors	(a)	3	600,000
Key Senior Management	(b)	3	1,337,400
Eligible employees	(c)	37	2,199,000
Total		**43**	**4,136,400**

Notes:

(a) the criteria for allocation to our eligible Directors are based on, amongst others, their respective roles, responsibilities and anticipated contributions to our Group. The number of Issue Shares to be allocated to our eligible Directors is as follows:

Name	Designation	No. of Issue Shares allocated
Karen Yap Pik Li	Independent Non-Executive Director	200,000
Chong Pei Nee	Independent Non-Executive Director	200,000
Sim Shu Mei	Independent Non-Executive Director	200,000
Total		**600,000**

For clarification, DS Ng (our Chairman), Lim Kok Kwang (our Managing Director and Chief Executive Officer) and Vincent Ng Soon Kiat (our Executive Director and Chief Operating Officer) have opted not to participate in the Pink Form Allocations.

(b) the criteria for allocation to our eligible Key Senior Management are based on, amongst others, their respective roles, responsibilities, length of service, past performance and contributions made to our Group as well as the anticipated contributions to our Group. The number of Issue Shares to be allocated to our eligible Key Senior Management is as follows:

Name	**Designation**	**No. of Issue Shares allocated**
Teh Siow Voon	General Manager, Admin and Finance	737,400
Cheah Chin Mon	Accountant	300,000
Lau Yeo Chuan	Assistant General Manager, Operations Support	300,000
Total		**1,337,400**

Loh Kuo Hsiung (our Chief Executive Officer of HaaS) has opted not to participate in the Pink Form Allocations.

(c) the criteria for allocation to our eligible employees are based on, amongst others, the following as approved by our Board:

(1) the eligible employee must be a full time and confirmed employee of our Group;

(2) the eligible employee must be on our Group's payroll;

(3) seniority, position and length of service;

(4) past performance and respective contribution made to our Group; and

(5) the eligible employee must be at least 18 years of age.

As at the LPD, save for the Pink Form Allocations, to the extent known to our Company:

(a) there are no substantial shareholder, Directors or Key Senior Management of our Company who intend to subscribe for our IPO Shares; and

(b) there are no person(s) who intend(s) to subscribe to a number of our IPO Shares, which is equivalent to more than 5.00% of our enlarged issued share capital upon completion of our Listing.

(iii) Private placement to the selected Bumiputera investors as approved by the MITI

89,090,800 Issue Shares, representing 11.20% of our enlarged issued share capital upon completion of our Listing, will be made available by way of private placement to the selected Bumiputera investors as approved by the MITI.

The basis of allocation for the IPO Shares shall take into account our Board's intention to distribute the IPO Shares to a reasonable number of applicants to broaden our Company's shareholder base to meet the public shareholding spread requirements and to establish a liquid and adequate market for our Shares. Applicants will be selected in a fair and equitable manner to be determined by our Board. There is no over-allotment or "greenshoe" option that will increase the number of our IPO Shares.

4.4.2 Offer for Sale

21,000,000 Offer Shares, representing 2.64% of our enlarged issued share capital upon completion of our Listing, are offered by our Selling Shareholder(s) to the selected investors by way of private placement at the IPO Price in the following manner:

	No. of Shares	(1)%
Selected Bumiputera investors as approved by the MITI	10,340,900	1.30
Selected investors	10,659,100	1.34
	21,000,000	**2.64**

Note:

(1) Calculated based on our enlarged issued share capital of 795,453,200 Shares upon completion of our Listing.

Our Offer for Sale is subject to the terms and conditions of this Prospectus.

The details of our Selling Shareholders are as follows:

Selling Shareholders	Nature of relationship with our Group	Registered/residential address
ICT Zone Holding	Promoter, substantial shareholder and Specified Shareholder	Suite 1, Level 6, Block B Wisma NTP World Excella Business Park, Jalan Ampang Putra, 55100 Kuala Lumpur
DS Ng	Promoter, substantial shareholder, Non-Independent Non-Executive Chairman and Specified Shareholder	No. 28, Changkat Hartamas 1, Hartamas Heights, 50480 Kuala Lumpur

The details of our Selling Shareholders' shareholdings in our Company as at the LPD and after the Offer for Sale and our IPO are as follows:

Name	As at the LPD		Shares offered pursuant to the Offer for Sale			After our IPO	
	No. of Shares	(1)%	No. of Shares	(1)%	(2)%	No. of Shares	(2)%
ICT Zone Holding	427,720,000	64.57	15,443,250	2.33	1.94	412,276,750	51.83
DS Ng	5,556,750	0.84	5,556,750	0.84	0.70	-	-

Notes:

(1) Based on our issued share capital of 662,453,200 Shares as at the LPD.

(2) Based on our enlarged issued share capital of 795,453,200 Shares after our IPO.

The Offer for Sale is expected to raise gross proceeds of RM4.20 million based on the IPO Price, which will accrue entirely to the Selling Shareholder(s) and our Company will not receive any of the proceeds raised through the Offer for Sale. The Selling Shareholder(s) shall bear all expenses in relation to the Offer for Sale.

4.4.3 Underwriting arrangement and reallocation provision of our IPO Shares

Our IPO Shares shall be subject to the following clawback and reallocation provisions:

(i) Malaysian Public via balloting

If our Issue Shares allocated to the Bumiputera Malaysian Public are under-subscribed, such Issue Shares will be made available to the other Malaysian Public. Likewise, in the event that any Issue Shares allocated to the other Malaysian Public are under-subscribed, such Issue Shares will be made available to the Bumiputera Malaysian Public.

In the event that there are Issue Shares which are not subscribed by the Malaysian Public, the remaining portion unsubscribed will be made available for application and offered to the selected investors.

Any further Issue Shares which are not subscribed after being allocated and offered to the selected investors shall be underwritten by our Joint Underwriters in accordance with the salient terms of the Underwriting Agreement.

(ii) Eligible Persons

Any Issue Shares under Pink Form Allocations which are not subscribed by any of the Eligible Persons shall be re-offered to our Group's other Eligible Persons before being re-allocated to the Malaysian Public and/or to the selected investors by way of private placement.

Thereafter, any remaining Issue Shares under the Pink Form Allocations which are not subscribed for shall be underwritten by our Joint Underwriters in accordance with the terms of the Underwriting Agreement.

(iii) Private placement to selected investors

In the event of under-subscription of the IPO Shares in respect of the allocation by way of private placement to the selected investors, the remaining unsubscribed portion will be clawed back and reallocated to the Malaysian Public.

(iv) Private placement to selected Bumiputera investors approved by the MITI

In the event of under-subscription of the IPO Shares in respect of the allocation by way of private placement to Bumiputera investors approved by the MITI ("**MITI Tranche**"), the unsubscribed IPO Shares under the MITI Tranche shall firstly be reallocated to the over-subscribed portion of the Bumiputera Malaysian Public investors, if any. Any unsubscribed portion after the re-allocation shall be made available for Application by the non-Bumiputera Malaysian Public and/or other investors under the private placement to selected investors.

The clawback and reallocation provisions will not apply in the event that there is an over-subscription in all of the allocations of our IPO Shares at the closing date of our IPO. The allocation of our IPO Shares shall be in a fair and equitable manner and shall take into account the desirability of distributing our IPO Shares to a reasonable number of applicants with a view of broadening our Company's shareholding base to meet the public shareholding spread requirements of Bursa Securities and to establish a liquid market for our Shares. The number of Issue Shares offered under the Public Issue will not be increased via any over-allotment of "greenshoe" option.

4.4.4 Price stabilisation mechanism

We will not be employing any price stabilisation mechanism in accordance with the Capital Markets and Services (Price Stabilisation Mechanism) Regulations 2008 for our IPO.

4.4.5 Minimum subscription

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

Pursuant to ACE LR, we must have at least 25.00% of our enlarged issued share capital, or such lower percentage as may be allowed by Bursa Securities, to be held in the hands of a minimum number of 200 public shareholders holding not less than 100 Shares each at the time of our admission to the Official List.

We expect to meet the public shareholding spread requirements at the point of our Listing. If we fail to meet the abovementioned requirements, we may not be allowed to proceed with our Listing on the ACE Market.

In such an event, we will return in full, without interest, all monies paid with respect to all Applications. If any such monies are not repaid within 14 days after we become liable to do so, the provision of sub-section 243(2) of the CMSA shall apply accordingly.

4.4.6 Transfer of Listing

We undertake our IPO in conjunction with our Transfer of Listing. We have obtained approvals from our shareholders and ICPS holders as well as Bursa Securities for the Transfer of Listing via our extraordinary general meetings held on 21 June 2024 and Bursa Securities' letters dated 23 January 2025 and 17 February 2025, respectively.

You should take note that upon allotment/transfer of our IPO Shares to the successful applicants, trading of our Shares on the LEAP Market will be suspended for a time period to be prescribed by Bursa Securities to facilitate the Transfer of Listing. Thereafter, our Shares will be listed and quoted on the ACE Market.

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4.5 Basis of arriving at the IPO Price

Our Directors, Principal Adviser and Financial Adviser, had determined and agreed upon the IPO Price after taking into consideration the following factors:

(i) Financial and operating history

Based on our Group's audited consolidated statements of profit or loss and other comprehensive income for the FYE 2024, we recorded:

(a) an EPS of 1.11 sen, computed based on our Group's audited FYE 2024 PAT attributable to owners of our Company of RM7.34 million and the total issued share capital of 662,453,200 Shares as at the LPD. This translates to a P/E Multiple of 18.02 times at our IPO price;

(b) an EPS of 0.92 sen, computed based on our Group's audited FYE 2024 PAT attributable to owners of our Company of RM7.34 million and the total enlarged issued share capital of 795,453,200 Shares (assuming Public Issue of 133,000,000 Issue Shares pursuant to our IPO). This translates to a P/E Multiple of 21.74 times at our IPO price; and

(c) an EBITDA of RM48.17 million with an enterprise value ("**EV**") of RM220.41 million calculated based on the total enlarged issued share capital of 795,453,200 Shares (assuming Public Issue of 133,000,000 Issue Shares pursuant to our IPO). This translates to an EV/EBITDA Multiple of 4.58 times. For your information, our Group's EV/EBITDA multiple before and after our IPO remains the same as the EV is computed based on market capitalisation adjusted for cash (including the proceeds to be raised from the Public Issue), borrowings and non-controlling interests.

Our detailed operating and historical financial performance are set out in Section 7.3 and Section 12.2 of this Prospectus, respectively.

To ensure there is a clear price discovery mechanism for our IPO Price, peer analysis has been carried out to benchmark the P/E Multiple and EV/EBITDA Multiple implied by our IPO Price against the P/E Multiple and EV/EBITDA Multiple of comparable companies in similar industry and/or business activities as our Company by Malacca Securities and SCS Global. Malacca Securities and SCS Global have selected the comparable companies ("**Comparable Companies**") listed on the Bursa Securities where the majority of its businesses (more than 50.00% of its revenue) are involved in the provision of ICT equipment and solutions.

For the avoidance of doubt, there is no publicly listed company which may be considered to be identical to our Company in terms of, amongst others, composition of business activities, scale of business operations, risk profile, accounting and tax policies, track records, prospects, market standing in the competitive environment, cost of capital, reinvestment requirements, financial position and that such business may have fundamentally different profitability objectives. Any comparison made with respect to the Comparable Companies is merely to provide a comparison to the illustrative P/E Multiple and EV/EBITDA Multiple represented by our IPO Price. The selection of Comparable Companies is highly subjective and judgemental and the selected Comparable Companies may not be entirely comparable due to various factors.

The principal activities for the selected Comparable Companies are as follows:

Company	Principal activity
SNS Network Technology Berhad (listed on Main Market of Bursa Securities)	It is principally involved in the provision of a range of ICT products, broadband and web-based services and solutions, including advisory services and product recommendations. Its offerings include a combination of hardware, devices, and equipment, as well as post-purchase services such as product setup and software installation.
VSTECS Berhad (listed on Main Market of Bursa Securities)	It is principally involved in the marketing of computers, peripherals, software and the provision of computer maintenance services. It is a distributor of ICT products to consumers. The company and its subsidiaries provide services which include information technology services in the form of pre-sales, integration, and post-sales in support of the brands it represents. Its three main business segments are ICT distribution, enterprise systems, and ICT services.
Edaran Berhad (listed on Main Market of Bursa Securities)	It is principally involved in the provision of management services and investment holding. Its subsidiaries are involved in the provisioning, installation, commissioning, integration and maintenance of IT products and related services.
Mesiniaga Berhad (listed on Main Market of Bursa Securities)	It is principally involved in the sale and service of information technology products and related services. Its subsidiaries are involved in the sales of networking cables and related products, the provision of design, development and implementation of business solutions and products and the provision of strategic IT outsourcing services.

For information purposes, there are no companies listed on the LEAP Market that are comparable to our Company based on the criteria above.

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Our P/E Multiple of 18.02 times (computed based on existing number of Shares) and 21.74 times (computed based on our enlarged number of Shares after our IPO) are within the range of the selected Comparable Companies' P/E Multiples of 14.15 times to 22.93 times. Our EV/EBITDA Multiple of 4.58 times is lower than the EV/EBITDA Multiples of the selected Comparable Companies of 8.00 times to 12.40 times.

The range of the selected Comparable Companies' P/E Multiple and EV/EBITDA Multiple as at the LPD, are as follows:

Company	**Closing price as at as the the LPD**	**[1]Market capitalisation**	**[2]Diluted earnings per share**	**[3]P/E Multiple**	**[4]EV**	**[5]EBITDA**	**EV/EBITDA Multiple**
	RM	**RM'000**	**sen**	**Times**	**RM'000**	**RM'000**	**times**
SNS Network Technology Berhad	0.415	695,440	1.81	22.93	704,966	56,858	12.40
VSTECS Berhad	2.800	998,354	19.79	14.15	896,389	93,857	9.55
Edaran Berhad	1.490	86,279	7.42	20.08	163,916	20,493	8.00
Mesiniaga Berhad	1.210	73,086	(5.59)	[6]N/A	45,398	(5,096)	[6]N/A
		High		22.93			12.40
		Low		14.15			8.00
		Average		19.05			9.98
		Median		20.08			9.55
ICT Zone Asia							
- As at the LPD	0.20[9]	132,491[7]	1.11	18.02	220,415	48,166	4.58
- After Public Issue	0.20[9]	159,091[8]	0.92	21.74	220,415	48,166	4.58

(Source: Bloomberg, latest annual reports and quarterly reports of the respective comparable companies)

Notes:

(1) Computed based on the closing price multiplied by the total number of issued shares of the respective companies as at the LPD.

(2) Computed based on the trailing 12-month profit after tax attributable to the owners of the company of the respective companies over the weighted average number of shares, taking into account the potential dilution that could occur if all convertible securities were converted into ordinary shares of the respective companies.

(3) Computed based on the closing price divided by the trailing 12-month diluted earning per share of the respective companies as at the LPD.

(4) Computed based on the formula of (market capitalisation – cash and cash equivalents + debts + non-controlling interest) of the respective companies.

(5) Computed based on the formula of (profit before tax – finance income + finance costs + depreciation + amortisation) of the respective companies.

(6) Not applicable due to Mesiniaga Berhad's trailing 12-month loss after tax attributable to the owners of the company and loss before interest, tax, depreciation and amortisation.

(7) Based on our issued share capital of 662,453,200 Shares in issue as at the LPD.

(8) Based on our enlarged issued share capital of 795,453,200 Shares in issue (assuming Public Issue of 133,000,000 Issue Shares pursuant to our IPO).

(9) IPO Price of RM0.20.

(ii) Pro forma consolidated NA

Our pro forma consolidated NA per Share as at 30 November 2024 after our IPO and utilisation of proceeds of RM0.11 based on our pro forma consolidated NA as at 30 November 2024 of RM90.94 million and our enlarged share capital of 795,453,200 Shares upon Listing.

(iii) Business strategies and future plans

Our business strategies and future plans which are set out in Section 7.26 of this Prospectus.

(iv) Competitive strengths and industry overview

Our competitive strengths and the industry overview which are set out in Section 7.7 and Section 8 of this Prospectus, respectively.

Prospective investors should note that the market price of our Shares after our Listing is subject to the vagaries of market forces and other uncertainties which may affect the market price of our Shares. Prospective investors should form their views on the valuation of our IPO Shares and the reasonableness of the bases used before deciding to invest in our IPO Shares. You are also reminded to consider the risk factors as set out in Section 9 of this Prospectus carefully.

4.6 Share Capital

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

	No. of Shares	RM
Issued share capital as at the date of this Prospectus	662,453,200	44,297,383
Shares to be issued pursuant to our Public Issue	133,000,000	26,600,000
Less: estimated listing expenses directly attributable to the Public Issue	-	(1,275,179)
Enlarged issued share capital upon Listing	**795,453,200**	**69,622,204**
IPO Price		0.20
Pro forma consolidated NA per Share as at 30 November 2024 *(based on the enlarged issued share capital upon Listing and after the intended utilisation of proceeds raised from our Public Issue)*		0.11
Market capitalisation upon Listing		159,090,640

As at the date of this Prospectus, we have only 1 class of share, namely ordinary shares. The ordinary shares rank equally with one another.

Our Issue Shares shall, upon allotment and issuance, rank equally in all respects with our existing Shares in issue, including voting rights and rights to all dividends and distributions that may be declared subsequent to the date of allotment and issuance of our Issue Shares.

The Offer Shares shall rank equally in all respects with our existing Shares in issue, including voting rights and rights to all dividends and distributions that may be declared subsequent to the date of transfer of the Offer Shares.

Subject to any special rights attaching to any Shares which we may issue in the future, our shareholders shall, in proportion to the amount of Shares held by them, be entitled to share in the whole of the profits paid out by us as dividends and other distributions and any surplus if our Company is liquidated in accordance with our Constitution and provisions of the Act.

Each of our shareholder shall be entitled to vote at any of our general meetings in person, by proxy or by attorney or by other duly authorised representative. Every shareholder present in person or by proxy or by attorney or by other duly authorised representatives shall have 1 vote for each Share held.

4.7 Dilution

Dilution is computed as the difference between the IPO Price to be paid by investors for our Issue Shares and our pro forma consolidated NA per Share after our IPO, and it is illustrated as follows:

	RM
IPO Price	0.20
Pro forma consolidated NA per Share as at 30 November 2024 after Exit Offer, full conversion of ICPS but before our Public Issue(1)	0.10
Pro forma consolidated NA per Share as at 30 November 2024 after Exit Offer, full conversion of ICPS, Public Issue and the intended utilisation of proceeds raised from our Public Issue(2)	0.11
Increase in pro forma consolidated NA per Share attributable to existing shareholders	0.01
(Decrease) in the pro forma consolidated NA per Share to our new investors	0.09
(Decrease) in pro forma consolidated NA per Share to our new investors as a percentage of our IPO Price	(45.00%)

Notes:

(1) Based on the pro forma consolidated NA of approximately RM66.90 million divided by our issued share capital of 662,453,200 Shares after Exit Offer, full conversion of ICPS but before our Listing.

(2) Based on the pro forma consolidated NA of approximately RM90.94 million divided by our enlarged issued share capital of 795,453,200 Shares upon Listing.

Save as disclosed below and the Pink Form Allocations to our Eligible Persons, there has been no acquisition of any of our Shares and ICPS by our Promoters, substantial shareholders, Directors and/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 during the Financial Years/Period Under Review and up to the LPD:

(i) Lim Kok Kwang, our Managing Director and Chief Executive Officer, had on 22 April 2021, 6 July 2021 and 3 September 2021 acquired 40,000, 50,000 and 50,000 ICPS respectively at an average effective cost of RM0.25 per ICPS. 140,000 ICPS had matured on 21 January 2025 and converted to 140,000 Shares at a conversion price of RM0.20 each;

(ii) Sim Shu Mei, our independent non-executive director, had on 10 August 2023 acquired 526,400 Shares at an average effective cost of RM0.19 per Share pursuant to the Private Placement; and

(iii) DS Ng acquired 5,556,750 Shares at the cash exit offer price of RM0.20 per Shares pursuant to the Exit Offer.

4.8 Utilisation of Proceeds

The total gross proceeds to be raised from our Public Issue will amount to RM26.60 million based on our IPO Price. We intend to utilise the proceeds in the following manner:

Purposes	Note	RM'000	%	Estimated timeframe for utilisation from the date of Listing
Expansion of the technology financing solutions business	(i)	21,000	78.95	Within 12 months
Sales and marketing expenditures	(ii)	1,500	5.64	Within 24 months
Estimated listing expenses for the Transfer of Listing	(iii)	4,100	15.41	Within 1 month
Total		**26,600**	**100.00**	

The current allocated utilisation is based on the respective estimated costs as at the LPD. Hence, if the allocated proceeds are insufficient to fund the actual amount, we will fund the shortfall by using our internally generated funds and/or bank borrowings. Any surplus from the allocated proceeds will be used for expansion of our technology financing solutions business purposes.

Pending the utilisation of the proceeds raised from our Public Issue, the proceeds raised will be placed in interest-bearing short-term deposits or money market instruments with licensed financial institutions. The interest derived or any gain arising therefrom will be used for our working capital requirements (such as expenses for utilities, staff costs, and rental payment for offices), the breakdown of which cannot be determined at this juncture, as it depends on our working capital requirements at that point in time. The Board intends to utilise the interest derived or the gain arising therefrom within 6 months from the receipt of such interest/gain.

Notes:

(i) Expansion of the technology financing solutions business

To expand our technology financing solutions business organically as well as to cater for and capture increasing demand from our customers, we intend to allocate RM21.00 million or 78.95% of the total gross proceeds to be raised from our Public Issue to finance the expansion of our technology financing solutions business in the following manner:

Details	RM'000
Purchase of ICT hardware and software for technology financing solutions business[(a)]	18,500
Other operating expenses[(b)]	2,500
Total	**21,000**

Notes:

(a) The proceeds allocated will be utilised to purchase ICT hardware and software to support our technology financing solutions business. The ICT hardware includes purchasing approximately 4,000 units of computers and laptops together with a corresponding number of related peripheral devices such as mice, keyboards, monitors and security locks. The ICT software includes operating systems, device management and computer security software that protects the ICT Solutions against computer viruses, malware, spyware and/or adware. The ICT software purchased from third party providers will be bundled with the ICT hardware to meet our customer's needs and requirements. We intend to utilise RM18.50 million of the proceeds in the following manner:

Description	**No. of units**	**Estimated cost per unit**	**Total estimated cost**
		RM	**RM'000**
Computers and laptops (together with related peripheral devices)	4,000	4,000	16,000
ICT software	4,000	625	2,500
Total			**18,500**

These bundled ICT Solutions encompass proactive and analytical services, remote managed services, device recovery services and CNCS, which are expected to enhance their management and monitoring capabilities over ICT Solutions. The number of units of hardware and software stated above is based on our management's estimate. The actual number of units to be purchased is subject to the prevailing market price of the ICT hardware and software at the point of purchase.

(b) The proceeds allocated for other operating expenses to facilitate our technology financing solutions business expansion are proposed to be utilised as follows:

Details	**RM'000**
Finance costs[(1)]	1,143
Legal fees[(2)]	750
Insurance expenses[(3)]	607
Total	**2,500**

Notes:

(1) Finance Costs

To enable our Group to leverage debt financing to grow our business, we procure debt financing from financial institutions to purchase ICT Solutions upon entering into new technology financing solutions orders/contracts. As such, we will incur finance costs such as processing fees, brokerage fees and other fees/incidental expenses when obtaining the debt financing facilities from financial institutions. In addition, we are required to place a principal amount of up to 2 months of instalment with the financial institutions to obtain the debt financing facilities. For avoidance of doubt, the gross proceeds allocated for finance costs are not for our Group's existing bank borrowings and interest payment, and thus will not result in any savings in interest expenses for our Group.

(2) Legal fees

We entered into leasing and rental orders/contracts with our customers and financing agreements with the financial institutions for our technology financing business. As such, we are required to incur professional fees and stamp duty associated with executing these agreements.

(3) Insurance expenses

We purchase equipment-all-risks insurance policies for our ICT hardware leased or rented out. Such insurance coverage covers loss of or damage to the ICT hardware leased or rented out as a result of events, amongst others, fire, theft or any accidental damage during the period of the insurance. The insurance coverage on ICT hardware serves to mitigate potential business operation risks and losses that result from the loss or damage of the insured ICT hardware and safeguard the value of the insured ICT hardware in case of loss or damage. It is also often required by the financial institutions as a condition of the debt financing agreement.

(ii) Sales and marketing expenditures

To increase our Group's market visibility and brand recognition, we intend to allocate RM1.50 million or 5.64% of the total gross proceeds to be raised from our Public Issue to finance our Group's sales and marketing expenditures, which include, amongst others, the following:

Details	**RM'000**
Staff costs[(a)]	1,170
Marketing activities[(b)]	330
Total	**1,500**

Notes:

(a) Our Group intends to employ up to 7 new permanent sales and marketing personnel to support our sales and marketing activities. The new hires will span various roles, from executive to senior management level, with monthly staff costs ranging from RM6,000 to RM19,000 per employee.

The staff costs mainly consist of salaries, staff benefits, training and development expenses, medical expenses and other expenses in relation to our human resources for a period of 18 months beginning from the date of employment of the respective staff.

(b) We intend to utilise RM0.33 million of the proceeds to further enhance our existing marketing activities which comprise, amongst others, digital marketing efforts on social media platforms such as LinkedIn, Instagram and TikTok, as well as search engine marketing on Google and Bing. We plan to increase the advertising frequency in the social media platforms, subscribe for higher search engine marketing campaigns to boost our website's visibility through the right keywords and run advertisement on search engines. In addition, we intend to invest in amongst others, media advertising, telemarketing, email marketing, event marketing and content marketing strategies.

(iii) Estimated listing expenses for the Transfer of Listing

An amount of RM4.10 million is allocated to meet the estimated cost of the Transfer of Listing. The following summarises the estimated expenses incidental to the Transfer of Listing to be borne by us:

Details	**RM'000**
Professional fees[(a)]	2,600
Underwriting, placement and brokerage fees	1,110
Fees payable to the authorities	148
Printing, advertising fees and contingencies[(b)]	242
Total	**4,100**

Notes:

(a) This includes advisory fees for, amongst others, our Principal Adviser, Financial Adviser, solicitors, reporting accountants, IMR, company secretary, Share Registrar and Issuing House.

(b) Other incidental or related expenses in connection with our Transfer of Listing.

The Offer for Sale will raise gross proceeds of RM4.20 million, which will accrue entirely to our Selling Shareholder(s) and we will not receive any of the proceeds.

The Selling Shareholder(s) shall bear all expenses in relation to the Offer for Sale, the aggregate of which is estimated to be RM0.11 million.

4.9 Underwriting Commission, Brokerage and Placement Fees

4.9.1 Underwriting commission

Our Joint Underwriters have agreed to underwrite 39,772,800 Issue Shares, which are available for application by the Malaysian Public, and 4,136,400 Issue Shares made available to Eligible Persons as set out in Section 4.4 of this Prospectus. We will pay our Joint Underwriters an underwriting commission at the rate of 2.50% of the total value of the underwritten Shares based on the IPO Price.

4.9.2 Brokerage fee

We will pay the brokerage rate of 1.00% on the IPO Price in respect of all successful Applications bearing the stamp of either Malacca Securities, the participating organisations of Bursa Securities, members of the Association of Banks in Malaysia, members of the Malaysian Investment Banking Association or the Issuing House.

4.9.3 Placement fee

Our Joint Placement Agents have agreed to place out 89,090,800 Issue Shares and 21,000,000 Offer Shares to be issued/offered to the selected investors as set out in Section 4.4 of this Prospectus.

We will pay our Joint Placement Agents a placement fee of up to 2.50% of the value of Issue Shares to be placed out to the selected investors at the IPO Price.

The placement fee of up to 2.50% of the value of Offer Shares placed out by our Joint Placement Agents will be borne entirely by the Selling Shareholder(s).

4.10 Salient Terms of the Underwriting Agreement

We have entered into the Underwriting Agreement with our Joint Underwriters to underwrite 43,909,200 Issue Shares ("**Underwritten Shares**"), subject to the clawback and reallocation provisions as set out in Section 4.4.3 of this Prospectus and upon the terms and conditions of the Underwriting Agreement.

(The capitalised terms used in this section shall have the respective meanings as ascribed in the Underwriting Agreement or as defined in this Prospectus unless the context otherwise requires)

"Approvals"	:	All approvals, orders, sanctions, consents, authorisations, certificates, filings, registrations and permissions required for our IPO and our Listing by the Relevant Authorities
"Issue Date"	:	The date of issue of this Prospectus being a date not later than 2 months after the date of the Underwriting Agreement or such later date as our Company and our Joint Underwriters may mutually agree in writing
"Issue Documents"	:	Collectively, this Prospectus and the Application Forms
"Material Adverse Effect"	:	Any event, development or occurrence or series of events, development or occurrences, which in the opinion of our Joint Underwriters, have or could be expected to have a prospective material adverse effect and/or change, whether individually or in the aggregate, and whether or not arising in the ordinary course of business, on any of the following: 1. the condition (financial, operational or otherwise), contractual commitments, general affairs, Board, management, business, assets, liquidity, liabilities, prospects, earnings, shareholders' equity, business undertakings, properties or results or cash flows of operations of our company and/or our Group; or 2. the ability of our Company to perform in any respect its obligations under or with respect to, or to consummate the transactions contemplated by this Prospectus or the Underwriting Agreement; or 3. the ability of our Company and/or our Group to conduct its businesses and to own or lease its assets and properties as described in this Prospectus; or 4. our IPO including but not limited to the success of our IPO or the distribution or the sale of the IPO Shares pursuant to our IPO
"Public Tranche"	:	39,772,800 Issue Shares made available for application by the Malaysian Public
"Relevant Authorities"	:	Any governmental, statutory or regulatory body having authority, jurisdiction or control over any party under the Underwriting Agreement (including but not limited to the SC, Bursa Securities and Registrar of Companies ("**ROC**"))
"Specified Event"	:	An event which occurs after the date of the Underwriting Agreement, issue date, Closing Date and on or prior to the Trading Date which if it had occurred before the date of the Underwriting Agreement would have rendered any of the representations, warranties and undertakings in Clause 10 of the Underwriting Agrement untrue, inaccurate, misleading or incorrect
"Trading Date"	:	The date of listing and quotation of the entire enlarged issued share capital of the Company on the ACE Market

The Underwriting Agreement is conditional upon the following ("**Conditions Precedent**"):

(a) our Joint Underwriters receiving the certificate in the form or substantially in the form contained in the Underwriting Agreement, one dated the date of registration of the Prospectus and the other dated the Closing Date, both of which are to be signed by a Director of our Company (on behalf of the Board) stating that, to the best of his knowledge and belief, after having made all reasonable enquiries with the Directors and management of our Company, there has been no such change, development or occurrence as referred to in Clause 10 of the Underwriting Agreement and being provided with the reports or confirmation and being satisfied at the date of registration of this Prospectus and the Closing Date respectively that:

(i) there is no occurrence of any change or any development likely to result in a prospective change in the financial position, business operations, cash flows or conditions (financial, operational or otherwise) of our Group taken as a whole and from that set out in this Prospectus which would have or is likely to have a Material Adverse Effect;

(ii) there is no occurrence of any event or the discovery of any facts or circumstances which would render any representations, warranties or undertakings in Clause 10 of the Underwriting Agreement to be untrue or inaccurate, misleading or incorrect, not complied with, failure to be performed in any respect or result in a breach of the Underwriting Agreement by our Company;

(iii) there is no occurrence of any material adverse change in national or international monetary, financial and capital markets (including stock market conditions and interest rates), political, social or fiscal or economic and other conditions or exchange control or currency exchange rates which in the opinion of our Joint Underwriters would have or is likely to have a Material Adverse Effect (whether in the primary market or in respect of dealings securities including the Shares in the secondary market). For the avoidance of doubt, if the Financial Times Stock Exchange (FTSE) Bursa Malaysia Kuala Lumpur Composite Index (KLCI) ("**Index**") is, at the close of normal trading on Bursa Securities, on any Market Day:

(1) on or after the date of the Underwriting Agreement; and

(2) prior to the Closing Date,

lower than 90% of the level of Index at the last close of normal trading on Bursa Securities on the Market Day immediately prior to the date of the Underwriting Agreement and remains at or below that level for at least 3 consecutive Market Days, it shall be deemed a material adverse change in the stock market condition;

(iv) there is no breach by our Company of any of its obligations under the Approvals and the Underwriting Agreement;

(v) all undertakings, representations, warranties and covenants of our Company under the Underwriting Agreement has been complied with and not breached; and

(vi) our Joint Underwriters being satisfied that our Company has satisfied all the conditions as set out in Clause 5.1 of the Underwriting Agreement on its part to be performed.

(b) the Underwriting Agreement being signed by the relevant authorised signatories (as approved by the Board to sign on behalf of our Company) to the Underwriting Agreement and stamped within the statutory time frame and has not been terminated or rescinded pursuant to the provisions herein and this Agreement remaining in full force and effect and no breach in respect of this Agreement has occurred;

(c) the Prospectus being in the form and substance satisfactory to our Joint Underwriters;

(d) the issue of the Prospectus not later than 2 months from the date of the Underwriting Agreement or such later date as our Joint Underwriters and our Company may mutually agree in writing;

(e) the registration of the Prospectus and such other documents as may be required in accordance with the CMSA, the Act and the Listing Requirements in relation to the IPO with Bursa Securities and its lodgement of the same with the ROC of Malaysia by the Issue Date;

(f) all necessary approvals including, but not limited to, the approvals referred to in Clause 1.2 of the Underwriting Agreement remaining in full force and effect up to and including the Trading Date and that all conditions to the Approvals (except for any which can only be complied with after the Listing has been completed) have been complied with;

(g) the approval of Bursa Securities for approval of the IPO, the Listing and the admission of our Company to the Official List being obtained on terms acceptable to our Joint Underwriters and the approval of Bursa Securities and all such other approvals remaining in full force and effect and that all conditions (except for any which can only be complied with after the Listing has been completed) have been complied with to our Joint Underwriters' reasonable satisfaction;

(h) our Joint Underwriters being satisfied that our Company will, after the Issue Date and following completion of the Closing Date, be admitted to the Official List and its entire enlarged issued share capital listed and quoted on the ACE Market no later than 2 months from the date of the Underwriting Agreement unless mutually agreed to in writing by the parties;

(i) our Joint Underwriters receiving a copy duly certified by a Director or company secretary of our Company to be a true and accurate copy and in full force and effect, of a resolution of the Directors;

  (i) approving the Issue Documents including the Prospectus for registration with Bursa Securities and lodgment of the same with the ROC (including a confirmation that the Directors, collectively and individually, accept full responsibility for the accuracy of all information stated in the Prospectus), the Underwriting Agreement and the transactions contemplated by it;

  (ii) authorising the issuance of the Issue Documents including the Issue Date and the Closing Date;

  (iii) approving the appointment of the Joint Underwriters;

  (iv) authorising at least one Director to sign and deliver the Underwriting Agreement on behalf of our Company;

  (v) approving the IPO and the Listing and the transactions contemplated by each of the same;

(vi) approving the allotment and issuance and/or transfer of the IPO Shares under the IPO to successful investors under the Public Tranche, Pink Form Allocations, Placement Tranche and Offer for Sale;

(j) all the resolutions referred to in Clause 5.1.8 of the Underwriting Agreement remaining in full force and effect up to and including the Trading Date and none having been rescinded or revoked or varied;

(k) the IPO and/or the Listing not being prohibited or impeded by any statute, order, rule, directive or regulation promulgated by any legislative, executive or regulatory body or authority of Malaysia and all consents, approvals, authorisations or other orders required by our Company under such laws for or in connection with the IPO and/or the Listing have been obtained and are in force up to and including the Trading Date;

(l) the Group does not have any actual or contingent liability under applicable laws or regulations or generally accepted accounting standards concerning human health and safety, pollution or protection of the environment or in relation to any interest in land which would have a material effect on our Group (financial, operational or otherwise) including the IPO and/or the Listing;

(m) our Joint Underwriters being satisfied that our Company has complied with and that the IPO and the Listing are in compliance with the policies, guidelines and requirements of Bursa Securities, the SC, the ROC and all other applicable securities laws and regulations, including all revisions, amendments and/or supplements to it;

(n) there being no occurrence of any Specified Event up to and including the Trading Date;

(o) there not having occurred on or prior to the Trading Date any breach of and/or failure to perform any of the undertakings by our Company contained in the Underwriting Agreement;

(p) the delivery to our Joint Underwriters on the Closing Date of such reports and confirmations dated the Closing Date from the Directors of our Company as our Joint Underwriters may reasonably require to ascertain that there is no material change subsequent to the date of this Agreement that will adversely affect the performance or financial position of our Company and the Group;

(q) there not being any investigation, directions or actions or orders by any judicial, governmental or Relevant Authorities in relation to the Listing or in connection with the Group, Directors, Offerors and/or our Promoters which is still subsisting or unresolved to the satisfaction of our Joint Underwriters up to and including the Trading Date;

(r) there having been, as at the Closing Date, no registration or lodgment of any amendment, supplement, or replacement to the Prospectus with Bursa Securities or the ROC without the prior written approval of our Joint Underwriters;

(s) the obligations of our Joint Underwriters to subscribe for and/or procure subscriptions for the Underwritten Shares not being prohibited by any statute, order, external rule, directive or regulation amended, supplemented or introduced after the date of the Underwriting Agreement by any legislative, executive or regulatory body or authority in Malaysia at any time on or before the Trading Date;

(t) our Joint Underwriters being satisfied with the arrangements of our Company to pay the expenses referred to in Clause 9 and Clause 11 of the Underwriting Agreement; and

(u) our Joint Underwriters receiving a copy of our Company's Constitution and latest notification forms lodged with the ROC pursuant to Section 78, Section 46(3) and Section 58 of the Act (formerly memorandum and articles of association, Forms 24, 44 and 49 under the Companies Act 1965), all of which are certified as true copy by our Company's company secretary.

Notwithstanding anything contained in the Underwriting Agreement, our Joint Underwriters may at their sole and absolute discretion terminate the Underwriting Agreement and/or withdraw their respective underwriting commitment upon the occurrence of any of the following:

(a) there is any breach by our Company of any of the representations, warranties or undertakings as set out in Clause 10 and Annexure B of the Underwriting Agreement or which is contained in any certificate, statement or notice under or in connection with the Underwriting Agreement; or

(b) there is failure on the part of our Company to perform any of our obligations contained in the Underwriting Agreement which is not capable of remedy or, if capable of remedy, is not remedied to the satisfaction of our Joint Underwriters within such number of days as stipulated by our Joint Underwriters to our Company in writing or as stipulated in the notice informing our Company of such breach or by the Closing Date, whichever is earlier; or

(c) there is withholding of information from our Joint Underwriters which is required to be disclosed pursuant to the Underwriting Agreement which, in the opinion of our Joint Underwriters, would have or can reasonably be expected to have, a Material Adverse Effect on the financial performance and condition, business or operations or prospects of our Group, the success of the IPO, or the distribution or sale of the IPO Shares; or

(d) there shall have occurred, or happened any material and adverse change in the business or financial condition or operations or prospects of our Group and/or occurrence of event(s) expected to have a Material Adverse Effect; or

(e) the Closing Date does not occur within 1 month from the Issue Date, subject to the extension of the Closing Date of the Applications which is approved by our Joint Underwriters in consultation with Bursa Securities and/or the SC; or

(f) the occurrence of any *force majeure* event pursuant to Clause 34 of the Underwriting Agreement or any event or series of events beyond the reasonable control of our Joint Underwriters including (without limitation) acts of government, acts of God (including, without limitation, the occurrence of a tsunami and/or earthquakes), pandemic, epidemic, acts of terrorism, strikes, national disorder, declaration of a state of emergency, lockouts, fire, explosion, flooding, landslide, civil commotion, sabotage, acts of war, diseases or accidents which would have or can reasonably be expected to have a Material Adverse Effect or which has or is likely to have the effect of making any obligation under the Underwriting Agreement incapable of performance with its terms or which prevents the processing of Applications and/or payments pursuant to the IPO or pursuant to the underwriting of the Underwritten Shares; or

(g) there shall have occurred any material adverse change in national or international monetary, financial and capital markets (including stock market conditions and interest rates), political or fiscal or economic conditions or exchange control or currency exchange rates which in the opinion of our Joint Underwriters would have or is likely to have a Material Adverse Effect (whether in the primary market or in respect of dealings in the secondary market). For the avoidance of doubt, if the Index is, at the close of normal trading on Bursa Securities, on any Market Day:

    (i) on or after the date of the Underwriting Agreement; and

(ii) prior to the Closing Date,

lower than 90% of the level of Index at the last close of normal trading on the relevant exchange on the Market Day immediately prior to the date of the Underwriting Agreement and remains at or below that level for at least 3 consecutive Market Days, it shall be deemed a material adverse change in the stock market condition; or

(h) any new law or change in law, regulation, directive, policy or ruling in any jurisdiction, interpretation or application by the court/authorities which has/likely to have a Material Adverse Effect on our Group and/or materially prejudice the financial performance and financial condition, business or prospects or operations of our Group, the success of the IPO, or the listing of our Company on the ACE Market or market conditions generally or which has or is likely to have the effect of making the Underwriting Agreement incapable of performance in accordance with its terms; or

(i) any imposition of moratorium, suspension or material restriction on trading of securities on Bursa Securities; or

(j) any government requisition or occurrence of any other nature which would have or is likely to have a Material Adverse Effect on the business, operations and/or financial position or prospects of our Group or the success of the IPO or the Listing; or

(k) the IPO is stopped or delayed by our Company or Bursa Securities or the SC or any relevant authorities for any reason whatsoever (unless such delay has been approved by our Joint Underwriters); or

(l) any commencement of legal proceedings or action against any member of our Group or any of our Directors, Offerors and Promoters which in the opinion of our Joint Underwriters, would have or is likely to have a Material Adverse Effect or make it impracticable to market the IPO or to enforce contracts to allot, issue and/or transfer the IPO Shares; or

(m) any one of the Issue Documents (i) having been terminated or rescinded in accordance with its terms; (ii) ceased to have any effect whatsoever, or (iii) varied or supplemented upon terms and such variation or supplementation would have or likely to have a Material Adverse Effect; or

(n) any of the resolutions or approvals referred to in Clause 5 of the Underwriting Agreement is revoked, suspended or ceases to have any effect whatsoever, or is varied or supplemented upon terms that would have or is likely to have a Material Adverse Effect; or

(o) if Bursa Securities, the SC or any other relevant authority issues an order pursuant to any Malaysian law such as to make it impracticable to market the IPO or to allot and/or transfer the IPO Shares and/or the application and subscription of the IPO Shares by the Malaysian Public, Eligible Persons, selected Bumiputera investors approved by MITI and selected investors; or

(p) any other event in which a Material Adverse Effect has occurred or which in the opinion of our Joint Underwriters is likely to occur; or

(q) if the obligations of our Joint Underwriters to subscribe for and/or procure subscriptions for the Underwritten Shares is or becomes prohibited by any statute, order, rule, directive or regulation amended, supplemented or introduced after the date of the Underwriting Agreement by any legislative, executive or regulatory body or authority of any jurisdiction; or

(r) in the event that the Listing is withdrawn or not procured or procured but subject to conditions not acceptable to our Joint Underwriters or does not take place within 2 months from the date of the Underwriting Agreement or such other extended date as may be agreed in writing by our Joint Underwriters in consultation with Bursa Securities and/or the SC (if applicable).

4.11 Details and Status of the Utilisation of Proceeds Raised from the LEAP Market

Our Group's listing on the LEAP Market was implemented via a listing by way of introduction and did not entail any fund-raising exercise. Hence, our Group did not raise any funds during listing on the LEAP Market.

On 14 June 2023, Malacca Securities had, on behalf of our Company, announced that our Company proposed to undertake the Private Placement. Bursa Securities had, vide its letter dated 13 July 2023, noted that up to 53,375,750 new Shares arising from the Private Placement will be listed and quoted on the LEAP Market. Our Company had, on 3 November 2023, completed the Private Placement following the issuance of 53,375,700[1] new Shares, which resulted in an enlarged 587,133,200 Shares. For your information, the balance of 50 Shares from the Private Placement has been disregarded.

Note:

(1) As at the LPD, the status of utilisation of the gross proceeds raised from the Private Placement is as follows:

Utilisation purposes	Proposed utilisation	Actual utilisation	Balance	Estimated timeframe for utilisation from receipt of proceeds
	RM'000	**RM'000**	**RM'000**	
Working capital[1]	10,071	10,071	-	Within 12 months
Defray estimated expenses for the Private Placement	70	70	-	Within 1 month
Total	**10,141**	**10,141**	**-**	

Note:

(1) The working capital was utilised for the purchase of ICT hardware and software for technology financing solutions business (RM7.12 million) and other operating expenses, which include payment of finance costs, legal fees and insurance expenses (RM2.95 million).

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4.12 Business Plans as Disclosed in the Information Memorandum during Our Listing on the LEAP Market

The details of our Group's business future plans as disclosed in the Information Memorandum dated 6 November 2020 and its current status/progress are set out below:

Section	Disclosures in the Information Memorandum	Current Status or Progress
Section 4.13	**(i) We intend to expand our revenue stream from device management software and computer security software.** We recognise the growing need for corporations and associations to monitor the usage and status of ICT hardware and software as well as ICT maintenance and technical support services ("**ICT Solutions**") to effectively manage their assets and avoid any potential operational disruptions. We also acknowledge the need for customers' assurance of permanent data removal from ICT hardware after the rental period is completed or the device is disposed. We believe these products, which will be procured from third-party providers, will add value to our existing ICT Solutions as they enable us to offer our customers the ability to better manage and monitor the ICT Solutions rented, leased or procured from us. As an illustration, device management software can identify any potential technical issues with an ICT hardware and alert users to make the necessary ICT hardware replacement if required. Meanwhile, the computer security software will assist us to provide our customers with added assurance of permanent data removal of all ICT Solutions through a certified and secured data removal process before its usage in a company is terminated as compared to the current process of reformatting all ICT hardware after the expiry of the rental/leasing period.	Since our listing on the LEAP Market, our Group has begun offering device management and computer security software to enhance the value of our Group's technology financing solutions business. In particular, our Group has begun offering the following value-added services by sourcing device management and computer security software from third-party ICT Solutions providers since 2021: (i) proactive and analytics service to monitor and predict device health in term of: (a) inventory and asset management, which allows for monitoring of devices where details (such as utilisation and warranty) for all devices are illustrated on a single dashboard; (b) device proactive incident management, which predicts and prevents technical issues concerning the devices by monitoring the condition of the devices. This allows for planning and prompt resolution(s) of technical issues; (c) device performance and health analytical management, which analyses device performance with proactive insights and reports to anticipate the needs of service or maintenance and easy device management; and

Section	Disclosures in the Information Memorandum	Current Status or Progress
	As such, we have been creating awareness of the benefits of device management software and computer security software to our Channel Partners and Strategic Partners to gauge the market acceptance of these products. Moving forward, we intend to grow our revenue stream from these products by actively marketing to both our existing and potential end-user customers. In particular, we will be marketing these products to private corporations such as Small and medium-sized enterprises ("**SMEs**") and large corporations. We also intend to undertake online advertising and set up a dedicated website to promote these products. Further, we plan to organise events and participate in events to create awareness of these products. The cost for these marketing activities over the span of 1 year is expected to be approximately RM50,000, which will be funded via internally generated funds.	(d) device security and user management, which manage users with attached devices and monitor device usage by user(s); and (ii) permanent data removal service, which produces an auditable and digitally signed certificate as proof that customers' device's data has been 100% erased after the leasing/rental period or when the ICT hardware is disposed of. From FYE 2022 to FYE 2024, our Group utilised RM51,000 to undertake initiatives such as campaigns or content marketing with Microsoft and Principals (RM25,000), as well as webinars and events hosted by media to promote the abovementioned value-added services (RM26,000). As such, the budgeted expenses for such marketing activities had been fully utilised. In 2021, our Group launched Device-as-a-Service ("**DaaS**") 360 in a subscription model, which comprises life cycle management and device recovery services with financial solutions. DaaS 360 enables enterprises to optimise the usage of ICT hardware and supports as well as repurpose and reuse old ICT hardware, thereby reducing the number of ICT hardware wasted after their life cycle ends. The DaaS 360 has been certified with the MyHIJAU mark, a green recognition scheme endorsed by the Government. Our Group's efforts in marketing the abovementioned services have been concentrated on creating awareness among our Group's Channel Partners and Strategic Partners to gauge market acceptance. The introduction of these software serves to enhance the value proposition of our Group's products offerings, thereby increasing the demand for our Group's products.

Section	Disclosures in the Information Memorandum	Current Status or Progress
		Our Group has also been developing marketing strategies to further capitalise on this opportunity by way of, amongst others, online advertising via a dedicated website (i.e. https://daas.my/) which went live in June 2022, social media or social networking platforms (i.e. TikTok and LinkedIn), and participation in events (such as Microsoft 365 DaaS Seminar 2022, HP DaaS Seminar 2022, SME Growth Summit 2023 and Top in Tech Talk Series Webinar 2023) and/or tenders (or presentation, as the case may be) to corporations and Government associations via our Group's Channel Partners and/or Strategic Partners to promote these products to both existing and potential end-user customers, particularly within the private sector, including SMEs and large corporations. We propose to allocate part of the proceeds to be raised from the Public Issue to fund these marketing activities over the next few years.
	(ii) We intend to offer our new and existing customers a new option for financing ICT Solutions We presently offer our customers the option to rent, lease or purchase ICT Solutions. Moving forward, we intend to enable the purchase of ICT Solutions through factoring financing. Factoring financing refers to short-term financing offered by our Group to finance invoices relating to ICT Solutions purchases by our customers. Through our past experience in the ICT industry, we understand that our Channel Partners commonly face cash flow constraints when acquiring ICT Solutions for their onward sale to their customers. With factoring financing, we will be able to provide capital to our Channel Partners and Strategic Partners for the purchase of ICT Solutions. This would also benefit our trading segment as it will ease the outright purchase of ICT Solutions.	We have been constantly monitoring the evolving technology financing needs and have focused our efforts on bundling our technology financing solutions with other ICT products or offerings to meet our customers' needs and demands. Correspondingly, our Group's revenue increased from RM39.56 million for the FYE 2021 to RM114.43 million for the FYE 2024. Having observed significant growth in our Group's revenue during this period, we have decided to remain focused on our core product offerings (i.e. bundling our technology financing solutions with other ICT products or offerings) and have yet to launch our business model of purchasing ICT Solutions through factoring financing. Nevertheless, we may revisit this plan again in the future should the need arise.

Section	Disclosures in the Information Memorandum	Current Status or Progress
	We are currently finalising our arrangements with stakeholders such as financial institutions as well as our Channel Partners and Strategic Partners to facilitate this new business model. We plan to finalise the arrangements and launch this business model before the end of 2022.	
	(iii) We intend to grow sales on our e-commerce platform On 16 February 2020, we launched our e-commerce platform, www.komputermurah.my, and have generated sales of approximately RM0.4 million up to 26 October 2020. Subsequent to the launch, we have optimised our back-end operational activities in terms of payment gateway solutions and logistics to improve customer experience. We acknowledge e-commerce as an effective means to reach out to the mass market and we believe that we can leverage the potential of the e-commerce industry to expand our business. According to the IMR report by PROVIDENCE, the e-commerce market in Malaysia has illustrated healthy growth. The e-commerce market size in Malaysia, as depicted by e-commerce transaction values in the country, increased from RM195.1 billion in 2015 to RM268.6 billion in 2019 at a CAGR of 8.3%. The e-commerce market is expected to continue to grow in light of growing broadband penetration, proliferation of mobile devices, increased acceptance of digital payments, change in consumer lifestyle trends, rising income levels over the long-term, improved logistics infrastructure and favourable government initiatives.	Since its launch, our Group's e-commerce platform, www.komputermurah.my, has contributed approximately RM3.28 million, RM2.45 million, RM2.99 million and RM1.04 million in revenue for the FYE 2022, FYE 2023, FYE 2024 and FPE 2024, respectively. The e-commerce platform enables us to capitalise on refurbished ICT hardware following the expiration of the leasing and rental contracts for the relevant ICT hardware. The e-commerce platform serves as a distribution channel to facilitate our Group's disposal of refurbished ICT hardware (i.e. laptops, desktops, monitors, printers and projectors), thereby enhancing our Group's financial performance. Additionally, it allows us to diversify our end-user customer base beyond private corporations, government organisations, and Channel Partners to include retail consumers and third-party resellers. Following the launch, we had in 2021 commenced and completed the optimisation of the back-end operational and marketing activities. Such optimisation includes enablement of online payment gateway solutions and logistics for door-to-door delivery, both of which serves to enhance the overall customer experience. In addition, we have also undertaken, amongst others, the following initiatives efforts to promote the e-commerce platform: (i) our Group has been collaborating with logistic service providers since 2021 to deliver ICT hardware purchased by the customers. As at the LPD, we have engaged 18 logistics service providers;

Section	Disclosures in the Information Memorandum	Current Status or Progress
	As such, we intend to grow sales from our e-commerce platform by intensifying our marketing efforts to promote our e-commerce platform. To this end, we will be investing in online advertising activities to increase traffic to our e-commerce platform. We also intend to expand our sales team to include 2 new personnel by the end of 2020, who will be responsible for growing sales from this e-commerce platform. The estimated cost for these online advertising activities over the span of 1 year are approximately RM50,000, which will be funded via internally generated funds. Our e-commerce platform will allow us to capitalise on refurbished ICT hardware after expiry of the leasing and rental contracts. Further, our e-commerce platform will allow us to diversify our end-user customer base not just to include private corporations, government organisations and Channel Partners, but also retail consumers and third-party resellers.	(ii) launched a new range of removable vinyl sticker products with visually appealing designs in 2023 to enable customers to enhance the appearance of ICT hardware purchased; (iii) enhancing the functionality of the e-commerce platform by including a limited warranty on the product, which covers ICT hardware defects and ICT software malfunctions. In addition, we have also inserted a parcel/shipment tracking webpage on the e-commerce platform since 2021; and (iv) creating awareness on social media platforms (i.e. Facebook and Instagram) or social networking platforms (i.e. TikTok and LinkedIn) as well as investing in search engine optimisation for the Google Ad Word Search Engine to direct traffic to the e-commerce platform since 2020. In addition, we also engage in promotional materials such as bunting and flyers as well as an Light Emitting Diode (LED) advertisement on a skybridge. From the FYE 2021 to FYE 2024, we had incurred marketing expenses of approximately RM54,000 for the promotion of the Group's e-commerce platform. As such, the budgeted expenses for such marketing activities had been fully utilised. As at the LPD, the Group has recruited 5 personnel as the sales team dedicated to growing sales from the e-commerce platform. For the period commencing 1 February 2024 and up to the LPD, the e-commerce platform has attracted a total of 12,329 visitors.

Section	Disclosures in the Information Memorandum	Current Status or Progress
Section 4.1.4 Prospects (as disclosed by the Management of ICT Zone Asia)	Our Group intends to leverage on our existing customer base to expand our revenue stream from device management software and computer security software. Further, our Group also intends to capture future growth opportunities by offering corporations and organisations factoring financing of ICT Solutions. This will allow potential customers to finance their assets, namely ICT hardware, to purchase newer ICT Solutions. We believe this to be an attractive proposition to corporations and organisations seeking to reduce initial upfront investments on ICT Solutions. In addition, our Group also intends to grow our e-commerce platform, namely www.komputermurah.my, which would target retail consumers and third-party resellers. In light of the growing e-commerce market in Malaysia, as highlighted in the IMR report by PROVIDENCE, we acknowledge e-commerce as an effective means to reach out to retail consumers and third-party resellers, to expand our business. The recent COVID-19 pandemic had led to the implementation of national lockdown policies in many countries, including Malaysia. In Malaysia, the Movement Control Order ("**MCO**"), which was implemented in March, entailed the closure of all Government and private premises except those involved in essential services (water, electricity, energy, telecommunications, postal, transportation, irrigation, oil, gas, fuel, lubricants, broadcasting, finance, banking, health, pharmacy, fire, prison, port, airport, safety, defence, cleaning, retail and food supply). The subsequent transition to Conditional MCO in May and Recovery MCO in June provided some relief to corporations as they were allowed to operate, though at a limited capacity. Although Conditional MCO and Enhanced MCO are implemented in October in several states and territories including Kuala Lumpur, Selangor, Putrajaya, Penang and Sabah due to a resurgence in number of new COVID-19 cases, the corporations are still allowed to operate at a limited capacity and are subject to travel restrictions in the relevant areas.	The Government has identified the ICT sector as a key driver of economic growth. The Government has taken steps to encourage the development of the ICT sector through initiatives such as the National Digital Network (Jendela) and the Digital Economy Blueprint. As developing countries struggle to recover from the COVID-19 pandemic, digital solutions enable economic transformation and put them on a path toward green, resilient, and inclusive growth. The Government has introduced Malaysia Digital as the new national strategic initiative to encourage and attract companies, talents and investment while enabling businesses and the population in Malaysia to play a leading part in the global digital revolution and digital economy. To achieve this, the Government on 19 February 2021 launched the Malaysian Digital Economy blueprint, where an investment of RM15.0 billion was allocated to aid the implementation of 5G nationwide over a period of 10 years and the Malaysia Digital Economy is expected to contribute 22.6% of Malaysia's gross domestic product (GDP) and create about 500,000 new jobs by the year 2025. With the new digitalisation targets rolled out, it is expected that the demand for ICT Solutions will increase in the near future following the Government's efforts to achieve all the above targets. We are fully committed to playing our part in advancing the country's digitalisation journey. For information purposes, our Group's technology financing solutions businesses' total unbilled order book for the next five years has increased to RM236.57 million as at the LPD from RM45.9 million as at 26 October 2020, being the latest practicable date before the date of the Information Memorandum issued on 6 November 2020. The substantial growth over the years highlights the increasing demand for the services and the confidence that our Group's clients have in our ability to deliver customer-centric and sustainable solutions. The unbilled order books of RM236.57 million are expected to be

Section	Disclosures in the Information Memorandum	Current Status or Progress
	As mentioned in the IMR report by PROVIDENCE, the COVID-19 pandemic played a part in driving the Digital Economy. Many corporations have implemented work-from-home policies during the MCO, Conditional MCO, Recovery MCO and Enhanced MCO periods, which gave rise to the use of digital tools to enable file sharing, virtual video and audio teleconferencing as well as project management tools. Our Group benefitted from the accelerated shift towards the Digital Economy and is expected to continue benefiting as ICT Solutions become increasingly essential in carrying out daily operational tasks. Thus, in the short-term, we do not foresee any material adverse impact from the COVID-19 pandemic on our financial performance, liquidity position and business operations. Against this backdrop, we seek a listing on the LEAP Market of Bursa Securities to facilitate our future growth and strengthen our position as an ICT Solutions provider in Malaysia.	progressively translated to revenue and profit over the next five financial years. In addition, our Group's e-commerce platform, www.komputermurah.my, has contributed approximately RM3.28 million, RM2.45 million, RM2.99 million and RM1.04 million in revenue for the FYE 2022, FYE 2023, FYE 2024 and FPE 2024, respectively. We will continue with our Group's strategic focus on our business model of providing technology financing solutions and creating an ecosystem around these solutions to add value to our Group's technology financing solutions. Thus, the leasing and rental of ICT Solutions will remain our Group's primary focus for the coming year. On top of that, we will continue to enhance our operating model and cost structure to explore new financing options (including factoring financing) for ICT Solutions for our new and existing customers, should the need arise.

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5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

5.1 Promoters and Substantial Shareholders

5.1.1 Shareholdings

The details of our Promoters and substantial shareholders, and their shareholding in our Company as at the LPD and after our IPO are as follows:

		As at the LPD				After our IPO			
		Direct		Indirect		Direct		Indirect	
Name	Nationality / Country of incorporation	No. of Shares	[(1)]%	No. of Shares	[(1)]%	No. of Shares	[(2)]%	No. of Shares	[(2)]%
Promoters and substantial shareholders									
ICT Zone Holding[(3)]	Malaysia	427,720,000	64.57	-	-	[(6)]412,276,750	51.83	-	-
DS Ng	Malaysian	5,556,750	0.84	[(4)]427,720,000	64.57	[(6)]-	-	[(4)]412,276,750	51.83
Lim Kok Kwang	Malaysian	140,000	0.02	[(5)]428,980,000	64.76	140,000	0.02	[(5)]413,536,750	51.99
Substantial shareholder									
Choo Chin Thye	Malaysian	39,630,400	5.98	-	-	39,630,400	4.98	-	-

Notes:

(1) Based on our issued share capital of 662,453,200 Shares as at the LPD.

(2) Based on enlarged issued share capital of 795,453,200 Shares after our IPO.

(3) Please refer to Section 5.1.2(i) for details of shareholdings of ICT Zone Holding.

(4) Deemed interested by virtue of his shareholdings held through ICT Zone Holding pursuant to Section 8 of the Act.

(5) Deemed interested by virtue of his shareholdings held through ICT Zone Holding as well as his spouse’s shareholdings pursuant to Section 8 and Section 59(11) of the Act.

(6) After the Offer for Sale by ICT Zone Holding of 15,443,250 Shares and by DS Ng of 5,556,750 Shares.

Save for our Promoters and substantial shareholders above, there are no other persons who are able to, directly or indirectly, jointly or severally, exercise control over our Company. As at the LPD, our Promoters and substantial shareholders have the same voting rights as the other shareholders of our Company and there is no arrangement of which may, at a subsequent date, result in a change in control of our Company.

5.1.2 Profiles

The profiles of our Promoters and substantial shareholders are as follows:

(i) ICT Zone Holding

Promoter, Specified Shareholder and substantial shareholder

ICT Zone Holding was incorporated in Malaysia as a private limited company under the CA 1965 and deemed registered under the Act on 13 September 2000 under the name of NTP World Marketing Sdn Bhd. It subsequently adopted its present name on 18 April 2016.

As at the LPD, its issued share capital is RM7,600,000 comprising 7,600,000 ordinary shares.

ICT Zone Holding is principally involved in investment holding. ICT Zone Holding was involved in the trading in presentation equipment (namely audio-visual equipment) to private corporations which was ceased since 2006. The directors and shareholders of ICT Zone Holding and their shareholdings in the company as at the LPD are as follows:

		Direct		**Indirect**	
Name	**Designation**	**No. of shares**	**%**	**No. of shares**	**%**
DS Ng	Director/ Shareholder	4,675,520	61.52	-	-
Lim Kok Kwang	Director/ Shareholder	1,656,040	21.79	-	-
Vincent Ng Soon Kiat	Shareholder	590,520	7.77	-	-
Kwan Thean Poh	Director/ Shareholder	495,520	6.52	-	-
Ng Peik Fung	Shareholder	182,400	2.40	-	-
		7,600,000	**100.00**		

As at the LPD, save for its shareholding in our Company, the subsidiary of ICT Zone Holding is as follows:

Company	**Equity interest (%)**	**Principal activities**
Risco Consulting Sdn Bhd	55.00(1)	Insurance agency

Note:

(1) The balance 45.00% equity interest in Risco Consulting Sdn Bhd is held by Kwan Thean Poh.

(ii) DS Ng

Promoter, Specified Shareholder, substantial shareholder and Non-Independent and Non-Executive Chairman

DS Ng, a Malaysian aged 50, is our Promoter, substantial shareholder and Non-Independent Non-Executive Chairman. He was appointed to our Board as the Non-Independent Non-Executive Chairman on 28 January 2019.

He completed his Diploma in Accountancy from Kota Bharu Polytechnic in June 1997. He also graduated with a Bachelor of Business Administration from National University of Malaysia in October 2004.

After completing his Diploma, he joined Strategic Forum Expertise Sdn Bhd ("**Strategic Forum**") as Conference Producer in July 1997. During his tenure there, he assisted in conducting market research as well as organised and planned business conferences and events. In February 1998, he resigned from Strategic Forum.

With the experience that he has obtained during his time in Strategic Forum, DS Ng founded NTP World Forum in February 1998, a sole proprietorship that was involved in the provision of corporate training programmes. Subsequently, he incorporated NTP World Forum into a private limited company in June 1999.

He then co-founded ICT Zone Holding (formerly known as NTP World Marketing Sdn Bhd) (currently a controlling shareholder of ICT Zone Asia) together with Lim Kok Kwang in September 2000 and assumed the position of Managing Director, where he was in charge of setting the strategic direction of the company, as well as overseeing and managing the business activities of the company at the time. In September 2001, he founded ICT Zone and assumed the position of Director. During its incorporation, ICT Zone was inactive until June 2003, when ICT Zone began trading of audio and visual equipment. During this period, DS Ng was responsible for establishing strategic direction of the ICT segment as well as acted as an advisor and a Chairman to the board of directors. In January 2010, he co-founded ICT Zone Ventures with Lim Kok Kwang. He is currently an indirect controlling shareholder of our Group via his interests in ICT Zone Holding.

In November 2006, he founded SkyWorld Development Berhad (formerly known as NTP World Development Sdn Bhd) ("**SkyWorld**") and subsequently ventured into the property development industry. SkyWorld is listed on the Main Market of Bursa Securities. As at the LPD, he is the controlling shareholder and Non-Independent Executive Chairman of SkyWorld.

He is also the founder of the Malaysia Chinese Assembly Hall ("**MCAH**") and the NTP World Foundation (a non-profit organisation incorporated under the Trustees (Incorporation) Act 1952) which was established in October 2003 and December 2012 respectively. He currently serves on the board of trustees of NTP World Foundation. He served as the Secretary General of MCAH from 2003 to 2015 and was appointed as the Honorary Adviser of MCAH from 2015 to 2024. In addition, he is also the co-founder and director of SkyWorld Foundation which was established in May 2023 to serve as a platform for SkyWorld group's corporate social responsibility initiatives. The foundation aims to provide aid and improve the welfare of communities.

Kindly refer to Section 5.2.3(i) for his involvement in other business activities outside our Group.

(iii) Lim Kok Kwang

Promoter, Specified Shareholder, substantial shareholder and Managing Director and Chief Executive Officer

Lim Kok Kwang, a Malaysian aged 50, is our Promoter, substantial shareholder, Managing Director and Chief Executive Officer ("**CEO**"). He oversees and manages our Group's strategic business direction. He was appointed to our Board on 28 January 2019.

He completed his Diploma in Accountancy from Kota Bharu Polytechnic in June 1997. He also graduated with a Bachelor of Business Administration from National University of Malaysia in September 2005.

He began his career when he joined Mobil Oil Malaysia Sdn Bhd as Card Sales Marketing Representative in July 1997. During his tenure there, he was responsible for conducting sales of the company's card program to other companies. He left Mobil Oil Malaysia Sdn Bhd in June 2000.

In September 2000, he co-founded ICT Zone Holding (formerly known as NTP World Marketing Sdn Bhd) alongside our Non-Independent Non-Executive Chairman, DS Ng, and was then appointed as Sales and Marketing Manager in October 2000. At the time, he was responsible for overseeing and managing all business development activities of the company. Concurrent with his appointment in ICT Zone Holding, in June 2003 he was appointed as Director of ICT Zone, where he was in charge of overseeing and managing the IT solution and trading segments of the company. Subsequently in January 2007, he was promoted to General Manager of ICT Zone Holding, where on top of his previous responsibilities, he was also in charge of overseeing and managing the overall business operations of the company.

In January 2011, he was appointed as General Manager of ICT Zone, where he was responsible for managing the overall business operations of the company. In January 2010, he co-founded ICT Zone Ventures with DS Ng. In October 2011, he was subsequently transferred to ICT Zone Ventures, where he assumed the role of General Manager and was responsible for managing the interest scheme funding and leasing business of the company. In March 2012, he was subsequently promoted to the position of CEO of ICT Zone Ventures, overseeing both the leasing business and the management of the funding scheme.

In January 2019, he was appointed as a Director of our Company and was subsequently redesignated as the Managing Director and Chief Executive Officer of our Company in January 2020. In November 2023, he was also designated to the position of Managing Director of HaaS, where he is currently in charge of overseeing and managing the cloud solutions and services segment of our Group.

Kindly refer to Section 5.2.3(ii) for his involvement in other business activities outside our Group.

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(iv) Choo Chin Thye

Substantial shareholder

Choo Chin Thye, a Malaysian aged 63, is our Group's substantial shareholder.

He obtained a Bachelor of Economics from Monash University, Melbourne, Australia in 1985 and went on to obtain a Bachelor of Laws from the same university in 1987. In 2003, he obtained a Master of Laws from University of Malaya.

After graduating in 1987, he joined Usaha Tegas Sdn Bhd as a company secretary and legal officer. In 1992, he started his own law firm, C T Choo & Co, and has been the Managing Partner of his firm since then.

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5.1.3 Changes in shareholdings

The changes in our Promoters and substantial shareholders' shareholdings since our incorporation on 28 January 2019 and up to the LPD are as follows:

	As at incorporation date				As at 31 January 2020			
	Direct		Indirect		Direct		Indirect	
Name	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(2)%	No. of Shares	(2)%
ICT Zone Holding	-	-	-	-	427,720,000	80.28	-	-
DS Ng	6,000	60.00	-	-	-	-	(6)427,720,000	80.28
Lim Kok Kwang	4,000	40.00	-	-	-	-	(7)427,970,000	80.33
Choo Chin Thye	-	-	-	-	25,150,000	4.72	-	-

	As at 31 January 2021				As at 31 January 2022			
	Direct		Indirect		Direct		Indirect	
Name	No. of Shares	(3)%	No. of Shares	(3)%	No. of Shares	(3)%	No. of Shares	(3)%
ICT Zone Holding	427,720,000	80.13	-	-	427,720,000	80.13	-	-
DS Ng	-	-	(6)427,720,000	80.13	-	-	(6)427,720,000	80.13
Lim Kok Kwang	-	-	(7)428,020,000	80.19	-	-	(7)428,020,000	80.19
Choo Chin Thye	25,150,000	4.71	-	-	25,150,000	4.71	-	-

	As at 31 January 2023				As at 31 January 2024			
	Direct		Indirect		Direct		Indirect	
Name	**No. of Shares**	**[3]%**	**No. of Shares**	**[3]%**	**No. of Shares**	**[4]%**	**No. of Shares**	**[4]%**
ICT Zone Holding	427,720,000	80.13	-	-	427,720,000	72.85	-	-
DS Ng	-	-	[6]427,720,000	80.13	-	-	[6]427,720,000	72.85
Lim Kok Kwang	-	-	[7]428,020,000	80.19	-	-	[7]428,020,000	72.90
Choo Chin Thye	25,150,000	4.71	-	-	25,150,000	4.28	-	-

	As at the LPD			
	Direct		Indirect	
Name	**No. of Shares**	**[5]%**	**No. of Shares**	**[5]%**
ICT Zone Holding	427,720,000	64.57	-	-
DS Ng	5,556,750	0.84	[6]427,720,000	64.57
Lim Kok Kwang	[8]140,000	0.02	[7]428,980,000	64.76
Choo Chin Thye	[9]39,630,400	5.98	-	-

Notes:

(1) Based on our issued share capital of 10,000 Shares as at 28 January 2019, being our Company's incorporation date.

(2) Based on our issued share capital of 532,782,500 Shares.

(3) Based on our issued share capital of 533,757,500 Shares after issuance of 975,000 new Shares pursuant to the redemption of our interest schemes.

(4) Based on our issued share capital of 587,133,200 Shares after issuance of 53,375,700 new Shares pursuant to our Private Placement which was completed on 3 November 2023.

(5) Based on our issued share capital of 622,453,200 Shares as at the LPD.

(6) Deemed interested by virtue of his shareholdings held through ICT Zone Holding pursuant to Section 8 of the Act.

(7) Deemed interested by virtue of his shareholdings held through ICT Zone Holding as well as his spouse's shareholdings pursuant to Section 8 and Section 59(11) of the Act.

(8) The 140,000 ICPS held by Lim Kok Kwang had matured on 21 January 2025 and converted to 140,000 Shares.

(9) The 14,480,400 ICPS held by Choo Chin Thye had matured on 21 January 2025 and converted to 14,480,400 Shares.

5.1.4 Remuneration and Benefits of Our Promoters and Substantial Shareholders

Save for the following, there are no other amounts or benefits that have been paid or intended to be paid to our Promoters and substantial shareholders within the 2 years preceding the date of this Prospectus:

(i) aggregate remuneration and benefits paid and proposed to be paid for services rendered to our Group in all capacities as set out in Section 5.2.4 of this Prospectus; and

(ii) dividends paid or to be paid to our Promoters and substantial shareholders as detailed below.

	FYE 2024	**FYE 2025**	**FYE 2026 (Proposed)**
	RM'000	**RM'000**	**RM'000**
Promoters and substantial shareholders			
ICT Zone Holding	-	-	-
DS Ng	-	-	-
Lim Kok Kwang	(1)3	(1)3	-
Substantial shareholder			
Choo Chin Thye	(1)290	(1)290	-

Note:

(1) Dividends declared and paid pursuant to their ICPS shareholding. Our Group did not declare or pay any dividends to our shareholders for the FYE 2024 and FYE 2025.

5.2 Directors

5.2.1 Shareholdings

The direct and indirect shareholdings of our Directors in our Company as at the LPD and after our IPO are as follows:

	As at the LPD				After our IPO			
	Direct		Indirect		Direct		Indirect	
Director	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(2)%	No. of Shares	(2)%
DS Ng	5,556,750	0.84	(3)427,720,000	64.57	-	-	(3)412,276,750	51.83
Lim Kok Kwang	140,000	0.02	(4)428,980,000	64.76	140,000	0.02	(4)413,536,750	51.99
Vincent Ng Soon Kiat	22,500,000	3.40	(5)525,000	0.08	22,500,000	2.83	(5)525,000	0.07
Karen Yap Pik Li	-	-	-	-	(6)200,000	0.03	-	-
Chong Pei Nee	-	-	-	-	(6)200,000	0.03	-	-
Sim Shu Mei	526,400	0.08	-	-	(6)726,400	0.09	-	-

Notes:

(1) Based on our issued share capital of 662,453,200 Shares as at the LPD.

(2) Based on enlarged issued share capital of 795,453,200 Shares after our IPO.

(3) Deemed interested by virtue of his shareholdings held through ICT Zone Holding pursuant to Section 8 of the Act.

(4) Deemed interested by virtue of his shareholdings held through ICT Zone Holding as well as his spouse's shareholdings pursuant to Section 8 and Section 59(11) of the Act.

(5) Deemed interested by virtue of his shareholdings held through his spouse's shareholdings pursuant to Section 59(11) of the Act.

(6) Assuming all independent non-executive directors will fully subscribe for their entitlement under the Pink Form Allocations.

5.2.2 Profiles

The profiles of our Directors, DS Ng and Lim Kok Kwang who are also our Promoters and substantial shareholders are disclosed in Section 5.1.2 of this Prospectus.

The profiles of our other Directors are as follows:

(i) Vincent Ng Soon Kiat

Executive Director and Chief Operating Officer

Vincent Ng Soon Kiat, a Malaysian aged 50, is our Executive Director and Chief Operating Officer. He was appointed to our Board on 13 January 2020 and he is responsible for overseeing and managing the overall day-to-day operations of our Group.

He obtained his Malaysia Higher School Certificate when he completed his studies at Sekolah Menengah Gajah Berang in 1995.

He began his professional career with Oto Bodycare Pte Ltd, a Singaporean company involved in the retail of fitness, relaxation and wellness equipment, as Retail Supervisor in April 1996. During his tenure there, he was responsible for leading and managing a team in the sale of fitness and relaxation equipment. In July 2001, he left Oto Bodycare Pte Ltd and returned to Malaysia.

In August 2001, he joined ICT Zone Holding (formerly known as NTP World Marketing Sdn Bhd) as Business Development Manager. At the time, he was responsible for overseeing and managing the sale of audio-visual equipment. In January 2006, he was transferred to ICT Zone, where he assumed various positions throughout his tenure, including Corporate and Distribution Sales Manager, Corporate and Rental Sales Manager, Senior Sales Manager, Rental and IT Management Senior Manager, Senior Sales and Commercial Manager, Sales and Marketing General Manager, Sales and Service General Manager, as well as Senior General Manager. Throughout his tenure with our Group, he was responsible for leading the sales department, planning and developing marketing activities to drive sales of rental products, building relationships with principals and suppliers, as well as overseeing the daily operations of ICT Zone.

Subsequently in January 2018, he was promoted to his present position as the Chief Operating Officer of our Group. In May 2020, he was designated as the Executive Director of our Group.

Kindly refer to Section 5.2.3(iii) for his involvement in other business activities outside our Group.

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(ii) Karen Yap Pik Li

Independent Non-Executive Director

Karen Yap Pik Li, a Malaysian, aged 53, is our Independent Non-Executive Director. She was appointed to our Board as the Independent Non-Executive Director on 13 February 2024.

She graduated with a Diploma in Commerce (Management Accounting) from Tunku Abdul Rahman University of Management & Technology (formerly known as Tunku Abdul Rahman College) in May 1995. She is a Chartered Accountant of the Malaysian Institute of Accountants (MIA) since December 2001. She is also an Associate of the Chartered Institute of Management Accountants ("**CIMA**") since November 2000, holding the designation of Chartered Management Accountant, and later become a Chartered Global Management Accountant of CIMA since January 2012. She was admitted as a Fellow of CIMA in March 2024.

She began her career with Lityan Management Sdn Bhd, a subsidiary of Theta Edge Berhad (formerly known as Lityan Holdings Berhad), as Account Executive in September 1995. During her tenure with Theta Edge Berhad, she worked in subsidiaries including Lityan Management Sdn Bhd, KJ Mobidata Sdn Bhd and Lityan Systems Sdn Bhd, where she held various positions including Assistant Accountant, Accountant, Corporate Finance Manager, Corporate Services General Manager, and ultimately the Chief Financial Officer of the group. During her tenure as Chief Financial Officer, she was functionally also the Head of Shared Services, where she oversaw and managed the daily operating activities of the group relating to accounting and finance procurement, human resources and administration, as well as managing corporate and board of directors' related matters.

In January 2022, she opted to participate in Theta Edge Berhad's voluntary separation scheme to explore new career opportunities and focus on personal interests. She was then appointed as an independent director of Tricubes Berhad from September 2022 to January 2024. In January 2023, she was appointed as director of T Connex Systems Sdn Bhd, a role she still presently assumes, where she, along with the other director, explores and develops business opportunities for the company. In November 2024, she was appointed as an Independent Non-Executive Director of Microlink Solutions Berhad (listed on the Main Market of Bursa Securities).

Kindly refer to Section 5.2.3(iv) for her involvement in other business activities outside our Group.

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5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(cont'd)*

(iii) Chong Pei Nee

Independent Non-Executive Director

Chong Pei Nee, a Malaysian aged 52, is our Group's Independent Non-Executive Director. She was appointed to our Board as the Independent Non-Executive Director on 2 April 2024.

She graduated with a Higher Diploma in Hotel Management from Taylor's College in March 1999. She subsequently completed her Master of Business Administration from University of Wales, the United Kingdom in July 2002.

She began her career as Training Officer for Taylor's School of Hotel Management Sdn Bhd in March 1999. During her tenure there, she was involved in managing the students' training courses and maintaining relationships with hotels participating in the school's industrial placement program. She resigned from Taylor's School of Hotel Management Sdn Bhd in 2000 and took a break from her career to pursue her master's degree. In 2003, she joined Eastern Caliber, the United Kingdom as Senior Business Consultant where she was involved in providing consultancy services to clients from China. In 2007, she resigned from Eastern Caliber and subsequently took a break from her career.

Between 2008 and 2009, she began working as a freelance Consultant, where she was responsible for procuring new projects as well as providing consultancy services relating to business development and investment activities for clients.

In March 2009, she halted her freelance Consultant work and subsequently joined MIM Education Sdn Bhd as Assistant General Manager, where she was responsible for overseeing daily operations, developing and implementing new strategies to drive business growth, analysing market trends, as well as sourcing for potential strategic partnerships. In 2014, she resigned from MIM Education Sdn Bhd. She subsequently joined CeDR Corporate Consulting Sdn Bhd, a subsidiary of Lion Industries Corporation Berhad, as Senior Manager – Group Learning and Development in July 2014. She was responsible for managing the group's learning and development budget, forming new partnerships with relevant educational institutions to support management development programs, as well as overseeing and managing technical, operational and sales training programs. In January 2021, she was promoted to her present position as Assistant General Manager – Group Learning and Development, where she is currently in charge of preparing and presenting monthly reports for the board of directors, developing and implementing strategies, including marketing strategies, in order to drive revenue growth, boost visibility and improve awareness of the programs offered.

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(iv) Sim Shu Mei

Independent Non-Executive Director

Sim Shu Mei, a Malaysian aged 37, is our Group's Independent Non-Executive Director. She was appointed to our Board as the Independent Non-Executive Director on 2 April 2024.

She graduated with a Degree of Bachelor of Science in Actuarial Mathematics and Finance from University of Malaya in August 2010. She is a Member of the Chartered Financial Analyst (CFA) Institute since August 2016.

She began her career as Associate under the Corporate Finance department for Kenanga Investment Bank Berhad in February 2011, where she assisted in handling corporate finance related exercises including mergers and acquisitions, independent advice and fundraising. She resigned from Kenanga Investment Bank Berhad in November 2011. In December 2011, she joined OSK Investment Bank Berhad as Senior Associate for the Corporate Finance department, where she was responsible for handling corporate finance related exercises including mergers and acquisitions and fundraising as well as advising on corporate finance related matters. After the merger of OSK Investment Bank Berhad with RHB Investment Bank Berhad, in May 2013, she was transferred to RHB Investment Bank Berhad, where she assumed the position of Manager. During her tenure there, she was involved in handling a wide range of corporate finance related exercises relating to the Malaysian capital market, including mergers and acquisitions, independent advice and fundraising. In September 2013, she resigned from RHB Investment Bank Berhad.

In March 2014, she joined Affin Hwang Investment Bank Berhad as Assistant Vice President in the Corporate Finance department. Subsequently, in March 2016, she was promoted to Vice President in the Corporate Finance department. Throughout her tenure there, she was responsible for overseeing and managing a wide range of corporate exercises relating to the Malaysian capital market including mergers and acquisitions, independent advice, and fundraising. In September 2017, she resigned from Affin Hwang Investment Bank Berhad.

In October 2017, she joined Ekuiti Nasional Berhad as Associate. Subsequently, she was promoted to Manager in January 2019 and to Senior Manager in January 2021. In January 2023, she was promoted to her present position as Associate Director. Currently, she is in charge of managing end-to-end process of originating, evaluating, investing and subsequently divesting investment assets, as well as driving value creation initiatives and contributing to the turnaround of companies within her portfolio. Her expertise spans various sectors, with specialised knowledge in manufacturing, pharmaceutical, food & beverage retails, and education.

Kindly refer to Section 5.2.3(vi) for her involvement in other business activities outside our Group.

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5.2.3 Principal directorships and business activities of our Directors outside our Group for the past 5 years

Save as disclosed below, as at the LPD, none of our Directors have any principal business activities performed outside our Group (including principal directorships) in the past 5 years preceding LPD:

(i) DS Ng

Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest	
					Direct (%)	Indirect (%)
Present involvement						
NTP World Forum Sdn Bhd	Providing corporate training and education; project management consultation service provider; asset management	Director/Shareholder	24 June 1999	-	99.99	-
SkyWorld Development Berhad	Property development, management services and investment holding in subsidiaries involved in property development	Director/Shareholder	22 November 2006	-	44.42	-
Hartanah NTP Sdn Bhd	Real estate activities with own or leased property N.E.C.	Director/Shareholder	27 March 2008	-	99.99	-
Risco Consulting Sdn Bhd	Insurance agency	Director/Indirect shareholder	26 June 2008	-	-	55.00
SkyWorld Builder Sdn Bhd	Property development	Director	15 September 2008	-	-	-

Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest	
					Direct (%)	Indirect (%)
ICT Zone Holding	Investment holding in our Company and Risco Consulting Sdn Bhd	Director/Shareholder	13 September 2000	-	61.52	-
NTP World Corporation Sdn Bhd	Property development	Director	25 March 2011	-	-	-
SkyAman Development Sdn Bhd	Property development	Director	31 March 2011	-	-	-
SkyWorld Land Sdn Bhd	Property development and investment holding in subsidiaries involved in property development	Director	18 July 2014	-	-	-
SkyWorld Venture Sdn Bhd	Property development and investment holding in subsidiaries involved in property development	Director	18 July 2014	-	-	-
SkyWorld Properties Sdn Bhd	Property development and investment holding in subsidiaries involved in property development	Director	18 July 2014	-	-	-
Medan Srijuta Sdn Bhd	Property development	Director	9 December 2014	-	-	-
Bennington Development Sdn Bhd	Property development	Director	10 December 2014	-	-	-

Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest	
					Direct (%)	Indirect (%)
Citra Amal Sdn Bhd	Property development	Director	10 December 2014	-	-	-
SkyMeridien Development Sdn Bhd	Property development	Director	31 December 2014	-	-	-
Curvo Development Sdn Bhd	Property development	Director	10 July 2015	-	-	-
SkyLuxe Development Sdn Bhd	Property development	Director	13 July 2015	-	-	-
SkySanctuary Development Sdn Bhd	Property development and property investment	Director	15 December 2015	-	-	-
SkyAwani 2 Development Sdn Bhd	Property development	Director	18 April 2016	-	-	-
SkyAvana Development Sdn Bhd	Property development	Director	20 April 2016	-	-	-
West Victory Sdn Bhd	Property development	Director	6 June 2016	-	-	-
SkyWorld Asset Management Sdn Bhd	Management services and property investment	Director	28 June 2016	-	-	-
SkyVue Development Sdn Bhd	Property development	Director	21 November 2016	-	-	-
Desa Imbangan Sdn Bhd	Property development	Director	16 February 2017	-	-	-

Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest	
					Direct (%)	Indirect (%)
Rimba Maju Realiti Sdn Bhd	Property development	Director	10 March 2017	-	-	-
SkySierra Development Sdn Bhd	Property development	Director	25 July 2017	-	-	-
SkyVogue Development Sdn Bhd	Property development	Director	1 November 2017	-	-	-
SkyWorld Connects Sdn Bhd	Management services and e-commerce business; construction of buildings N.E.C.	Director	15 October 2018	-	-	-
SkyAwani 5 Development Sdn Bhd	Property development	Director	28 June 2019	-	-	-
Aqua Legacy Sdn Bhd	Property development	Director	3 February 2020	-	-	-
Legasi Sphora Sdn Bhd	Property development	Director	3 February 2020	-	-	-
Axel Realty Sdn Bhd	Assets/ portfolio management; real estate activities with own or leased property N.E.C.	Director/Shareholder	12 March 2020	-	100.00	-
SkyRia Development Sdn Bhd	Property development	Director	9 April 2021	-	-	-

Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest	
					Direct (%)	Indirect (%)
SkyWorld Staris Development Sdn Bhd	Property development	Director	26 July 2021	-	-	-
SkyWorld Capital Berhad	Treasury management company for its ultimate holding company, SkyWorld Development Sdn Bhd	Director	6 October 2021	-	-	-
Klasik Eramas Sdn Bhd	Property development	Director	18 November 2021	-	-	-
Central Enclave Sdn Bhd	Property development	Director	14 July 2022	-	-	-
Kem Batu Kentonmen Development Sdn Bhd	Property development	Director	14 July 2022	-	-	-
Aspirasi Cekap Sdn Bhd	Property development	Director	15 August 2022	-	-	-
Skyworld Foundation	To promote and provide aid and improvement of social welfare of local communities	Director	11 May 2023	-	-	-
Prefab Master Sdn Bhd	Other architectural and engineering activities and related technical consultancy N.E.C.; specialised design activities N.E.C.	Director	17 January 2024	-	-	-

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(cont'd)*

Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest	
					Direct (%)	Indirect (%)
Prefab Master (Penang) Sdn Bhd	Manufacture of prefabricated structural components for building or civil engineering of cement, concrete or artificial stone; assembly and erection of prefabricated constructions on the site	Director	19 January 2024	-	-	-
Myloan Sdn Bhd (previously known as Mysubsidy Solution Sdn Bhd)	Dormant with intended activity of provision of money lending and financial services and other management consultancy activities	Shareholder	-	-	100.00	-
Crystal Compass Sdn Bhd	Development of columbarium complexes	Director/Shareholder	13 August 2024	-	100.00	-
Twin Saga Sdn Bhd	Development of residential buildings	Director	2 September 2024	-	-	-
NTP World Capital Sdn Bhd	Dormant with intended activity of investment holding in companies involved in property development	Director	17 December 2024	-	-	-

Company	**Principal activities**	**Involvement in business**	**Date of appointment**	**Date of resignation**	**Equity interest**	
					Direct (%)	**Indirect (%)**
Past involvement						
SkyWorld Builder Sdn Bhd	Property development	Director	8 October 2008	1 January 2022	-	-
Asian World Summit Sdn Bhd	Provide forum, conference, and training services project management consultation service provider	Director	1 July 2009	4 March 2020	-	-
Lakaran Ceria Sdn Bhd	Property development	Director	31 December 2013	2 September 2020	-	-
Sentiasa Ceria Sdn Bhd	• Business of research, survey, collect and prepare statistics and data relating to marine, trading in all kind of marine scientific equipment • General trading and services	Director	1 October 2019	20 June 2022	-	-

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5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(cont'd)*

(ii) Lim Kok Kwang

Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest Direct (%)	Equity interest Indirect (%)
Present involvement						
ICT Zone Holding	Investment holding in our Company and Risco Consulting Sdn Bhd	Director/Shareholder	31 October 2002	-	21.79	-
Risco Consulting Sdn Bhd	Insurance agency	Indirect shareholder	26 June 2008	20 July 2024	-	55.00
Federation Of Interest Scheme Operators Malaysia Berhad	To promote proper conduct in the carrying out of the business of promoting, establishing, and running interest schemes; to promote and protect the interest and welfare on the members of the federation; to provide, regulate, maintain and enforce a code of ethics and by-laws	Director	16 April 2014	-	-	-
55IX Consulting Sdn Bhd	Dormant with intended activity of business management consultancy services; financial consultancy services; other management	Shareholder	-	-	33.33	-

Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest Direct (%)	Equity interest Indirect (%)
	consultancy activities N.E.C.					
Past involvement						
VPROT MSP Sdn Bhd	To trade, rent for all kinds of information technology products and to provide security services and manage providers	Director	30 November 2007	8 May 2019	-	-
Asian World Summit Sdn Bhd	Provide forum, conference and training services project management consultation service provider	Director	8 August 2008	4 March 2020	-	-
Duta Nova Sdn Bhd	Other specialised construction activities, N.E.C.	Director	21 February 2011	21 January 2020	-	-
Gen Harta Sdn Bhd	Development of residential buildings	Director	1 July 2013	21 January 2020	-	-
Kemajuan Sinaran Baru Sdn Bhd	Development of residential buildings	Director	3 March 2014	21 January 2020	-	-
Lebar Teguhmas Sdn Bhd	To carry on the business and activities of residential buildings	Director	3 March 2014	21 January 2020	-	-
Kem Batu Kentonmen Development Sdn Bhd	Property development	Director	11 March 2015	21 January 2020	-	-

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(cont'd)*

Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest	
					Direct (%)	Indirect (%)
Dwi Enigma Sdn Bhd	Development of residential buildings	Director	5 May 2015	21 January 2020	-	-
High Valley Development Sdn Bhd	Development of residential buildings	Director	5 October 2015	21 January 2020	-	-
Angkasa Bumijuta Sdn Bhd	Development of residential buildings	Director	30 October 2015	29 June 2020	-	-
Euroindah Sdn Bhd	Development of residential buildings	Director	30 October 2015	9 June 2020	-	-
Skyawani 5 Development Sdn Bhd	Property development	Director	7 December 2015	28 June 2019	-	-
Desa Cahaya Maju Sdn Bhd	Development of residential buildings	Director	7 December 2015	21 January 2020	-	-
Double Gates Sdn Bhd	Development of residential buildings	Director	14 April 2017	21 January 2020	-	-
Legasi Spohra Sdn Bhd	Property development	Director	14 April 2017	3 February 2020	-	-
Vulpix Axel Sdn Bhd	Development of residential buildings	Director	14 April 2017	21 January 2020	-	-

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(iii) Vincent Ng Soon Kiat

Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest Direct (%)	Equity interest Indirect (%)
Present involvement						
ICT Zone Holding	Investment holding in our Company and Risco Consulting Sdn Bhd	Shareholder	-	-	7.77	-
Past involvement						
Saluran Wawasan Juta Sdn Bhd	Development of residential buildings	Director	7 March 2014	21 January 2020	-	-
Ultra Magna Sdn Bhd	Development of residential buildings	Director	6 October 2015	21 January 2020	-	-
Mediveto Sdn Bhd	Development of residential buildings	Director	30 October 2015	21 January 2020	-	-
Permata Maju Realiti Sdn Bhd	Development of residential buildings	Director	7 December 2015	21 January 2020	-	-
Skyworld Capital Berhad	Treasury management company for its ultimate holding company, Skyworld Development Sdn Bhd	Director	20 March 2017	8 October 2021	-	-
Central Enclave Sdn Bhd	Property development	Director	14 April 2017	21 January 2020	-	-
Mewangi Tropika Sdn Bhd	Development of residential buildings	Director	14 April 2017	21 January 2020	-	-

(iv) Karen Yap Pik Li

					Equity interest	
Company	**Principal activities**	**Involvement in business**	**Date of appointment**	**Date of resignation**	**Direct (%)**	**Indirect (%)**
Present involvement						
T Connex Systems Sdn Bhd	Other information technology service activities N.E.C.	Director/Shareholder	18 January 2023	-	20.00	-
Ingeniare Sdn Bhd	Provision of business consultancy, technical sale and solutions and other related services	Director/Shareholder	9 October 2024	-	50.00	-
Microlink Solutions Berhad	Investment holding and provision of research and development on information technology solutions to the financial services industry	Director	27 November 2024	-	-	-
Past involvement						
Tricubes Berhad	Investment holding in subsidiaries involved in the development, marketing and after sales services of information technology and electronic processing equipment and solutions	Director	1 September 2022	7 January 2024	-	-

(v) Chong Pei Nee

She does not have any principal directorship and/or principal business activities performed outside our Group for the past 5 years up to the LPD.

(vi) Sim Shu Mei

					Equity interest	
Company	**Principal activities**	**Involvement in business**	**Date of appointment**	**Date of resignation**	**Direct (%)**	**Indirect (%)**
<u>Present involvement</u>						
Sound Power (Malaysia) Sdn Bhd	Wholesale of electrical and electronics goods	Director	30 September 2021	-	-	-
Flexi Components (Kuala Lumpur) Sdn Bhd	Manufacturing and sale of components for electrical and electronics consumer/ office equipment and appliances	Director	30 September 2021	-	-	-
Flexi Components (S) Pte Ltd	Manufacturers, importers, exporters, supplies and trade or deal in all types of identification plates, badges, emblems and tags	Director	30 September 2021	-	-	-
Versa Manufacturing Sdn Bhd	Manufacturing and trading of speaker boxes and units.	Director	1 January 2022	-	-	-
Flexi Acoustics Sdn Bhd	Manufacturing of loudspeakers and tweeters for original equipment manufacturer industry	Director	1 January 2022	-	-	-

					Equity interest	
Company	**Principal activities**	**Involvement in business**	**Date of appointment**	**Date of resignation**	**Direct (%)**	**Indirect (%)**
Flexi Versa Group Sdn Bhd	Investment holding in subsidiaries involved in the manufacturing of electronics components	Director	31 January 2022	-	-	-
Flexi Components Sdn Bhd	Manufacture and sale of components for electrical and electronic consumer products	Director	1 August 2022	-	-	-
Flexi Components (Kedah) Sdn Bhd	Manufacturing of graphic interface solutions and electro - mechanical components	Director	1 August 2022	-	-	-
Flexi Components (HK) Co. Ltd	Trading of products from rubber, plastic and electric components	Director	10 November 2023	-	-	-
Uni Enrol Sdn Bhd	Student enrolment service	Shareholder	-	-	0.65	-

The involvement of Lim Kok Kwang (our Managing Director and Chief Executive Officer) and Vincent Ng Soon Kiat (our Executive Director and Chief Operating Officer) in other directorships or business are not expected to affect their contributions to our Group. Their involvement in other directorships or businesses do not require significant amount of time since they are not actively involved in the day-to-day operations in any business activities outside our Group. Hence, this does not affect their abilities to perform their executive roles and responsibilities to our Group nor their contribution to our Group.

The involvement of our Non-Independent Non-Executive Chairman and Independent Non-Executive Directors in other directorships or business outside our Group will not affect their contribution to our Group as they do not act in any executive capacity and are not involved in the day-to-day operations of our Group.

5.2.4 Directors' remunerations and material benefits-in-kind

The details of the remuneration and material benefits in-kind paid and proposed to be paid to our Directors for services rendered to our Group in all capacities for the FYE 2024, FYE 2025 and proposed to be paid for the FYE 2026 are as follows:

(i) FYE 2024

Name	Fees	Salary	Bonus	Allowances	(1)Statutory contributions	Benefits in-kind	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
DS Ng	-	-	-	-	-	-	-
Lim Kok Kwang	-	402	47	18	62	-	529
Vincent Ng Soon Kiat	-	372	43	18	57	-	490

Note:

(1) Includes employer's contribution to Employees Provident Fund, Social Security Organisation, employment insurance system and Human Resources Development Fund.

(ii) FYE 2025

Name	Fees	Salary	Bonus	Allowances	[(1)]Statutory contributions	Benefits in-kind	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
DS Ng	-	-	-	-	-	-	-
Lim Kok Kwang	-	420	34	22	63	-	539
Vincent Ng Soon Kiat	-	432	125	22	76	-	655
Karen Yap Pik Li	48	-	-	4	-	-	52
Chong Pei Nee	40	-	-	2	-	-	42
Sim Shu Mei	40	-	-	2	-	-	42

Note:

(1) Includes employer's contribution to Employees Provident Fund, Social Security Organisation, employment insurance system and Human Resources Development Fund.

(iii) Proposed for the FYE 2026

Name	Fees	Salary	[(1)]Bonus	Allowances	[(2)]Statutory contributions	Benefits in-kind	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
DS Ng	72	-	-	3	-	-	75
Lim Kok Kwang	60	540	53	25	112	-	790
Vincent Ng Soon Kiat	60	528	101	22	145	-	856
Karen Yap Pik Li	48	-	-	3	-	-	51
Chong Pei Nee	48	-	-	3	-	-	51
Sim Shu Mei	48	-	-	3	-	-	51

Notes:

(1) Including bonuses for the FYE 2025 which were paid in the FYE 2026. The bonuses for FYE 2026 are not included. Such bonuses, if any, will be determined at a later date based on our Group's performance, and will be subject to recommendation of our Remuneration Committee and approval by our Board.

(2) Includes employer's contribution to Employees Provident Fund, Social Security Organisation, employment insurance system and Human Resources Development Fund.

The remuneration of our Directors, which includes salaries, fees and allowances, bonuses, as well as other benefits, must be considered and recommended by our Remuneration Committee and subsequently, be approved by our Board, subject to the provisions of our Constitution. Our Directors' fees and benefits must be further approved and endorsed by our shareholders at a general meeting.

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5.3 Key Senior Management

5.3.1 Shareholdings

The direct and indirect shareholdings of our Key Senior Management in our Company as at the LPD and after our IPO are as follows:

		As at the LPD				After our IPO			
		Direct		Indirect		Direct		Indirect	
Key Senior Management	**Designation**	**No. of Shares**	**(1)%**	**No. of Shares**	**(1)%**	**No. of Shares**	**(2)%**	**No. of Shares**	**(2)%**
Teh Siow Voon	General Manager, Admin and Finance(3)	651,250	0.10	-	-	(4)1,388,650	0.17	-	-
Cheah Chin Mon	Accountant(3)	-	-	-	-	(4)300,000	0.04	-	-
Lau Yeo Chuan	Assistant General Manager, Operations Support	200,000	0.03	-	-	(4)500,000	0.06	-	-
Loh Kuo Hsiung	Chief Executive Office of HaaS	-	-	-	-	-	-	-	-

Notes:

(1) Based on our issued share capital of 662,453,200 Shares as at the LPD.

(2) Based on enlarged issued share capital of 795,453,200 Shares after our IPO.

(3) Teh Siow Voon is responsible for overseeing and managing our Group's loan and financing activities, asset management as well as human resources and administrative matters. Cheah Chin Mon is responsible for the management of the financial affairs of our Group including, amongst others, monitoring and analysing our Group's financial performance, financial reporting and tax compliance

(4) Assuming the Key Senior Management will fully subscribe for their entitlement under the Pink Form Allocations.

5.3.2 Profile

The profiles for our Group's Key Senior Management, Lim Kok Kwang and Vincent Ng Soon Kiat who are also our Directors and/or substantial shareholders are disclosed in Section 5.1.2 and Section 5.2.2 of this Prospectus.

The profiles of our Group's Key Senior Management are as follows:

(i) Teh Siow Voon

General Manager, Admin and Finance

Teh Siow Voon, a Malaysian aged 44, is our Group's General Manager, Admin & Finance. She is responsible for overseeing and managing our Group's loan and financing activities, asset management as well as human resources and administrative matters.

She obtained both her Third Level Group Diploma in Accounting from London Chamber of Commerce and Industry Examinations Boards, as well as her Stamford Higher Group Diploma in Accounting from Stamford College in May 2001. She subsequently obtained her Diploma in Accounting and Finance from FTMS College (previously known as Institute Latihan FTMS-ICL, Malaysia) in March 2004. She also graduated with Bachelor of Arts in Accounting and Finance from University of East London, the United Kingdom in October 2004.

She began her career when she joined Penerbitan Pelangi Sdn Bhd, a subsidiary of Pelangi Publishing Group Berhad, as Account Assistant in October 2004, where she assisted in handling the financial and accounting functions of the company. In January 2005, she was promoted to position of Account Officer. During her tenure there, she was in charge of managing the group's general ledger function, as well as handling all tax related matters. In May 2007, she resigned from Penerbitan Pelangi Sdn Bhd and joined TSM Global Berhad (formerly known as Juan Kuang (M) Industrial Berhad), as Account Executive in June 2007. During her tenure there, she was responsible for the preparation of the group's financial statements.

In February 2011, she left TSM Global Berhad and subsequently joined ICT Zone as Account Executive in March 2011. In August 2011, she was transferred to ICT Zone Ventures and assumed the position of Senior Account Executive, where she was responsible for the preparation of financial statements, asset management as well as corporate finance activities. In March 2012, she was promoted to Account and Finance Manager. She was subsequently promoted to Corporate Finance Senior Manager in February 2017, where she was responsible for handling all corporate finance related matters of our Group. In January 2022, she was promoted again to Assistant General Manager, Admin & Finance of our Group, where she assisted in managing our Group's corporate finance activities, asset management as well as handling human resource and administrative matters. In January 2024, she was promoted to her present position as our Group's General Manager, Admin & Finance.

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(ii) Cheah Chin Mon

Accountant

Cheah Chin Mon, a Malaysian aged 40, is our Group's Accountant. She is responsible for the management of the financial affairs of our Group including, amongst others, monitoring and analysing our Group's financial performance, financial reporting and tax compliance.

She obtained her Certified Accounting Technician (CAT) from the Association of Chartered Certified Accountants ("**ACCA**") in December 2003. Subsequently, she obtained ACCA qualification in June 2013. She is a member of the ACCA and also a Chartered Accountant of the Malaysian Institute of Accountants (MIA) since March 2015 and October 2016, respectively. She is also a member of the Kampuchea Institute of Certified Public Accountants and Auditors (KICPAA) and an ASEAN Chartered Professional Accountant of the ASEAN Chartered Professional Accountants Coordinating Committee (ACPACC) since August 2020 and November 2020, respectively.

She began her career with Bengkel Sentiasa Makmur as Admin Clerk in January 2005, where she was responsible for compiling documents relating to car accidents and submitting insurance claims. In June 2006, she resigned from Bengkel Sentiasa Makmur and joined Yuen Tang & Co. as Audit Assistant in August 2006. During her tenure there, she was involved in conducting audit on small scale entities as well as assisted the manager in conducting audits on large and/or listed companies. In December 2007, she resigned from Yuen Tang & Co. and took a break from her career. In March 2008, she joined PKF Malaysia. Throughout her tenure with PKF Malaysia, she assumed the position of Audit Senior 3, Audit Senior 2 Audit Senior 1, Assistant Manager, and Manager, where she was responsible for reviewing financial reports, liaising with clients, as well as coordinating and leading teams in conducting audit for various entities, including small, large and listed companies, and organisations. She left PKF Malaysia in March 2017. In April 2017, she joined CE Corporate Executives Sdn Bhd where she assumed the position of Manager. During her tenure there, she was responsible for managing a team of accountants, as well as overseeing and reviewing client financial reports. She resigned from CE Corporate Executives Sdn Bhd in December 2017.

In January 2018, she joined PKF Covenant Co., Ltd (formerly known as Covenant Ltd), an accountancy firm located in Cambodia, as Manager, where she was responsible for assisting in the day-to-day operations of the firm, liaising with clients, conducting financial due diligence, as well as reviewing accounts, tax and audit files of clients. In October 2018, she was appointed as Director of PKF Covenant Co., Ltd, where she was responsible for overseeing and managing the daily business operations of the company, as well as overseeing financial due diligence and reviewing client accounts, tax and audit files. In May 2023, she resigned from PKF Covenant Co., Ltd. In the same month, she joined our Group and assumed her present position as our Group's Accountant.

Kindly refer to Section 5.3.3(ii) for her involvement in other business activities outside our Group.

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5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(cont'd)*

(iii) Lau Yeo Chuan

Assistant General Manager, Operations Support

Lau Yeo Chuan, a Malaysian aged 55, is our Assistant General Manager, Operations Support. He is responsible for handling all credit control functions of our Group, including account receivables and payment collections, as well as conducting contract reviews and managing inventory.

He graduated with a Master of Business Administration from Universiti Tun Abdul Razak in August 2001. He is an Associate of the Association of International Accountants since March 1999.

He began his career when he joined Ong Boon Bah & Co in June 1995 as Audit Assistant, where he assisted in reviewing and preparing audit reports. In June 1998, he was promoted to Audit Supervisor Trainee, where he was involved in training and supervising junior staffs, handling tax for companies, as well as preparing accountant's reports and financial statement for clients. In May 2000, he resigned from Ong Boon Bah & Co and took a break from his career to focus on his studies. In December 2000, he resumed his career and joined Rimbaka Timber Envi-Harvester Sdn Bhd as Assistant Manager, Business Development. During his tenure there, he was responsible for handling the finance and business development functions of the company. In August 2003, he resigned from Rimbaka Timber Envi-Harvester Sdn Bhd and took a break from his career.

In November 2003, he joined Hebat Abadi Sdn Bhd as Finance and Admin Manager. In June 2005, he resigned from Hebat Abadi Sdn Bhd and joined Hanna Instruments (M) Sdn Bhd as Finance Manager in July 2005. In May 2007, he resigned from Hanna Instruments (M) Sdn Bhd and took a short break from his career, before joining Damai Service Hospital (Melawati) Sdn Bhd as Finance Manager in September 2007. Throughout his tenure with Hebat Abadi Sdn Bhd, Hanna Instruments (M) Sdn Bhd, and Damai Service Hospital (Melawati) Sdn Bhd, he was primarily responsible for managing the company's accounts, as well as human resource and administrative matters. In September 2008, he resigned from Damai Service Hospital (Melawati) Sdn Bhd.

In October 2008, he joined Asian Neuro & Cardiac Center Sdn Bhd as Finance Manager, where he was responsible for handling all billings and collections of the company. In July 2009, he resigned from Asian Neuro & Cardiac Center Sdn Bhd and joined Acmar Jaya (M) Bhd in August 2009 as Finance Manager, where he was heading the accounts, purchasing, food and beverage, and human resource division. In January 2012, he resigned from Acmar Jaya (M) Bhd and subsequently joined Beverly Wilshire Medical Centre Sdn Bhd as Finance Manager on a project basis for 3 months. At the time, he was tasked to set up the enterprise resource planning system in order to improve efficiency of accounting and billing activities of the company. In April 2012, the installation of the system was completed, and he left Beverley Wilshire Medical Centre Sdn Bhd.

In May 2012, he joined ICT Zone as Senior Account and Finance Manager. During his tenure at ICT Zone, he was responsible for overseeing all accounting and finance related activities, identifying and enhancing accounting policies and procedures, ensuring compliance with regulations, as well as leading the finance department. In June 2016, he was transferred to ICT Zone Holding, where he maintained his position as Senior Account and Finance Manager. Subsequently, in May 2020, he was redesignated and transferred to ICT Zone, where he held the position of Credit Controller. In January 2021, he was promoted to Assistant General Manager, Operations Support. In January 2023, he was transferred to ICT Zone Ventures, where he assumed his present position as Assistant General Manager, Operations Support of our Group.

Kindly refer to Section 5.3.3 (iii) for her involvement in other business activities outside our Group.

(iv) Loh Kuo Hsiung

Chief Executive Officer of HaaS

Loh Kuo Hsiung, a Malaysian, aged 43, is the Chief Executive Officer of HaaS. He is currently in charge of overseeing the business development and operations of our Group's cloud solutions and services segment.

He graduated with a Bachelor of Information Technology from Multimedia University in July 2005.

Upon graduation, he began his career with a local work placement agency company where he was employed to provide services for Hewlett Packard Enterprise in July 2005. During his tenure there, he assumed the position of Technical Support Engineer where he was responsible for conducting configuration, troubleshooting and installation of IT server and storage equipment. In March 2008, he resigned from the local work placement agency company and joined Dell Asia Pacific Sdn Bhd. During his tenure there, he was Technical Sales Representative, where he was assisted in designing enterprise solutions as well as procuring sales. In May 2011, he resigned from Dell Asia Pacific Sdn Bhd and joined Symantec Corporation (Malaysia) Sdn Bhd as Mid-Market Account Representative in the same month. At the time, he was in charge of managing customer portfolios, maintaining customer relationships, as well as procuring new customers. In May 2014, he resigned from Symantec Corporation (Malaysia) Sdn Bhd.

In June 2014, he joined Quantum Storage South Asia Sdn Bhd as Enterprise Sales Manager, where he was involved in procuring sales of IT storage equipment. In October 2014, he resigned from Quantum Storage South Asia Sdn Bhd and joined Dell Global Business Center Sdn Bhd as Sales Engineer I in the same month. During his tenure there, he was in charge of overseeing and managing the cloud solution business within Malaysia. In August 2016, he was promoted to Sales Engineer II, where his role further expanded to include Singapore. In December 2017, he resigned from Dell Global Business Center Sdn Bhd. In the same month, he joined HaaS and assumed his present position as Chief Executive Officer of HaaS.

In June 2023, he was appointed as Secretary of Internet Alliance Malaysia, a non-profit association comprising of IT infrastructure service providers.

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5.3.3 Principal directorships and business activities of our Key Senior Management outside our Group for the past 5 years

Save as disclosed below, as at the LPD, none of our Key Senior Management have any principal business activities performed outside our Group (including principal directorships) in the past 5 years preceding LPD:

(i) Teh Siow Voon

She does not have any principal directorship and/or principal business activities performed outside our Group for the past 5 years up to the LPD.

(ii) Cheah Chin Mon

Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest Direct (%)	Equity interest Indirect (%)
Past involvement						
CE Corporate Secretaries Sdn Bhd	Provision of corporate secretarial, business advisory and accountancy services.	Director/Shareholder	2 January 2020	22 August 2023	(1)1.00	-
CE Corporate Executives Sdn Bhd	Provision of accounting, administrative, payroll, business and financial advisory and other related services	Director/Shareholder	2 January 2020	14 October 2022	(2)25.00	-
PKF Covenant Co., Ltd	Provision of audit, accounting and taxation services	Director/Shareholder	24 October 2018	19 May 2023	(3)49.00	-

Notes:

(1) Disposed on 29 August 2023.

(2) Disposed on 22 November 2022.

(3) Disposed on 19 May 2023.

(iii) Lau Yeo Chuan

Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest	
					Direct (%)	Indirect (%)
Present involvement						
Yung Kong Credit Corporation Bhd	Credit financing, letting of property, management services and investment holding in subsidiaries principally involved in property development and property management	Shareholder	-	-	0.10	-

Our Key Senior Management, Lau Yeo Chuan is a passive investor in Yung Kong Credit Corporation Bhd. His involvement in the business do not require significant amount of time since he is not actively involved in the day-to-day operations in any business activities outside our Group, and hence does not affect his abilities to perform his roles and responsibilities to our Group as well as his contribution to our Group.

(iv) Loh Kuo Hsiung

He does not have any principal directorship and/or principal business activities performed outside our Group for the past 5 years up to the LPD.

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5.3.4 Key Senior Management's remunerations and material benefits-in-kind

The details of the remuneration and material benefits in-kind paid and proposed to be paid to our Key Senior Management for services rendered to our Group in all capacities for the FYE 2025 and proposed to be paid for the FYE 2026 are as follows:

(i) FYE 2025

Name	[(1)]Remuneration	Benefits-in-kind	Total
	RM'000	RM'000	RM'000
Teh Siow Voon	200 - 250	-	200 - 250
Cheah Chin Mon	150 - 200	-	150 - 200
Lau Yeo Chuan	150 - 200	-	150 - 200
Loh Kuo Hsiung	300 - 350	-	300 - 350

Note:

(1) The remuneration (in bands of RM50,000) paid includes salaries, bonus, allowances and statutory contribution such as employer's contribution to Employees Provident Fund, Social Security Organisation, employment insurance system and Human Resources Development Fund.

(ii) Proposed for the FYE 2026

Name	[(1)]Remuneration	Benefits-in-kind	Total
	RM'000	RM'000	RM'000
Teh Siow Voon	200 - 250	-	200 - 250
Cheah Chin Mon	200 - 250	-	200 - 250
Lau Yeo Chuan	200 - 250	-	200 - 250
Loh Kuo Hsiung	450 - 500	-	450 - 500

Note:

(1) The remuneration (in bands of RM50,000) to be paid includes salaries, bonus, allowances and statutory contribution such as employer's contribution to Employees Provident Fund, Social Security Organisation, employment insurance system and Human Resources Development Fund.

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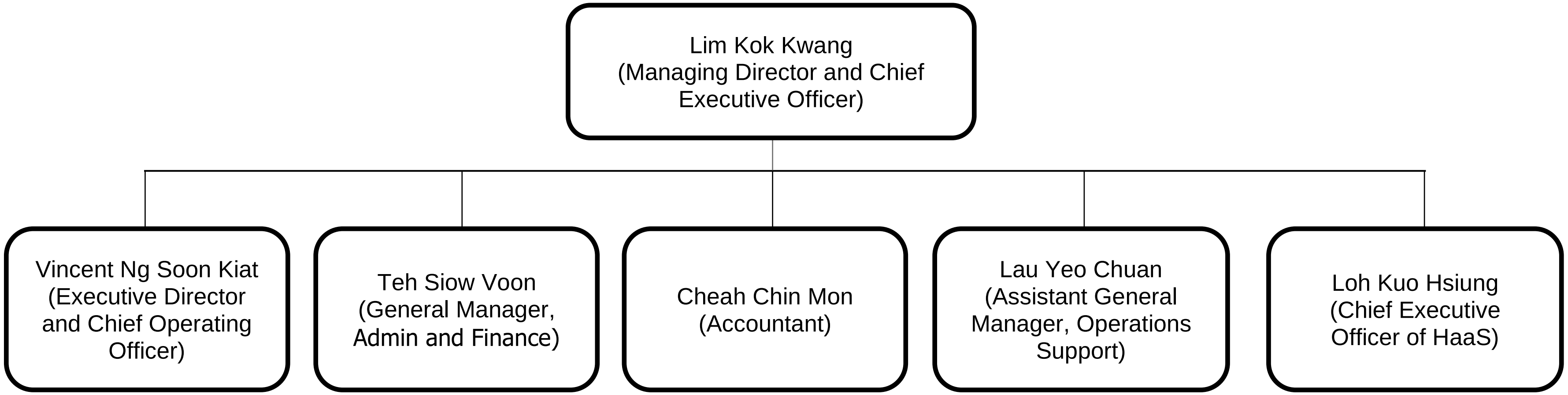
5.4 Management Reporting Structure



5.5 Board Practices

Our Board takes note of the recommendations under the MCCG which came into effect on 28 April 2021, which include amongst others, that the board should comprise at least 30.00% female members. As at the date of this Prospectus, our Board comprises 3 females out of 6 members, which represents 50.00% of our Board. With that, our Board believes that our current Board composition provides the appropriate balance in terms of skills, knowledge and experience to promote the interests of all shareholders and to govern our Group effectively.

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5.5.1 Board

As at the LPD, the date of expiration of the current term of office for each of our Directors and the period for which our Directors have served in that office are as follows:

Name	Designation	Date of appointment	Date of expiration of the current term of office	No. of years in office
DS Ng	Non-Independent Non-Executive Chairman	28 January 2019	Subject to retirement at the AGM in 2025[(1)]	6 years 2 months
Lim Kok Kwang	Managing Director and Chief Executive Officer	28 January 2019	Subject to retirement at the AGM in 2026[(1)]	6 years 2 months
Vincent Ng Soon Kiat	Executive Director cum Chief Operating Officer	13 January 2020	Subject to retirement at the AGM in 2025[(1)]	5 years 2 months
Karen Yap Pik Li	Independent Non-Executive Director	13 February 2024	Subject to retirement at the AGM in 2025[(1)]	1 year 1 month
Chong Pei Nee	Independent Non-Executive Director	2 April 2024	Subject to retirement at the AGM in 2026[(1)]	1 year
Sim Shu Mei	Independent Non-Executive Director	2 April 2024	Subject to retirement at the AGM in 2026[(1)]	1 year

Note:

(1) Retirement pursuant to Clause 105(1) of our Constitution, which provides that an election of Directors shall take place each year at the annual general meeting of our Company where 1/3 of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest to 1/3 shall retire from office and be eligible for re-election, PROVIDED ALWAYS that Directors shall retire from office once at least in each 3 years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

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5.5.2 Audit and Risk Management Committee

Our Audit and Risk Management Committee was established on 19 August 2024 and its members are appointed by our Board. Our Audit and Risk Management Committee comprises the following members:

Name	Designation	Directorship
Karen Yap Pik Li	Chairperson	Independent Non-Executive Director
Chong Pei Nee	Member	Independent Non-Executive Director
Sim Shu Mei	Member	Independent Non-Executive Director

The main functions of the Audit and Risk Management Committee include:

(i) Financial Reporting

To review and approve the quarterly and annual financial statements of our Group for recommendation to our Board, focusing particularly on:

(a) any changes in or implementation of major accounting policies and practices;

(b) significant matters highlighted including financial reporting issues, significant judgments made by our management, significant and unusual events or transactions, and how these matters are addressed;

(c) significant adjustments arising from the audit;

(d) compliance with accounting standards and other regulatory or legal requirements; and

(e) going concern assumption.

(ii) Risk Management and Internal Control

(a) to consider the effectiveness of the internal control system and risk management framework adopted within our Group and to be satisfied that the methodology employed allows identification, analysis, assessment, monitoring and communication of risks in a regular and timely manner that will allow our Group to mitigate losses and maximise opportunities;

(b) to review our Group's risk profile and to evaluate the measures taken to mitigate the business risks;

(c) to review the adequacy of the management's response to issues identified to risk registers, ensuring that the risks are managed within our Group's risk appetite;

(d) to assess processes and procedures to ensure compliance with all laws, rules and regulations, directives and guidelines established by the relevant regulatory bodies;

(e) to ensure that the system of internal control is soundly conceived and in place, effectively administered and regularly monitored;

(f) to review the extent of compliance with established internal policies, standards, plans and procedures;

(g) to obtain assurance that proper plans for control have been developed prior to the commencement of major areas of change within our Group;

(h) to recommend to our Board steps to improve the system of internal control derived from the findings of the internal and external auditors and from the consultations of our Audit and Risk Management Committee itself;

(i) to review and recommend changes as needed to ensure that our Group has in place at all times a risk management policy which address the strategies, operational, financial and compliance risk; and

(j) to report to our Board any suspected frauds or irregularities, serious internal control deficiencies or suspected infringement of laws, rules and regulations which come to its attention and are of sufficient importance to warrant the attention of our Board.

(iii) Internal Audit Function

(a) to review the effectiveness of the internal audit function, including the ability, competency and qualification of the internal audit team and/or outsourced internal auditors (if any) to perform its duties;

(b) to review the adequacy of the scope, functions, competency and resources, and that it has the necessary authority to carry out its work;

(c) to review and approve the internal audit plan and the internal audit report and, where necessary, ensure that appropriate actions are taken on the recommendations made by the internal audit function;

(d) to receive and review on a regular basis the reports, findings and recommendations of the internal audit team and/or outsourced internal auditors and to ensure that appropriate actions have been taken to implement the audit recommendations;

(e) to ensure the internal audit team and/or outsourced internal auditors has full, free and unrestricted access to all activities, records, property and personnel necessary to perform its duties;

(f) to review any matters concerning the employment or appointment (and re-appointment) of the in-house and/or the outsourced internal auditors (as the case may be) and the reasons for resignation or termination of either party;

(g) to request and review any special audit which our Audit and Risk Management Committee deems necessary; and

(h) to consider the major findings of internal investigations and management's response.

(iv) External Audit

(a) to review the engagement, compensation, performance, qualifications and independence of the external auditors, its conduct of the annual statutory audit of the financial statements, and the engagement of external auditors for all other services;

(b) in assessing or determining the suitability and independence of the external auditors, our Audit and Risk Management Committee shall take into consideration of the following:

(1) the adequacy of the experience and resources of the external auditors;

(2) the persons assigned to the audit;

(3) the accounting firm's audit engagements;

(4) the size and complexity of our Group being audited;

(5) the number and experience of supervisory and professional staff assigned to the particular audit;

(6) the external auditor's ability to meet deadlines in providing services and responding to issues in a timely manner as contemplated in the external audit plan;

(7) the nature and extent of the non-audit services provided by the external auditor and the appropriateness of the level of fees paid for such services relative to the audit fee; and

(8) whether there are safeguards in place to ensure that there is no threat to the objectivity and independence of the audit and avoid situations where the audit firm inadvertently assumes the responsibilities of management in the course of providing non-audit services or tenure of the external auditor.

(c) to review the following matters arising concerning the appointment and re-appointment, audit fee and any questions of resignation or dismissal of the external auditors;

(1) to review any letter of resignation from the external auditors;

(2) to review the suitability of re-appointment of the external auditors; and

(3) to recommend the nomination of a person or persons as the external auditors.

(d) to review the external auditor's audit report, and management letter and management's response to the management letter;

(e) to review the significant use of the external auditors in performing non-audit services within our Group, considering both the types of services rendered and the fees, such that their position as auditors are not deemed to be compromised;

(f) to review the external auditors' findings arising from audits, particularly any comments and responses in audit recommendations as well as the assistance given by the employees of our Group in order to be satisfied that appropriate action is being taken;

(g) to review with the external auditors for the Statement on Risk Management and Internal Control of our Group as prescribed in the ACE LR for inclusion in the annual report; and

(h) to conduct an annual evaluation on the performance of the external auditor and undertaking follow-up measures, where required.

(v) Related Party Transactions/Conflict of Interest Situations

To review any related party transactions and conflict of interest situations that may arise within our Group including any transaction, procedure or course of conduct that raises questions of management integrity and the measures taken to resolve, eliminate, or mitigate such conflicts.

(vi) Audit and Risk Management Report

To prepare the annual Audit and Risk Management report to our Board for inclusion in the annual report and to review our Board's statements on compliance with the MCCG for inclusion in the annual report.

(vii) Sustainability Reports

(a) overseeing the management of principal business risks and significant/material economics, environmental and social risks and opportunities;

(b) ensuring resources and processes are in place to enable the organisation to achieve its sustainability commitments and targets; and

(c) reviewing disclosure statements relating to the management of suitability matters of our Group in the annual report.

(viii) Other Matters

(a) to review all financial-related reports/statements or any other reports/statements as required by the ACE LR, for inclusion in the annual report;

(b) to verify the allocation of options pursuant to the share issuance scheme or the allocation of shares pursuant to any incentive plan for employees of our Group at the end of each financial year as complying with the criteria which is disclosed to the employees and make a statement in the annual report that such allocation has been verified;

(c) to perform the oversight function over the administration of whistleblowing policy that is approved and adopted by our Board and to protect the values of transparency, integrity, impartiality and accountability where our Group conducts its business and affairs; and

(d) to perform such other functions as may be requested by our Board.

5.5.3 Nominating Committee

Our Nominating Committee was established on 19 August 2024 and its members are appointed by our Board. Our Nominating Committee comprises the following members:

Name	Designation	Directorship
Chong Pei Nee	Chairperson	Independent Non-Executive Director
Karen Yap Pik Li	Member	Independent Non-Executive Director
Sim Shu Mei	Member	Independent Non-Executive Director

The main functions of the Nominating Committee include:

(i) to lead the succession planning and appointment of directors, and oversee the development of a diverse pipeline for board and management succession, including the future chairman, executive directors and chief executive officer;

(ii) to assist our Board in ensuring that our Board is of an effective composition, mix of skills, independence, diversity, size and commitment to adequately discharge its responsibilities and duties;

(iii) to ensure appropriate selection criteria and processes and to identify and recommend candidates who are fit and proper for directorships of our Company and members of the relevant Board committees to our Board. In identifying candidates for appointment of directors, the Nominating Committee should not rely solely on the recommendations from existing directors, management or major shareholders and independent sources are utilised to identify suitably qualified candidates;

(iv) in determining the process for the identification of suitable candidates, the Nominating Committee will ensure that an appropriate review is undertaken to ensure the requirement and qualification of the candidate nominated is based on a prescribed set of objective criteria and merit comprising but not limited to the following:

   (a) skills, knowledge, expertise, experience, age, cultural background and gender;

   (b) professionalism;

   (c) integrity;

   (d) existing number of directorships held, including on boards of non-listed companies;

   (e) confirmation of not being an undischarged bankrupt or involved in any court proceedings in connection with the promotion, formation or management of a corporation or involving fraud or dishonesty punishable on conviction with imprisonment or subject to any investigation by any regulatory authority under any legislation; and

   (f) in the case of candidates being considered for the position of independent director, such potential candidates should have the ability to discharge such responsibilities/functions as expected from independent non-executive directors. Amongst others, the potential candidates must fulfil the criteria used in the definition of "independent directors" prescribed by the ACE LR and be able to bring independent and objective judgement to our Board.

(v) to assist our Board in assessing and evaluating circumstances where a director's involvement outside our Group may give rise to a potential conflict of interest with our Group's businesses, upon receiving the declaration of the same from the director and thereafter, to inform our Audit and Risk Management Committee of the same. After deliberation with our Audit and Risk Management Committee, to recommend to our Board the necessary actions to be taken in circumstances where there is a conflict of interest;

(vi) to evaluate the performance and effectiveness of our Board and the relevant Board committees annually, ensuring that the performance of each individual director and chairman of the board is independently assessed;

(vii) to ensure that every director, including the executive directors, shall be subject to retirement at least once every three years. A retiring director shall be eligible for re-election;

(viii) to recommend to our Board the re-election of directors by shareholders. In instances where an independent non-executive director is to be retained beyond nine years, the Nominating Committee shall conduct an assessment of the independent non-executive director(s) and recommend to our Board whether they shall remain independent or be re designated as a non-independent non-executive director;

(ix) to review the term of office and performance of our Audit and Risk Management Committee and each of its members annually to determine whether our Audit and Risk Management Committee and its members have carried out their duties following the terms of reference; and

(x) to ensure an appropriate framework and succession planning for our Board and management succession, including the future chairman, managing director, executive directors and chief executive officer.

5.5.4 Remuneration Committee

Our Remuneration Committee was established on 19 August 2024 and its members are appointed by our Board. Our Remuneration Committee comprises the following members:

Name	Designation	Directorship
Sim Shu Mei	Chairperson	Independent Non-Executive Director
Karen Yap Pik Li	Member	Independent Non-Executive Director
Chong Pei Nee	Member	Independent Non-Executive Director

The main functions of the Remuneration Committee include:

(i) to recommend a remuneration framework for our managing director, executive directors, and key senior management for our Board's approval. There should be a balance in determining the remuneration package, which should be sufficient to attract and retain directors of calibre, and yet not excessive. The framework should cover all aspects of remuneration including the director's fee, salaries, allowance, bonuses, options and benefit in-kind and take into account the complexity of our Company's business and the individual's responsibilities;

(ii) to recommend specific remuneration packages for the managing director, executive directors and key senior management, which shall be based on objective assessments of our director's contributions and value to our Company;

(iii) the remuneration package should be structured in a competitive way. Salary scales drawn up should be within the scope of the general business policy and not depend on short-term performance to avoid incentives for excessive risk-taking. The remuneration should also be aligned with the business strategy and long-term objectives of our Company and shall take into consideration our Company's performance in managing material sustainability risks and opportunities. As for non-executive directors and independent directors, the level of remuneration should be proportional to their level of responsibilities undertaken and contribution to the effective functioning of our Board;

(iv) to ensure the establishment of a formal and transparent procedure for developing policies, strategies and framework for the remuneration of our managing director, executive directors and key senior management; and

(v) to perform any other functions as defined by our Board.

5.6 Service Agreements

As at the LPD, none of our Directors and/or Key Senior Management have any existing or proposed service agreement with our Group.

5.7 Declarations by Each Promoters, Directors and Key Senior Management

None of our Promoters, Directors and Key Senior Management is or was involved in any of the following events, whether within or outside Malaysia:

(i) a petition under any bankruptcy or insolvency law was filed (and not struck out) against such person or any partnership in which he was a partner, or any corporation of which he was a director or member of key senior management in the last 10 years;

(ii) disqualified from acting as a director of any corporation, or from taking part directly or indirectly in the management of any corporation;

(iii) charged or convicted in a criminal proceeding, or is a named subject of a pending criminal proceeding in the last 10 years;

(iv) any judgment was entered against such person, or finding of fault, misrepresentation, dishonesty, incompetence or malpractice on his part, involving a breach of any law or regulatory requirement that relates to the capital market in the last 10 years;

(v) the subject of any civil proceeding, involving an allegation of fraud, misrepresentation, dishonesty, incompetence or malpractice on his part that relates to the capital market in the last 10 years;

(vi) the subject of any order, judgment or ruling of any court, government, or regulatory authority or body, temporarily enjoining him from engaging in any type of business practice or activity;

(vii) the subject of any current investigation or disciplinary proceeding, or has been reprimanded or issued any warning by any regulatory authority, securities or derivatives exchange, professional body or government agency in the last 10 years; and

(viii) any unsatisfied judgment against such person.

5.8 Relationships and/or Associations

As at the LPD, save for DS Ng, Lim Kok Kwang and Vincent Ng Soon Kiat being the shareholders and/or directors of ICT Zone Holding, there are no family relationships or associations between our Promoters, substantial shareholders, Directors and Key Senior Management.

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5.9 Succession Plan

We recognise the importance of succession plan for business continuity and sustainability. As such, we have initiated the following steps to groom our staff as well as attract new personnel:

(i) career development, where our key senior management, supported by immediate managerial and supervisory level officers, will conduct coaching and mentoring to groom our lower and middle management staff to be equipped with the required skill set and knowledge and to gradually assume more responsibilities and eventually the roles of our senior management as and when opportunities arise;

(ii) selection and identification, where we identify key capabilities, competencies and requirements for each position for succession planning and identify potential successors to facilitate skill transfer to ensure smooth running and continuity of the operations of our Group;

(iii) continuous training and skills development, where our staff are required to continuously enhance their functional knowledge to improve their business acumen and understanding of our business and operations as part of our succession planning; and

(iv) if the need arises, we will recruit qualified and competent personnel with knowledge and expertise of our business to enhance our operations. By enhancing our corporate profile as a listed corporation on the ACE Market, we expect to be able to attract more qualified personnel to play an active role in the growth and success of our Group.

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6. INFORMATION ON OUR GROUP

6.1 Our Company

Our Company was incorporated in Malaysia under the Act on 28 January 2019 as a private limited company under the name of ICT Zone Asia Sdn Bhd. Subsequently, our Company was converted to a public limited company and assumed the name of ICT Zone Asia Berhad on 21 May 2019.

Our Company is an investment holding company. Through our subsidiaries, our Group is principally involved in the provision of technology financing solutions, trading of ICT hardware and software, ICT services, and cloud solutions and services.

As at the LPD, our issued share capital is RM44.30 million comprising 662,453,200 Shares. The movements in our issued share capital since our date of incorporation are set out below:

			Cumulative issued share capital	
Date of allotment	No. of Shares allotted	Consideration/Nature of transaction	RM	No. of Shares
28 January 2019	10,000	Cash/allotment	10,000	10,000
12 November 2019	10,000	Cash/allotment	20,000	20,000
9 December 2019	510,200,000	Otherwise than cash/allotment	15,326,000	510,220,000
22 January 2020	22,562,500	Otherwise than cash/allotment	18,936,000	532,782,500
10 April 2020	87,500	Cash/allotment	18,950,000	532,870,000
10 April 2020	887,500	Otherwise than cash/allotment	19,092,000	533,757,500
10 August 2023	31,318,700	Cash/allotment(1)	25,042,553	565,076,200
18 October 2023	12,052,400	Cash/allotment(1)	27,332,509	577,128,600
1 November 2023	10,004,600	Cash/allotment(1)	29,233,383	587,133,200
12 November 2024	70,000	Otherwise than cash/allotment(2)	29,247,383	587,203,200
22 January 2025	75,250,000	Otherwise than cash/allotment(3)	44,297,383	662,453,200

Notes:

(1) Pursuant to the Private Placement as set out in Section 4.11 of this Prospectus.

(2) 70,000 ICPS had been converted to 70,000 Shares and alloted on 12 November 2024.

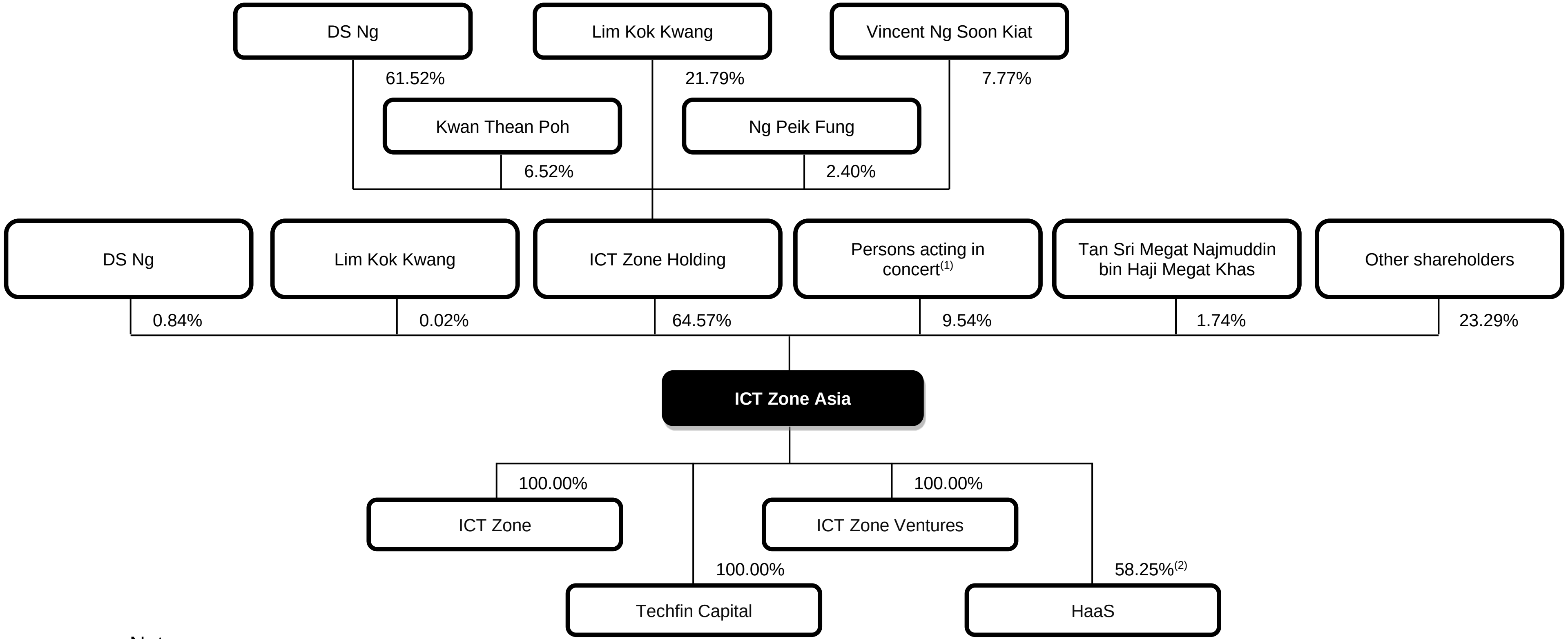
(3) The remaining 75,250,000 ICPS had matured on 21 January 2025 and was automatically converted to 75,250,000 Shares and allotted on 22 January 2025.

As at the LPD, we do not have any outstanding warrants, options, convertible securities and uncalled capital. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the above allotments. As at the LPD, we are not involved in any winding-up, receivership or similar proceedings.

Upon completion of our IPO and after the intended utilisation of proceeds raised from our Public Issue, our enlarged issued share capital will increase to RM69.62 million comprising 795,453,200 Shares.

6.2 Our Group

(i) An overview of our Group structure as at the LPD is as follows:

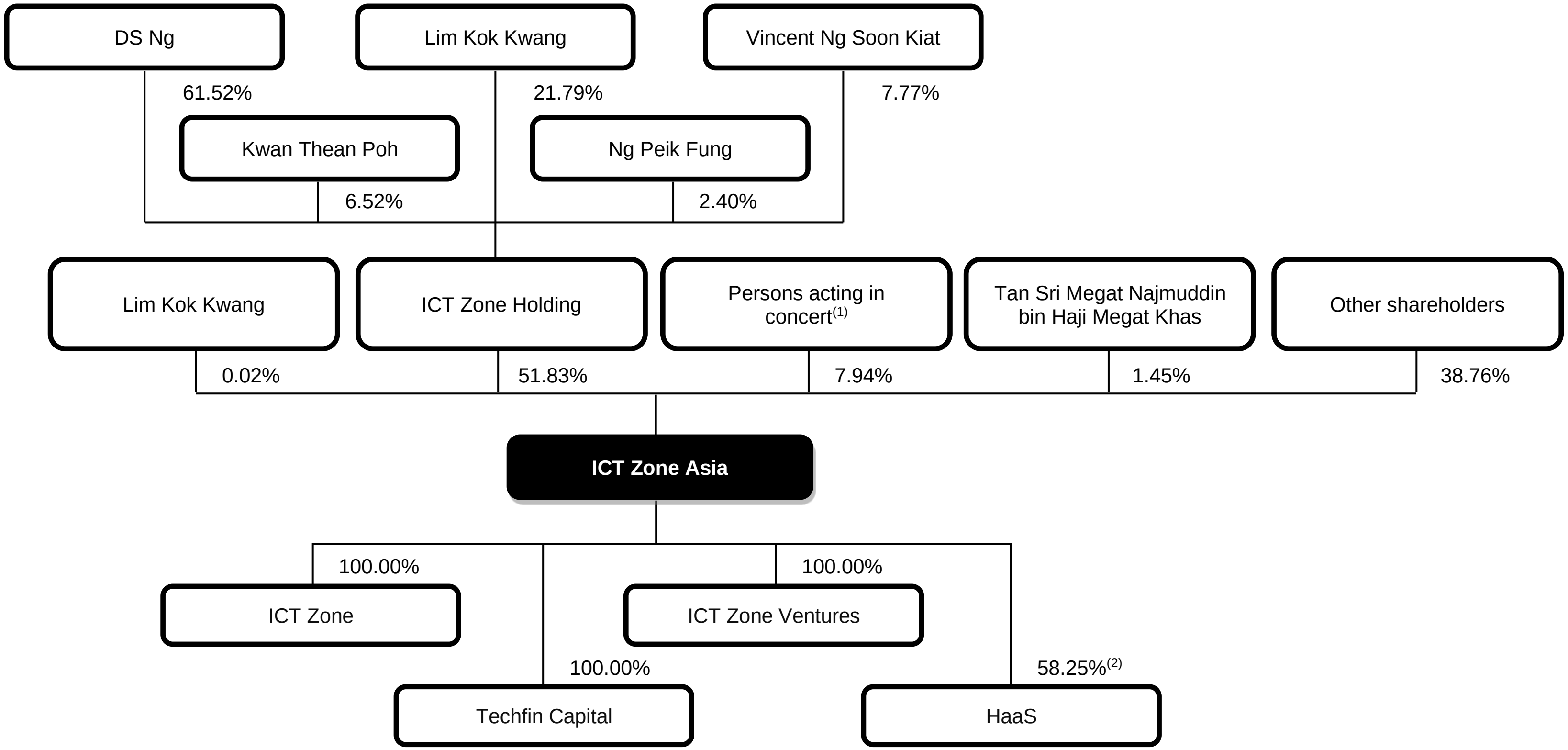


Notes:

(1) Persons acting in concert ("**PACs**") (excluding Lim Kok Kwang) with the Joint Offerors in relation to the Exit Offer pursuant to subsection 216(3) of the CMSA, namely, Sandra Tioe, Lim Bee Lan, Lim Bee Leng, Vincent Ng Soon Kiat, Loh Huey Shi, Kwan Thean Poh, Lee Choi Yen, Ng Peik Fung, Ng Peik Hua and Zafidi Bin Mohamad.

(2) As at the LPD, the balance shareholdings of HaaS are held by Loh Kuo Hsiung (25.73%), Lim Chen Yao (5.00%), Sit Mun Pun (4.85%), Foong Chin Hing (4.71%) and Vincent Ng Soon Kiat (1.46%).

(ii) An overview of our Group structure after our IPO is as follows:



Notes:

(1) PACs with the Joint Offerors (excluding Lim Kok Kwang) in relation to the Exit Offer pursuant to subsection 216(3) of the CMSA, namely, Sandra Tioe, Lim Bee Lan, Lim Bee Leng, Vincent Ng Soon Kiat, Loh Huey Shi, Kwan Thean Poh, Lee Choi Yen, Ng Peik Fung, Ng Peik Hua and Zafidi Bin Mohamad.

(2) As at the LPD, the balance shareholdings of HaaS are held by Loh Kuo Hsiung (25.73%), Lim Chen Yao (5.00%), Sit Mun Pun (4.85%), Foong Chin Hing (4.71%) and Vincent Ng Soon Kiat (1.46%).

6.3 Our Subsidiaries

The details of our subsidiaries are set out below:

Name	Date/Place of incorporation	Principal place of business	Issued share capital (RM)	Effective equity interest (%)	Principal activities
Subsidiary of ICT Zone Asia					
ICT Zone	7 September 2001/Malaysia	Malaysia	2,000,000	100.00	Trading, repairing and servicing of computers and related parts and accessories
ICT Zone Ventures	28 January 2010/Malaysia	Malaysia	30,000,000	100.00	Information and communication technology; investment schemes; technology financing; leasing and factoring facilities services(1)
HaaS	2 December 2003/Malaysia	Malaysia	924,000	(2)58.25	Information technologies and cloud solutions and providers; training and consultancy; software distribution and development
Techfin Capital	29 May 2007/Malaysia	Malaysia	300,000	100.00	Dormant. Intended to provide information technology financing

Notes:

(1) As at the LPD, our Group has not begun offering factoring services.

(2) As at the LPD, the balance shareholdings of HaaS are held by Loh Kuo Hsiung (25.73%), Lim Chen Yao (5.00%), Sit Mun Pun (4.85%), Foong Chin Hing (4.71%) and Vincent Ng Soon Kiat (1.46%).

6.3.1 ICT Zone

(i) Background and history

ICT Zone was incorporated in Malaysia under the CA 1965 and deemed registered under the Act on 7 September 2001, as a private limited company under its present name.

(ii) Principal place of business

ICT Zone's principal place of business is at Ground Floor, Block H, Excella Business Park, Jalan Ampang Putra, 55100, Kuala Lumpur.

(iii) Principal activities and products/services

ICT Zone is principally involved in the trading, repairing and servicing of computers and related parts and accessories.

(iv) Share capital

As at the LPD, the issued share capital of ICT Zone is RM2,000,000 comprising 2,000,000 ordinary shares.

Date of allotment	No. of shares allotted	Consideration/ Nature of transaction	Cumulative issued share capital	
			RM	No. of shares
7 September 2001	2	Cash/allotment	2	2
26 June 2003	299,998	Cash/allotment	300,000	300,000
18 May 2007	400,000	Cash/allotment	700,000	700,000
21 November 2007	300,000	Cash/allotment	1,000,000	1,000,000
15 July 2008	1,000,000	Cash/allotment	2,000,000	2,000,000

(v) Shareholder

ICT Zone is our wholly-owned subsidiary.

(vi) Subsidiary or associated company

ICT Zone does not have any subsidiary or associated company.

6.3.2 ICT Zone Ventures

(i) Background and history

ICT Zone Ventures was incorporated in Malaysia under the CA 1965 and deemed registered under the Act on 28 January 2010, as a private limited company under its present name.

(ii) Principal place of business

ICT Zone Ventures' principal place of business is at Ground Floor, Block H, Excella Business Park, Jalan Ampang Putra, 55100, Kuala Lumpur.

(iii) Principal activities and products/services

ICT Zone Ventures is principally involved in the provision of information and communication technology, investment schemes, technology financing, leasing and factoring facilities services.

(iv) Share capital

As at the LPD, the issued share capital of ICT Zone Ventures is RM30,000,000 comprising 30,000,000 ordinary shares.

Date of allotment	No. of shares allotted	Consideration/ Nature of transaction	Cumulative issued share capital	
			RM	No. of shares
28 January 2010	2	Cash/allotment	2	2
20 May 2010	4,999,998	Cash/allotment	5,000,000	5,000,000
22 January 2020	15,000,000	Otherwise than cash(1)/allotment	20,000,000	20,000,000
21 January 2021	3,000,000	Cash/allotment	23,000,000	23,000,000
28 January 2025	7,000,000	Otherwise than cash(2)/allotment	30,000,000	30,000,000

Notes:

(1) On 16 January 2020, ICT Zone Ventures redeemed in aggregate RM18.05 million of our interest schemes' investors' investments in interest schemes via the Deeds of Novation and Settlement entered with the investors and ICT Zone Asia (ICT Zone Asia is a party in the Deeds of Novation and Settlement as ICT Zone Ventures had procured ICT Zone Asia to issue Shares and ICPS to redeem the interest schemes).

In the said redemption, ICT Zone Asia issued a combination of 22,562,500 Shares and 72,200,000 ICPS to our interest schemes' investors. The 22,562,500 Shares were issued at RM0.16 per Share, while the 72,200,000 ICPS were issued at RM0.20 per ICPS. Consequently, ICT Zone Ventures was indebted to ICT Zone Asia for RM18.05 million.

On 22 January 2020, ICT Zone Ventures successfully capitalised RM15.00 million of the abovementioned debt to ICT Zone Asia by issuing 15,000,000 ordinary shares in ICT Zone Ventures at an issue price of RM1.00 per ordinary share. The outstanding balance amount owing of RM3.05 million was fully repaid in cash in January 2021.

(2) On 28 January 2025, ICT Zone Ventures capitalised RM7.00 million of the amount due to ICT Zone Asia by issuing 7,000,000 ordinary shares in ICT Zone Ventures at an issue price of RM1.00 per ordinary share.

(v) Shareholder

ICT Zone Ventures is our wholly-owned subsidiary.

(vi) Subsidiary or associated company

ICT Zone Ventures does not have any subsidiary or associated company.

6.3.3 HaaS

(i) Background and history

HaaS was incorporated in Malaysia under the CA 1965 and deemed registered under the Act on 2 December 2003, as a private limited company under the name of NTP World Education Sdn Bhd. It changed its name to NTP World Technologies Sdn Bhd on 2 May 2009 and HaaS Technologies Sdn Bhd on 30 November 2016.

(ii) Principal place of business

HaaS's principal place of business is at Unit 23-5 & 23-6, Menara Oval Damansara, No. 685, Jalan Damansara, Taman Tun Dr Ismail, 60000 Kuala Lumpur.

(iii) Principal activities and products/services

HaaS is principally involved in the provision of information technologies and cloud solutions and providers, training and consultancy, software distribution and development.

(iv) Share capital

As at the LPD, the issued share capital of HaaS is RM924,000 comprising 1,030,000 ordinary shares.

Date of allotment	No. of shares allotted	Consideration/ Nature of transaction	Cumulative issued share capital RM	Cumulative issued share capital No. of shares
2 December 2003	2	Cash/allotment	2	2
23 August 2010	98	Cash/allotment	100	100
22 October 2010	99,900	Cash/allotment	100,000	100,000
8 November 2017	300,000	Cash/allotment	400,000	400,000
10 April 2019	100,000	Cash/allotment	500,000	500,000
25 November 2021	530,000	Cash/allotment	924,000	1,030,000

(v) Shareholder

HaaS is our 58.25%-owned subsidiary. The shareholders and their shareholding in HaaS are as follows:

Name	Direct No. of Shares	Direct %	Indirect No. of Shares	Indirect %
ICT Zone Asia	600,000	58.25	-	-
Loh Kuo Hsiung	265,000	25.73	-	-
Lim Chen Yao	51,500	5.00	-	-
Sit Mun Pun	50,000	4.85	-	-
Foong Chin Hing	48,500	4.71	-	-
Vincent Ng Soon Kiat	15,000	1.46	-	-

(vi) Subsidiary or associated company

HaaS does not have any subsidiary or associated company.

6.3.4 Techfin Capital

(i) Background and history

Techfin Capital was incorporated in Malaysia under the CA 1965 and deemed registered under the Act on 29 May 2007, as a private limited company under the name of Ez Projector Service Sdn Bhd. It changed its name to Techfin Capital Sdn Bhd on 30 November 2016.

(ii) Principal place of business

Techfin Capital's principal place of business is at Ground Floor, Block H, Excella Business Park, Jalan Ampang Putra, 55100, Kuala Lumpur.

(iii) Principal activities and products/services

Techfin Capital is currently dormant. The intended principal activities of Techfin Capital is to provide information technology financing.

(iv) Share capital

As at the LPD, the issued share capital of Techfin Capital is RM300,000 comprising 300,000 ordinary shares.

Date of allotment	No. of shares allotted	Consideration/ Nature of transaction	Cumulative issued share capital	
			RM	No. of shares
29 May 2007	2	Cash/allotment	2	2
21 November 2007	99,998	Cash/allotment	100,000	100,000
28 December 2017	100,000	Cash/allotment	200,000	200,000
12 January 2021	100,000	Cash/allotment	300,000	300,000

(v) Shareholder

Techfin Capital is our wholly-owned subsidiary.

(vi) Subsidiary or associated company

Techfin Capital does not have any subsidiary or associated company.

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6.4 Material Machinery and Equipment

Our Group does not have any material machinery and equipment as at LPD.

6.5 Material Capital Expenditures and Divestitures

6.5.1 Material capital expenditures

Save for the expenditures disclosed below, there were no other material capital expenditures (including interests in other corporations) made by us for the Financial Years/Period Under Review and up to the LPD:

	FYE 2022	FYE 2023	FYE 2024	FPE 2024	1 December 2024 up to the LPD
Capital expenditures	**RM'000**	**RM'000**	**RM'000**	**RM'000**	**RM'000**
Property, plant and equipment comprising:					
- ICT assets	17,210	46,057	100,115	74,629	26,577
- Furniture and fittings	44	91	190	80	22
- Computer and software	37	25	164	58	9
- Office equipment	55	53	24	27	4
- Renovation	-	66	211	317	-
- Signboard	3	-	-	-	-
Acquisition of HaaS	204	-	-	-	-
Share Subscription in HaaS	276	-	-	-	-
Total	**17,829**	**46,292**	**100,704**	**75,111**	**26,612**

The above capital expenditures were primarily financed by a combination of bank borrowings, proceeds from Private Placement, finance lease and our internally generated funds.

For the Financial Years/Period Under Review and up to the LPD, our capital expenditures mainly comprise the acquisition of ICT assets which were leased to our customers.

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6.5.2 Material capital divestitures

Save for the divestitures disclosed below, we made no other material capital divestitures for the Financial Years/Period Under Review and up to the LPD:

Capital divestitures	FYE 2022 RM'000	FYE 2023 RM'000	FYE 2024 RM'000	FPE 2024 RM'000	1 December 2024 up to the LPD RM'000
Property, plant and equipment comprising:					
- ICT assets	2,298	1,895	1,797	793	1,201
- Furniture and fittings	-	-	(1)	-	-
- Computer and software	3	-	-	-	-
- Office equipment	(1)	-	(1)	-	-
- Renovation	-	-	(1)	-	-
- Signboard	-	-	(1)	-	-
- Motor vehicle	-	(2)	-	-	-
Total	**2,301**	**1,895**	**1,797**	**793**	**1,201**

Notes:

(1) Less than RM1,000.

(2) We disposed a car at a disposal price of RM90,000 which was fully depreciated.

For the Financial Years/Period Under Review and up to the LPD, our capital divestitures mainly comprise the disposal of ICT assets. For avoidance of doubt, the ICT assets disposed were refurbished ICT hardwares following the expiration of the leasing and rental contracts.

As at the LPD, save for the proposed utilisation of proceeds from our Public Issue for our capital expenditure as disclosed in Section 4.8 and those material capital expenditures and divestitures occurring in our ordinary course of business, we do not have any other material capital expenditures and divestitures currently in progress, within or outside Malaysia.

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7. BUSINESS OVERVIEW

7.1 Overview

7.1.1 Overview of Our Business

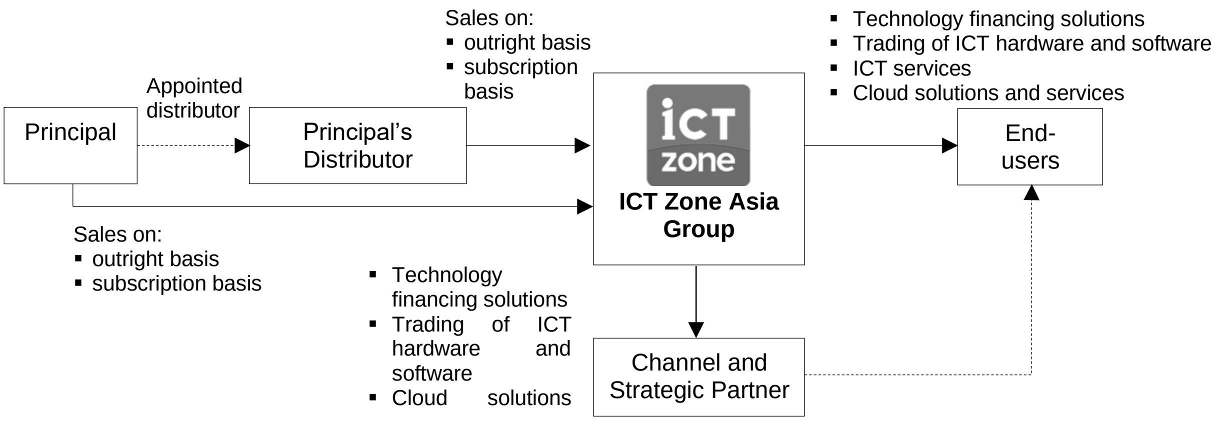
Our Company was incorporated in Malaysia under the Act on 28 January 2019 as a private limited company under the name ICT Zone Asia Sdn Bhd. Subsequently, our Company was converted to a public limited company and assumed the name of ICT Zone Asia Berhad on 21 May 2019. ICT Zone Asia has been listed on the LEAP Market for more than 3 years, i.e. since 15 December 2020.

Our Group is an ICT Solutions provider, where we are principally involved in the provision of technology financing solutions, ICT hardware and software trading, ICT services, and cloud solutions and services. Our customer base comprises Channel Partners, Strategic Partners, private and public corporations, Government-linked corporations and agencies as well as retail customers.

ICT Solutions generally refer to ICT hardware, ICT software, cloud subscriptions as well as ICT services. In today's technology-enabled world, most, if not all, corporations and Government agencies use ICT Solutions to carry out daily operational tasks or automate and digitise their operations. Thus, various ICT hardware such as desktops, laptops, printers and projectors, ICT software such as operating systems and application software, and cloud subscriptions which are applications offered on a subscription basis, are essential in business operations. ICT services such as consultancy, maintenance, technical support and device management are also important in supporting the use of ICT hardware, software and cloud subscriptions.

7.1.2 Description of Our Business Model

Typically, our business value chain and relationship between our Principals and Principals' Distributors as well as Channel Partners and Strategic Partners and end-users are as depicted below:



We have been appointed by Principals as Appointed Resellers, thus allowing us to lease, rent, sell or use their ICT hardware, ICT software and/or cloud subscriptions. We typically procure ICT hardware and software from Principal(s) and Principals' Distributors. The Principal(s) will set the pricing for their Distributor(s) to sell the ICT hardware, ICT software and/or cloud subscriptions to appointed resellers such as our Group either on an outright basis or subscription basis. We can only purchase the ICT hardware, ICT software and/or cloud subscriptions from the Principal or Principal's Distributor(s). Despite procuring products from the Principal's Distributor(s), we may engage with the Principal(s) to negotiate better pricing arrangements, particularly for orders or contracts that are larger in sales volume or value. Once the pricing has been agreed upon, the Principals will then inform their Distributor(s) to sell the said ICT hardware, ICT software and/or cloud subscription at the pre-agreed pricing to us.

As and when required, we may also rent ICT hardware from third-party service providers. This occurs when we have higher demand for short-term rentals of ICT hardware, and/or a limited number of ICT hardware available, and/or have requests for specific refurbished ICT hardware brands or types that we do not keep as inventory.

Our Group may also lease ICT hardware from leasing companies, and these ICT hardware are subsequently subleased to our customers. These leases are operating leases as our Group does not assume the ownership or substantial risks associated with ownership of these assets.

We lease, rent or sell ICT Solutions to Channel Partners and end-users. We may also sign strategic partnership agreements with some Channel Partners (whom we named as "**Strategic Partners")** for us to have the exclusive rights to finance, supply and deliver ICT Solutions to their customers. Please refer to Section 7.13 of this Prospectus for further information on our sales channels.

We also sell refurbished ICT hardware directly, through Channel Partners and Strategic Partners and via our e-commerce platform, www.komputermurah.my, to retail customers.

Apart from the above, we also use ICT hardware, ICT software and/or cloud subscription sourced from Principals and/or Principals' Distributors in the provision of cloud solutions and services to Channel Partners and end-users.

7.2 History and Key Milestones

7.2.1 History

The history of the ICT Zone Asia Group can be traced back to 2000, when our Managing Director and Chief Executive Officer, Lim Kok Kwang, and Non-Independent Non-Executive Chairman, DS Ng, incorporated ICT Zone Holding (then known as NTP World Marketing Sdn Bhd). At that time, ICT Zone Holding was involved in the trading of audio-visual equipment to private corporations.

ICT Zone was subsequently incorporated in 2001 by our Non-Independent Non-Executive Chairman, DS Ng and another shareholder, Hoo Geok Choong (who had ceased to be a shareholder of ICT Zone since 2015). ICT Zone remained dormant until 2003, when our Managing Director and Chief Executive Officer, Lim Kok Kwang, and ICT Zone Holding became shareholders. ICT Zone commenced its business in the trading and short-term rental of ICT hardware and software to private and public corporations and retail customers in 2003.

In 2004, we began to secure sales from our Channel Partners for their onward sale or rental to end-users in the Government sector. We secured our first order from Starza, who was then a Channel Partner to the end-users in the Government sector in 2004. Since then, we began to focus on expanding our customer base of private and public corporations and Channel Partners, and ceased selling to retail customers. As volume from our trading of ICT hardware and software segment grew, we were recognised as an Appointed Reseller by one of our Principals from whom we obtain our supplies of ICT hardware, Hewlett-Packard (M) Sdn Bhd (whose business is presently under HP Inc.) in 2009.

Pursuant to ICT Zone becoming a wholly owned subsidiary of ICT Zone Holding in 2006, ICT Zone Holding ceased its business of trading of audio-visual equipment which was then transferred to ICT Zone. Thereafter, ICT Zone Holding became an investment holding company.

Realising the opportunities in renting ICT Solutions, our Group began to venture into long-term rental of ICT Solutions when we introduced EzRental in 2010. In the same year, ICT Zone Ventures was incorporated with the intention to establish, manage and operate the Shariah-compliant interest scheme under Section 28 of the Interest Schemes Act 2016 and Interest Schemes Regulations 2017. Interest scheme involves the pooling of financial contribution from the public in exchange for an interest in a particular scheme. Such interest includes the usage of the facilities and services provided under the scheme or profit or returns, depending on the nature of the scheme. Such scheme is registered with the Companies Commission of Malaysia.

ICT Zone Ventures had launched its first interest scheme on 28 March 2011 (which was subsequently converted from a conventional interest scheme to Shariah-compliant scheme after a year from its launch) and second Shariah-compliant interest scheme on 21 October 2014. Such interest schemes provided our Group with the capital to finance and support our offering of long-term rental of ICT Solutions.

In 2010, we began to sign strategic partnership agreements with our Strategic Partners. This provides us with the exclusive rights to finance, supply and deliver ICT Solutions to end-users of our Strategic Partners within the Government sector. Starza and Juricco (then known as Belia Wawasan Holding Sdn Bhd) became our Strategic Partners in 2010, and Haynik (then known as Haynik Mobile Venture Sdn Bhd) became our Strategic Partner in 2011.

In 2013, we began to offer leasing of ICT hardware and software under the brand name, i-leasing, after we were registered with Bank Negara Malaysia to offer leasing and factoring services under Section 21(1) of the Banking and Financial Institution Act 1989. For information, pursuant to the repeal of the Banking and Financial Institution Act 1989 by the Financial Services Act 2013 in the same year, such registration is no longer required.

As the volume of ICT hardware and software that we rented, leased and traded increased, we were appointed as Appointed Resellers by other Principals, including Microsoft Corporation in 2012, Dell Technologies Inc. in 2014 and Lenovo Group Limited in 2015.

In 2019, we signed a strategic partnership agreement with vPROT MSP Sdn Bhd, thus rendering them a Strategic Partner.

ICT Zone Asia was incorporated in Malaysia under the Act on 28 January 2019 as a public company under its present name as a special purpose vehicle to facilitate our listing on the LEAP Market. It commenced its business on 9 December 2019 upon completion of the acquisition of ICT Zone, ICT Zone Ventures and Techfin Capital.

Our funds raised from the interest schemes also grew, providing us with capital to secure more rental and leasing orders and contracts over the years. Up to August 2020, ICT Zone Ventures had raised a total of RM37.4 million from both schemes. The interest schemes were redeemed, whereby RM18.9 million was converted to ordinary shares and ICPS while the balance of RM18.5 million was repaid. The interest schemes were subsequently terminated to facilitate ICT Zone Asia's listing on the LEAP Market of Bursa Securities. Our Company had on 6 November 2020 submitted a listing application to Bursa Securities in relation to admission of our Company to the Official List of Bursa Securities and the listing and quotation of entire issued share capital comprising 533,757,500 ordinary shares and 75,320,000 ICPS on the LEAP Market of Bursa Securities. For information, our Company officially listed on LEAP Market of Bursa Securities on 15 December 2020.

Since our listing on the LEAP Market, we began to extend the range of value-added services offered with the leasing and renting of ICT Solutions, thus allowing us to rename our leasing and renting solutions to technology financing solutions.

We later launched DaaS 360, which is a full suite of value-added services (comprising proactive and analytical services for devices, managed services to provide maintenance and technical support services, data backup and device recovery services and security management) offered with our long-term ICT rental services in 2021.

We later expanded our range of value-added services and began offering "green" ICT Solutions when we introduced CNCS in July 2024. CNCS involves reducing greenhouse gas emissions by purchasing carbon credits to retire the greenhouse gas emissions produced from the ICT hardware we lease or rent to corporations and Government agencies. In this regard, we participate in the Bursa Carbon Exchange to purchase carbon credits. Once the carbon credits are used to retire the greenhouse gas emissions produced from the ICT hardware we lease or rent, it is then registered and certified with Verra, a global independent non-profit organisation that develops and manages standards for sustainable development.

Our Group also expanded our range of ICT Solutions to include cloud solutions and services upon completing the Acquisition of Haas and Share Subscription in Haas on 22 November 2021 and 25 November 2021 respectively, which resulted in Haas becoming a 58.25% subsidiary of our Group. HaaS is principally engaged in cloud solutions and cloud consultancy services under the CLOUDIFY.ASIA brand. ICT Zone Asia acquired 255,000 ordinary shares in HaaS for a total cash consideration of RM204,000 from ICT Zone Holding and entered into a share subscription agreement with HaaS for the subscription of 345,000 new ordinary shares for a total cash consideration of RM276,000. The transactions were not subject to the approval of the shareholders of ICT Zone Asia.

In the meantime, we also launched our e-commerce platform, www.komputermurah.my, thus expanding our customer base of retail customers in 2020. We were also appointed as Appointed Resellers by other Principals, including ASUStek Computer Inc. in 2022, Acer Inc. and Veeam Software Inc. in 2023, Fortinet, Inc. and Hewlett-Packard Enterprise in 2024.

Throughout the years, we have obtained various awards and recognitions. ICT Zone Ventures attained the ISO 14001:2015 certification in April 2023, marking a significant milestone in its commitment to environmental sustainability. The ISO 14001:2015 certification denotes that our Group has a comprehensive framework to enhance our environmental management system and integrate sustainability into our business practices. This includes offering ICT Solutions that are designed to be durable, recyclable, and reusable.

Our DaaS 360 has also been certified with the MyHIJAU mark, a green recognition scheme endorsed by the MGTC since June 2023. The MyHIJAU mark certifies that our DaaS 360 service meets the MGTC standards and is now certified as a green service.

On 3 November 2023, our company had completed the Private Placement following the issuance of 53,375,700 new Shares, which resulted in an enlarged 587,133,200 Shares. Please refer to Section 4.11 of this Prospectus for further details of the utilisation of proceeds pursuant to the Private Placement.

On 12 November 2024, 70,000 ICPS were converted to 70,000 Shares and the remaining 75,250,000 ICPS had matured on 21 January 2025 and converted to 75,250,000 Shares on 22 January 2025.

ICT Zone Ventures had entered into a memorandum of understanding with the Malaysian Digital Economy Corporation Sdn Bhd (MDEC) on 25 March 2025 to collaborate on the Business Digitalisation Initiative. The Business Digitalisation Initiative is an initiative driven by the Government of Malaysia that aims to provide assistance to micro, small and medium enterprises to support the digitalisation of their businesses. This assistance includes providing access to financing (such as microfinancing and alternative funding options), advisory on adopting technologies, digital maturity assessments, and upskilling opportunities through workshops and online courses. Based on the memorandum of understanding, we will provide our ICT Solutions, including DaaS 360 and ICT services, and conduct technical training sessions for these solutions over a period of 2 years, or unless earlier terminated by either party. This will support the Business Digitalisation Initiative which aims to accelerate digital adoption by providing financial support, advisory and digital maturity assessment.

As at the LPD, we have also been granted Partner by Sangfor Technologies (Hong Kong) Limited; HP Amplify Power Partner by HP Inc.; Platinum and Gold Partner by Dell Technologies Inc.; Silver Solution Provider by Hewlett-Packard Enterprise; Cloud and Service Provider by Veeam Software Inc.; Business Partner by Acer Inc.; Authorised Reseller by Fortinet, Inc.; Appointed Reseller by Lenovo Group Limited; Commercial Partner by ASUStek Computer Inc.; and Solutions Partner by Microsoft Corporation. All of these recognitions are provided by the Principals based on amongst others, the sales volume of their ICT hardware and software sold to us and/or the number of personnel trained by the respective Principals.

7.2.2 Key milestones and awards

The table below sets out our key milestones since the incorporation of our Group:

Year	Key Milestones / Achievements
2001	• ICT Zone was incorporated
2003	• ICT Zone commenced business in the trading of ICT hardware and software, and short-term rental of ICT Solutions to private corporations and retail customers
2004	• ICT Zone began securing sales from Starza, who was then a Channel Partner
2009	• We were recognised as Appointed Reseller by Hewlett-Packard (M) Sdn Bhd (whose business is presently under HP Inc.)
2010	• We ventured into long-term rental of ICT Solutions and introduced EzRental • ICT Zone Ventures was incorporated • ICT Zone Ventures signed strategic partnership agreements with Starza and Juricco to become our Strategic Partners
2011	• We launched Interest Scheme 1 • ICT Zone Ventures signed a strategic partnership agreement with Haynik to become our Strategic Partner
2012	• We converted Interest Scheme 1 from a conventional interest scheme to Shariah-compliant interest scheme • We were recognised as Appointed Reseller by Microsoft Corporation
2013	• We ventured into leasing of ICT hardware and software and introduced i-leasing after ICT Zone Ventures was registered with Bank Negara Malaysia to offer leasing and factoring services under Section 21(1) of the Banking and Financial Institution Act 1989. Such registration is no longer required pursuant to the repeal of the Banking and Financial Institution Act 1989 by the Financial Services Act 2013 in the same year.
2014	• We launched Interest Scheme 2 • We were recognised as Appointed Reseller by Dell Technologies Inc.
2015	• We were recognised as Appointed Reseller by Lenovo Group Limited
2019	• ICT Zone Asia was formed • Acquisitions of ICT Zone, ICT Zone Ventures and Techfin Capital • ICT Zone Ventures signed a strategic partnership agreement with vPROT MSP Sdn Bhd to become our Strategic Partner
2020	• We were listed on the LEAP Market • We launched our e-commerce platform, www.komputermurah.my
2021	• ICT Zone Holding acquired HaaS, and ventured into the cloud solutions and services segment • We began to offer DaaS 360

7. BUSINESS OVERVIEW *(cont'd)*

Year	Key Milestones / Achievements
2022	• We were recognised as Appointed Reseller by ASUStek Computer Inc.
2023	• We attained the ISO 140001:2015 certification • DaaS 360 was certified with the MyHIJAU mark • We were recognised as Appointed Reseller by Veeam Software Inc. • We were recognised as Appointed Reseller by Acer Inc.
2024	• We extended our range of value-added services to include CNCS • We were recognised as Appointed Reseller by Fortinet, Inc. • We were recognised as Appointed Reseller by Hewlett-Packard Enterprise
2025	• We were recognised as Appointed Reseller by Sangfor Technologies (Hong Kong) Limited

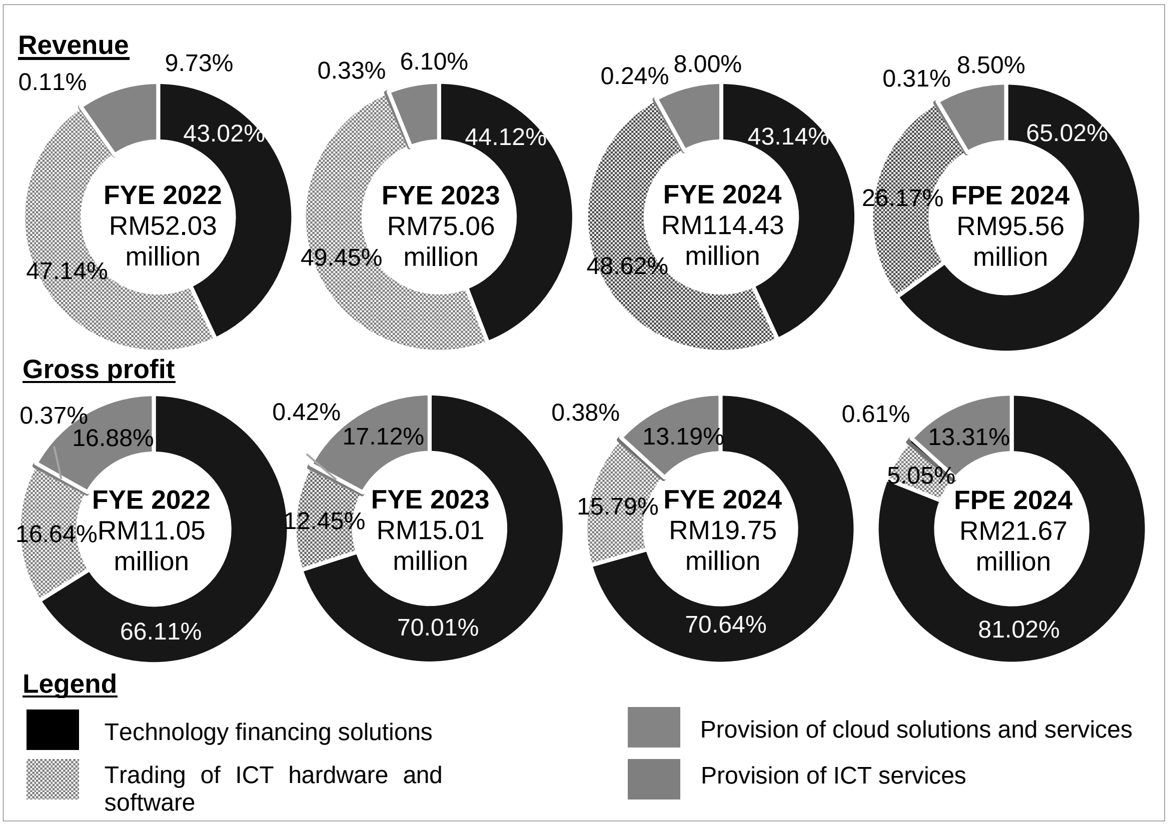
We have also obtained the following awards and recognitions during the Financial Years/Period Under Review and up to the LPD:

Awards / Recognitions	Awarding Party	Year
Amplify Impact 5-Star Partner	HP Inc.	2025
Sin Chew Business Excellence Awards 2024 – ESG Excellence Awards Category	Sin Chew Daily	2024
USD1 Million Dollar Achiever Award	HP PPS Sales Sdn Bhd	2024
Top DAAS Partner in FY24	HP PPS Sales Sdn Bhd	2024
PIKOM Digital Excellence Award in ESG	PIKOM	2024
Amplify Impact 4-Star Partner	HP Inc.	2024
Rated as "Committed" in the Sustainability Assessment	EcoVadis	2024
Top Solutions Partner - Client Solutions (Public Sectors)	Dell Technologies Inc.	2024
Greater Asia FY23 Partner of the Year - Emerging Amplify Impact Partner	HP Inc.	2024
Top REL Champion	Lenovo Group Limited	2023
FY 2023 Top Revenue Contributor	Dell Technologies Inc. and M-Link System (M) Sdn Bhd	2023
EY Entrepreneur Of The Year - Top Nominee 2023 (Technology Entrepreneur Category): Lim Kok Kwang in recognition of his leadership in ICT Zone Asia	Ernst & Young	2023
Amplify Impact Catalyst 4-Star Partner	HP Development Company, L.P.	2023
HP Amplify Impact HP Partner Program – Global Emerging Sustainability Leader Award	HP Inc.	2023
HPE Partner Summit 2023 – FY22 Top Growth Service Provider Award	Hewlett-Packard Enterprise	2023
2022 HP Amplify Impact Sustainability Business Award	HP Inc.	2023
Top DAAS Partner in FY23	HP Inc.	2023
HP Proactive Insights and Subscription Services Revenue Partner in Greater Asia	Hewlett-Packard Asia Pacific Pte Ltd	2022/2023
HP PC Managed Services Partner 2022	HP PPS Sales Sdn Bhd	2022
HP Top Device-as-a-Service (DAAS) Performing Partner in FY22	HP Inc.	2022
USD3 Million Dollar Achiever Award	HP PPS Sales Sdn Bhd	2023, 2022, 2021

7.3 Principal Business Activities, Products and Services and Revenue Models

The following diagram is a summary of our Group's business segments:

Principal activities	Revenue model	Products/services	Principal markets	Customer
Technology financing solutions	• Leasing and rental fee	• ICT hardware • ICT software • ICT services	• Malaysia	• Channel Partners and Strategic Partners • Private and public corporations • Government-linked corporations and agencies • Retail customers
Trading of ICT hardware and software	• Transaction-based revenue	• ICT hardware • ICT software		
Provision of ICT services	• Service fee	• ICT services • Refurbishment services		
Provision of cloud solutions and services	• Cloud solution fee • Cloud platform rental fee • Trading revenue • Service fee • Training fee	• PaaS • IaaS • ICT services	• Malaysia • Singapore • Bangladesh • Indonesia	



The principal activity of ICT Zone Asia is the investment holding of subsidiaries involved in the following business segments:

(i) Technology financing solutions

Technology financing solutions refer to a combination of technology solutions to provide ICT Solutions, and financing solutions to provide customers with access to these ICT Solutions over an agreed duration. These ICT Solutions include ICT hardware such as computers, laptops, printers, projectors and related peripheral devices, and ICT software such as operating systems, antivirus and other computer security software, and application software. Value-added ICT services to support the use of ICT hardware and software are typically offered alongside these technology financing solutions.

Traditionally, ICT distributors/resellers' primary function is to distribute ICT Solutions outright but their involvement usually ends at the point of sale, while financial service providers strictly specialise in providing financial solutions to facilitate the purchase of ICT Solutions. In contrast, technology financing solutions refer to a combination of ICT Solutions and financing solutions to provide customers with access to ICT Solutions on a lease or rental basis, thereby spreading customers' cost over time, whilst giving customers the peace of mind as such ICT Solutions include maintenance services. Essentially, technology financing solutions:

(a) provide alternative means for customers to use and manage their ICT hardware and software so that:

- end-users need not incur capital expenditure to acquire and own the ICT hardware and software;
- end-users need not seek monetary financing services and separately source and procure their ICT hardware and software. Effectively, this minimises the need for end-users to manage multiple orders or contracts with ICT Solutions providers and financing solution providers;
- end-users need not negotiate pricing and other terms directly with the Principals. As we are Appointed Resellers of brands such as Acer, ASUS, Microsoft, HP, Dell and Lenovo, we can negotiate directly with the Principals to procure the necessary ICT hardware and software at better pricing and terms;
- end-users, who may lack relevant competencies in the ICT domain, can avoid unnecessary spending on redundant ICT Solutions;
- end-users can upgrade their ICT hardware which are near the end of its lifespan or which are not relevant to the latest technological trends, without having to incur capital expenditure to acquire new ICT hardware;

(b) provide value-added ICT services to manage the ICT services so that end-users need not incur costs to employ a team of IT personnel to manage the ICT hardware.

Thus, with technology financing, customers can liaise with a single vendor for the abovementioned services as opposed to navigating between multiple vendors.

Our Group provides customers with various alternative means to use and manage their ICT Solutions, including:

Type of technology financing	**Leasing**	**Rental**	
Product branding	**i-leasing**	**EzRental**	**DaaS 360**
Service offered	Leasing services	Short-term and long-term rental	Long-term rental
Type of value-added ICT services offered	Nil	Managed services to provide maintenance and technical support services	• Managed services to provide maintenance and technical support services • Proactive and analytical services for devices • Security management • Data backup and device recovery services • CNCS
ICT hardware and software	New ICT hardware and software	New and refurbished ICT hardware, and ICT software	
Typical order/contract period	3 to 5 years	Short-term (Less than 6 months) Long-term (6 months to 5 years)	3 to 5 years

(a) Leasing

i-leasing

We carry out the leasing of new ICT hardware and software under the i-leasing brand, on an operating lease basis. These services are carried out without any provision of ICT services to end-users. The typical tenure of these orders or contracts is between 3 to 5 years though there are some instances where the tenure is less than 3 years. There are also instances where our customers may extend the tenure of the lease.

We receive a monthly leasing fee from our customers for ICT hardware and software provided on a leasing model.

At the end of the tenure, our customers will be provided the option to purchase the ICT hardware and software at a price to be determined by our Group. The net book value, market price and condition of the ICT hardware will be taken into consideration when determining the price of the ICT hardware and software.

(b) Rental

EzRental

We provide both short-term rental and long-term rental of new and refurbished ICT hardware and software under EzRental. The order or contract tenure is adaptable to varying time frames, accommodating both short-term durations (less than 6 months) and long-term durations (between 6 months and up to 5 years).

EzRental is typically offered with value-added ICT services such as managed services to provide maintenance and technical support services.

We charge a rental fee for ICT hardware and software, which includes the provision of ICT services to end-users.

At the end of the tenure, our customers will be provided the option to purchase the ICT hardware and software at a price to be determined by our Group. The net book value, market price and condition of the ICT hardware will be taken into consideration when determining the price of the ICT hardware and software.

DaaS 360

DaaS 360 is a form of rental solution which refers to the rental of new and refurbished ICT hardware and software on a long-term basis and the provision of ICT services throughout the tenure of the rental.

We provide long-term rental under DaaS 360. The typical tenure of these orders or contracts ranges from 3 to 5 years, though there are some instances where the tenure is less than 3 years.

We also offer an extended range of value-added ICT services including proactive and analytical services for devices, managed services to provide maintenance and technical support services, data backup and device recovery services, security management and CNCS. At the end of the tenure, our customers will be provided the option to purchase the ICT hardware and software at a price to be determined by our Group. The net book value, market price and condition of the ICT hardware will be taken into consideration when determining the price of the ICT hardware and software.

Our Group served 144, 179, 372 and 510 orders and contracts under i-leasing for the FYE 2022, FYE 2023, FYE 2024 and FPE 2024, respectively.

Meanwhile, we also served 269, 295, 343 and 408 orders and contracts under EzRental and DaaS 360 for the FYE 2022, FYE 2023, FYE 2024 and FPE 2024, respectively. Of these orders and contracts, we served 206, 231, 277 and 337 customers under EzRental and 63, 64, 66 and 71 customers under DaaS 360 for the FYE 2022, FYE 2023, FYE 2024 and FPE 2024, respectively.

(ii) Trading of ICT hardware and software

In addition to our technology financing solutions, our Group engages in the trading of new and refurbished ICT hardware as well as ICT software. We may sell to Channel Partners and Strategic Partners, or directly to private and public corporations and Government-linked corporations and agencies, or to retail customers through our proprietary e-commerce platform, www.komputermurah.my.

The product warranty for newly procured ICT hardware and software are provided by the Principals. For refurbished ICT hardware, we provide a warranty period of between 1-month and 1-year.

We record sales from the trading of ICT hardware and software. These sales are transaction-based in nature and typically do not include ICT maintenance and technical support services.

(iii) Provision of ICT services

We provide ICT services which includes:

(a) managed services to provide maintenance and technical support services;

(b) proactive and analytical services for devices;

(c) data backup and device recovery services;

(d) security management;

(e) CNCS; and

(f) refurbishment services, whereby we refurbish used ICT hardware.

Our Group charges service fees for providing ICT services.

These ICT services are provided on a standalone basis and does not include technology financing solutions.

(iv) Provision of cloud solutions and services

In addition to the above, we also offer technology financing and trading of cloud solutions and services as well as ICT services specifically related to cloud solutions and services.

The cloud solutions and services we offer include infrastructure-as-a-service (IaaS), platform-as-a-service (PaaS), and ICT services.

IaaS and PaaS can be rolled out through deployment models such as private cloud, public cloud and hybrid cloud. For private cloud deployment models, the cloud solutions may either be traded or rented to customers. In that respect, we earn from trading revenue or cloud platform rental fees. For public cloud deployment models, the cloud solutions are provided on a solution basis and charged based on a cloud solution fee. Hybrid cloud deployment models employ a hybrid of both private and public cloud deployment models.

We offer managed services to maintain and provide technical support services for IaaS and PaaS deployed through all 3 deployment models. We charge a service fee for the provision of these managed services.

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A summary of the deployment models offered for the IaaS and PaaS are detailed below:

Deployment model	Private cloud	Public cloud	Hybrid cloud
Business model	Applications are hosted on a private cloud infrastructure dedicated to a specific corporation or Government agency	Applications are hosted on a shared cloud infrastructure and may be used by the general public. The shared cloud infrastructure is placed at the data centres' premises	Applications are hosted on a composition of 2 cloud infrastructures (whether private or public cloud) that remain as unique entities but are bound by standardised or proprietary technology that enables data and application portability
Revenue model	• Cloud platform rental fee • Cloud solution fee • Trading revenue • Service fee	• Cloud solution fee • Service fee	• Trading revenue • Cloud platform rental fee • Cloud solution fee • Service fee

Further, we also provide ICT services comprising:

(a) ICT consultancy services, which refer to proposing suitable cloud solutions and services. We can offer a wide range of cloud solutions as we are Appointed Resellers of brands such as Veeam, Hewlett-Packard Enterprise and Fortinet, Inc.;

(b) ICT implementation services, which refer to the implementation of cloud solutions and services, and migration of customers' existing software applications and data from on-premises infrastructure (where servers are owned and managed by our customers) to cloud-based infrastructure;

(c) Cloud infrastructure lifecycle management, which refers to the management of IaaS and PaaS for our customers; and

(d) Hard disk sanitisation, which refers to the permanent data removal of the ICT hardware.

We charge a service fee for providing these ICT services.

We are also a HRDC certified company to provide technical training sessions particularly on cloud solutions for Microsoft Corporation and Cisco Systems Inc. We charge a training fee to conduct these sessions. The number of technical training sessions and revenue generated from these sessions during the Financial Years/Period Under Review are as follows:

	FYE 2022	FYE 2023	FYE 2024	FPE 2024
Number of training sessions	6	29	23	1
Revenue generated (RM)	52,106	326,557	321,414	9,800

Our Group served 53, 71, 71 and 51 cloud solution and service orders and contracts for the FYE 2022, FYE 2023, FYE 2024 and FPE 2024, respectively.

7.4 Principal Place of Business

The details of the headquarters and operating facilities of our Group are as follows:

Locations	Description	Main functions	Approximate built-up area (sq ft)
Rented			
H-G, Jalan Ampang Putra, Excella Business Park, Taman Ampang Hilir, 55100 Kuala Lumpur	Ground floor of a 6-storey office building	Headquarters and administrative office	2,626
C-G, Jalan Ampang Putra, Excella Business Park, Taman Ampang Hilir, 55100 Kuala Lumpur	Ground floor of a 9-storey office building	Sales office	3,045
E-G, Jalan Ampang Putra, Excella Business Park, Taman Ampang Hilir, 68000 Ampang, Selangor	Ground floor of a 6-storey office	Operations office and general storage	2,012
Unit 23-5, Menara Oval Damansara, No. 685, Jalan Damansara, TTDI, 60000 Kuala Lumpur	A unit on the 23rd floor of a 34-storey office building	Sales and operations office	1,582
Unit 23-6, Menara Oval Damansara, No. 685, Jalan Damansara, TTDI, 60000 Kuala Lumpur	A unit on the 23rd floor of a 34-storey office building	Sales and operations office	1,561

7.5 Principal Market

Our Group's revenue from the technology financing solutions, trading of ICT hardware and software, ICT services, cloud solutions and services are derived solely from Malaysia.

Notwithstanding the above, our provision of cloud solutions and services segment has also generated revenue from other countries including Singapore, Bangladesh, Indonesia, Taiwan and Canada during the Financial Years/Period Under Review.

The breakdown of our Group's revenue segmentation by geographical location is as follows:

Country	FYE 2022		FYE 2023		FYE 2024		FPE 2024	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Malaysia	52,003	99.94	75,008	99.93	114,389	99.97	94,481	98.87
Singapore	9	0.02	50	0.07	39	0.03	-	-
Bangladesh	13	0.03	-	-	-	-	-	-
Indonesia	8	0.01	-	-	-	-	(1)	(2)
Taiwan	-	-	-	-	-	-	1,068	1.12
Canada	-	-	-	-	-	-	12	0.01
Total	**52,033**	**100.00**	**75,058**	**100.00**	**114,428**	**100.00**	**95,561**	**100.00**

Notes:

(1) Less than RM1,000.

(2) Less than 0.01%.

7.6 Significant Products/Services Introduced

Other than our business activities as stated in Section 7.3 above, we have not introduced any other significant products/services as at the LPD.

7.7 Competitive Strengths

We believe that the following competitive strengths underpin our successes and prospects:

(i) We offer a comprehensive range of ICT Solutions

We offer a comprehensive range of ICT Solutions with various business models, including leasing, rental or on a solution basis as is done through cloud solutions and services. We also provide our customers with a diverse range of ICT hardware, software and cloud subscriptions sourced from various Principals and Principal's Distributors. We believe this provides our customers with the following benefits:

(a) **We provide customers with the option to lease, rent or purchase of ICT Solutions on an outright basis**

We do not only offer our customers the option of purchasing ICT Solutions on an outright sale basis. They may also rent or lease these ICT Solutions from us based on their budget and needs, which will lower their upfront capital investment. Medium to large corporations and Government agencies typically have more than 500 employees. As such, the capital investment for ICT Solutions for all of its employees can amount to a large sum. For illustrative purposes, a company would have to invest at least RM1.50 million on ICT Solutions for 500 employees, assuming a budget of RM3,000 per employee.

Further, corporations and Government agencies can upgrade their ICT hardware which are near the end of its lifespan or which are no longer relevant to the latest technological trends, without having to incur capital expenditure to acquire new ICT hardware.

Apart from the above, customers of our cloud solutions and services can also opt to lease or rent the ICT hardware and software required in their private or hybrid cloud infrastructure in order to lower their upfront capital investment.

(b) **We provide convenience to customers from dealing with a single solution provider**

Customers need not seek separate solution providers to obtain monetary financing services and source and procure their ICT Solutions. Effectively, this minimises the need for customers to manage multiple orders and contracts with ICT Solutions providers and/or financing solution providers.

In addition, customers can procure a range of ICT Solutions from us, as opposed to sourcing from separate vendors. We offer our customers the benefit of convenience, particularly in handling orders, delivery, integration of these ICT Solutions.

In addition, as we can bundle value-added ICT services with our technology financing solutions, our customers need not obtain services from separate vendors to provide services such as maintenance, technical support services, proactive and analytical services, data backup and recovery, and security management.

(c) **We can source suitable ICT Solutions that meet customers' needs and business size**

We can consult our customers and provide ICT Solutions which are ideal for their needs and business size, while taking into account their budget. This not only includes sourcing or renting or leasing suitable types of brands and types of ICT hardware and ICT software either through Principals or third-party service providers and leasing companies for customers of our technology financing and trading segments but also for the setting up of cloud solutions and services for our customers. As such, customers lacking relevant competencies in the ICT domain can avoid unnecessary spending on redundant ICT Solutions.

(d) **We provide customers with access to expertise in sourcing and managing ICT Solutions**

We also provide value-added ICT services so that end-users need not incur costs to employ a team of IT personnel to manage the ICT Solutions. Such ICT services reduce the burden on corporations and Government agencies to constantly procure new ICT Solutions, manage security, backup data, replace or upgrade ICT Solutions as well as perform maintenance and troubleshooting to ensure the ICT hardware remains functional.

(ii) We have an established network of Principals and Principals' Distributors

We work with multiple Principals and their Distributors, and thus we are not tied to a particular brand. Our ability to access a wide range of ICT hardware and software from numerous brands has allowed us to cater to a diverse range of requirements based on factors such as customers' preference for brands, needs and budget. As such, we are able to meet our customers' demands with the necessary ICT hardware and software depending on their requirements and preferences to brands.

We have been sourcing sizable volumes of ICT hardware and software from Principals who are highly reputable in the global ICT market. As a result, we have been recognised as an Appointed Reseller of brands such as Sangfor, Acer, Fortinet, ASUS, Microsoft, HP, Dell, Veeam and Lenovo.

These recognitions enable us to negotiate pricing and terms with these Principals directly. This could in turn lead to us being able to offer ICT Solutions at better pricing and terms. In addition, our close working relationship with these Principals provides us with insights into the latest ICT trends and thus, facilitates us in meeting market demand.

(iii) Our management and operations team have the technical expertise and experience to provide ICT Solutions and secure financing to facilitate our technology financing solutions

We have been operating our business for over 20 years, and we are led by an experienced and committed Board and key senior management team. Our key senior management team has extensive experience across a broad spectrum of business activities, from operations to finance to sales and marketing. Their experience, drive and passion for our business have been instrumental to our Group's vision and growth strategies.

Further, our key senior management team is supported by a strong operations team. As at the LPD, we have 22 personnel in the operations department, of which 13 are technical personnel responsible for carrying out the configuration or implementation and testing of our ICT Solutions as well as ICT services.

Our management and operations team's technical know-how and experience in providing ICT Solutions have been accumulated since the commencement of our business in 2003. We have thus gained understanding on the ICT needs and requirements of our existing and prospective customers comprising private and public corporations as well as Government-linked corporations and agencies. This has allowed us to propose suitable leasing and rental packages for prospective customers, as can be seen through our ability to grow the number of orders and contracts secured for technology financing solutions in the past.

Our understanding of the ICT needs and requirements of our existing and prospective customers also enables us to propose suitable types of ICT hardware, ICT software and cloud solutions and services that meet their brand preferences, needs and budget. In addition, we can also anticipate any other ICT services required and can thus respond to our customers' needs promptly.

Over the years, we have also built a network of stakeholders in the ICT industry, including Principals, Principals' Distributors, Channel Partners and Strategic Partners. This allows us to negotiate pricing and terms with Principals and/or Principals' Distributors, and work with our Channel Partners and Strategic Partners to develop proposals for their potential customers (who in turn are end-users) as well as gain insights into the latest industry trends and challenges and prospective customers' track records in the ICT industry. During the Financial Years/Period Under Review, we have served 137, 129, 311 and 411 orders and contracts for 67, 71, 245 and 350 end-customers through these Strategic Partners for the FYE 2022, FYE 2023, FYE 2024 and FPE 2024, respectively.

Apart from the above, we have also garnered experience in securing financing to facilitate our technology financing solution segment. Initially, we secured funding through interest schemes, where our first interest scheme was launched in 2011 through ICT Zone Ventures. We subsequently began to secure financing from financial institutions as our corporate profile was built through our listing on the LEAP Market. Our ability to secure financing from financial institutions allows us to raise more capital, to take on more orders and contracts for technology financing solutions.

Further, with our technical knowledge regarding financing, we are able to identify and assess potential risks that may arise from orders and contracts before entering them. While we are capable of undertaking orders and contracts of varying sizes, we have a credit and collection team to conduct creditworthiness assessments to ensure our customers are trustworthy and financially stable before entering into such orders and contracts. We undertake these stringent measures to manage potential risks from orders and contracts as well as assess the viability of the orders and contract.

We believe our management and operations team's technical know-how and experience have enabled us to establish our Group's track record and credentials in Malaysia. We believe our market reputation will support our Group's future growth and expansion plans, thus ensuring our continued sustainability.

(iv) We are well-positioned to capture the opportunities present in the technology financing industry

According to the IMR report by PROVIDENCE, the ICT hardware and software industry size in Malaysia is forecast to grow at a CAGR of 4.8%, while the ICT services industry size is forecast to grow at a CAGR of 5.7% between 2025 and 2027.

This growth is expected to be driven by new technological evolutions and industry trends, growing digitalisation, Government initiatives to drive digitalisation, benefits of ICT solutions as it reduces upfront investments, and the growing number of companies in the country.

Some of the recent technological trends include the emergence of NPUs and their usage in personal computers as main processors as opposed to CPUs. NPUs are specialised ICT hardware components designed to handle AI-related tasks efficiently. This will revolutionise personal computers as NPUs can accelerate the use of operating systems that can perform AI-related tasks while consuming less energy, contributing to longer battery life, faster execution and enhanced user experience.

In particular, Microsoft Corporation's latest operating system, Windows 11, is built with Copilot. Copilot is an AI-powered productivity tool that has an AI-powered chat assistant function to answer questions, assist with research, provide summaries of articles, books or events, and can integrate with other Microsoft applications such as Word, Excel, PowerPoint, Outlook and Teams to enhance productivity and efficiency.

As Microsoft Corporation's operating systems are the most commonly used in personal computers today, the shift towards Windows 11 will eventually encourage the adoption of NPUs in personal computers. This shift would consequently result in corporations and Government agencies upgrading their ICT hardware and software, which would create demand for ICT Solutions.

We have already secured our first order to rent personal computers with NPUs that are AI-enabled since June 2024.

Another recent industry trend includes the increased awareness and focus on environmental, social and governance as well as sustainability practices. In particular, Bursa Securities has required public listed companies on the ACE and Main Market to comply with their enhanced sustainability reporting requirements in order to encourage environmental sustainability and enhance their corporate sustainability reporting practices amongst public listed companies.

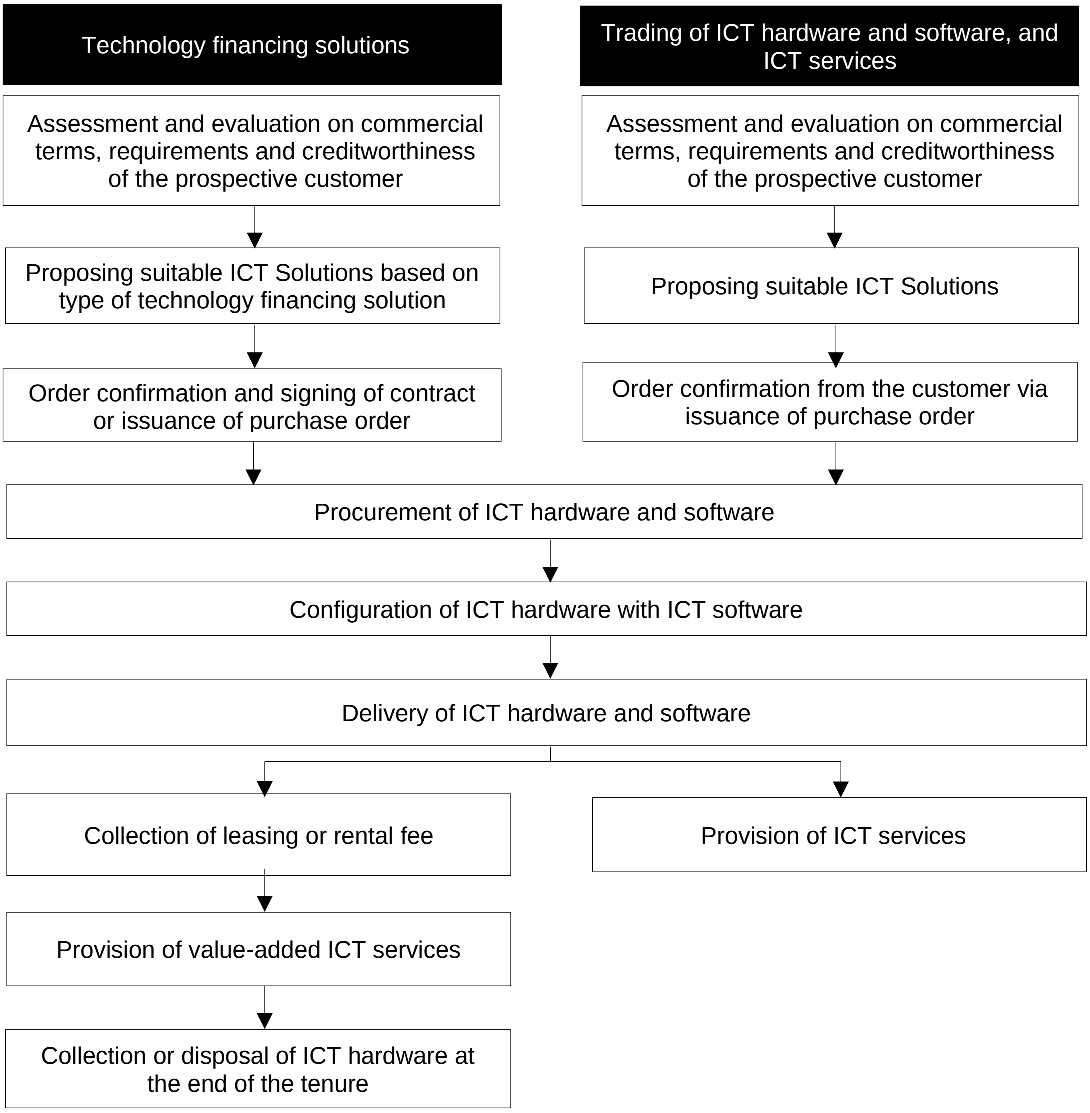
As our Group offers CNCS as a value-added ICT service to complement our technology financing solution segment, and as an ICT service, we support our customers in achieving their environmental goals. CNCS enables our customers to retire greenhouse gas emissions produced from the ICT hardware they have leased or rented from us by purchasing carbon credits.

Further, our DaaS 360 has also been awarded the MyHIJAU Mark from the MGTC, which denotes that we comply with global environmental standards. We have also attained the ISO 14001:2015 certification, which denotes that we have a comprehensive framework to enhance our environmental management system and integrate sustainability into our business practices. This includes offering ICT Solutions that are designed to be durable, recyclable, and reusable. Thus, we are able to tap into the opportunities arising from the increased awareness and focus on environmental, social and governance as well as sustainability practices.

As an ICT Solutions provider, our Group is well-positioned to capitalise and leverage on the outlook and growth opportunities.

7.8 Operational Process Flow

7.8.1 Technology financing solutions and trading of ICT hardware and software, and ICT services



(i) Processes for technology financing solutions prior to order confirmation and signing of contract or issuance of purchase order

(a) **Assessment and evaluation on commercial terms, requirements and creditworthiness of the prospective customer**

Upon receipt of a tender document or request to provide a quotation from a prospective customer, we will conduct an assessment and evaluation on the commercial terms given by the prospective customer as well as our customer's requirements in terms of type of ICT Solutions required to ensure we are able to meet such needs. We will also understand the suitable type of technology financing solution required, be it leasing (under i-leasing) or rental (under EzRental or DaaS 360).

At the same time, we will carry out a creditworthiness assessment on the prospective customer. This will involve an assessment on the prospective customers' background on its shareholders and directors, and financials. We will submit our proposal or tender if we are satisfied that the prospective customers appear to be financially reliable and capable of fulfilling their payment obligations after we have conducted the assessment on them. The prospective customers may be deemed financially reliable and capable of fulfilling their payment obligations should they have consistent profitability and positive cashflow, and shareholders and directors with no track record of financial mismanagement or fraud or bad reputation, amongst others.

(b) **Proposing suitable ICT Solutions based on type of technology financing solution**

We will then prepare and submit a proposal detailing the rental or leasing fee, tenure and ICT Solutions provided. Some of the key terms stipulated in our tender document or proposal include, amongst others, order or contract value, scope of work (including value-added ICT services, if any), tenure and payment terms. Our purchasing team will provide the estimated cost for sourcing of relevant ICT hardware and software to our sales team for their preparation of the tender document or proposal.

(c) **Order confirmation and signing of contract or issuance of purchase order**

The prospective customer will evaluate the proposal or tender and if we are awarded, our appointment will be formally confirmed with the signing of a contract with our customer or issuance of a purchase order.

(ii) Processes for trading of ICT hardware and software, and ICT services prior to order confirmation and issuance of purchase order

(a) Assessment and evaluation on commercial terms, requirements and creditworthiness of the prospective customer

Upon receipt of a request for quotation from a prospective customer, we will conduct an assessment and evaluation on the commercial terms given by the prospective customer as well as our customer's requirements in terms of ICT Solutions to ensure we are able to meet such needs.

At the same time, we will carry out a creditworthiness assessment on the prospective customer. This will involve an assessment on the prospective customers' background on its shareholders and directors, and financials. We will submit our proposal or tender if we are satisfied that the prospective customers appear to be financially reliable and capable of fulfilling their payment obligations after we have conducted the assessment on them.

(b) Proposing suitable ICT Solutions

We will then prepare and submit a proposal detailing the quotation and ICT Solutions provided. Some of the key terms stipulated in our tender document or proposal include, amongst others, type of ICT Solutions provided, cost of the ICT Solutions and payment terms.

(c) Order confirmation from our customer via issuance of a purchase order

The prospective customer will evaluate the proposal and if the order is confirmed, the order will be formally confirmed through the issuance of a purchase order.

(iii) Procurement of ICT hardware and software

Upon receiving the order confirmation from our customer, we will prepare the required ICT hardware and software:

(a) Should our customer require new ICT hardware, our purchasing personnel will begin procuring the required ICT hardware (such as computers and laptops) and ICT software (such as operating systems and/or application software).

We acknowledge the importance of providing quality ICT Solutions to customers. We source reputable brands of ICT hardware and software. The brand owners of these reputable ICT Solutions, namely the Principals, generally undertake the necessary QA/QC procedures to maintain their market reputation and are responsible for providing warranties for any defects relating to their ICT hardware;

(b) Should our customer require refurbished ICT hardware, we will first inspect the refurbished ICT hardware kept at our inventory to ensure that there are no damages and all peripherals such as mouse, keyboard, memory card and hard disk are available. We will then conduct a diagnostic test on the ICT hardware components (such as the CPU or random-access memory) to ensure they are functioning properly. Should there be any faulty components, we will perform repairs or replacements.

If a data erasure software was not used at the point of receiving the ICT hardware from the previous customer (wherein an auditable and digitally signed certificate is provided as proof that the ICT hardware's data has been erased), we will check the ICT hardware and ensure all existing data stored is erased.

(iv) Configuration of ICT hardware with ICT software

Our operations personnel will then configure the ICT hardware with ICT software according to our customers' requirements. At this stage, we also install an asset tagging and management system (to enable traceability of the ICT hardware for all technology financing solution customers), a device performance analysis software (to enable proactive identification of device issues) and/or security solutions (to protect against potential threats). The configuration and installation process may take approximately 2 to 4 weeks, depending on the complexity and quantity of ICT hardware required by customers.

(v) Delivery of ICT hardware and software

We will then deliver the ICT hardware and software to specified customers' premises.

A UAT is then conducted and witnessed by our customer, which involves testing out different functions, procedures, performance and scenarios to ensure that the ICT Solution is functional and is ready for deployment. We may monitor the performance and functions of the solution using a device performance analysis software to ensure it works according to our customers' requirements. Any errors that occur will be rectified to the satisfaction of our customer. Upon customers' approval, they will then sign off the UAT.

Our Principals provide warranty for new ICT hardware sold on an outright basis while our Group provides warranty for refurbished ICT hardware sold on an outright basis. The warranty period provided for new ICT hardware varies according to the Principals. Meanwhile, the warranty period for refurbished ICT hardware sold on an outright basis range between 1 month and 1 year and the cost of the warranty will vary according to the duration of the warranty period.

For the Financial Years/Period Under Review, there has been 39, 38, 56 and 110 warranty claims for our ICT hardware, respectively.

All of our ICT hardware leased or rented are also insured, whereby we can claim for accidental damage or lost ICT hardware subject to the terms under the insurance policy.

(vi) Processes for technology financing solutions post the delivery of the ICT hardware and software

(a) Collection of leasing, rental or service fee

Customers of our technology financing solutions will be required to pay a leasing or rental fee on a monthly basis. Our credit and collection personnel will send reminders to our customers on a daily basis once payment is due.

(b) Provision of value-added ICT services

For ICT hardware and software rented under our EzRental and DaaS 360, we will maintain the ICT hardware and update the ICT software, replace and/or repair the said ICT hardware or reconfigure the said ICT software for our customer should there be any damages or technical issues. Any replacements of new ICT hardware will be covered under our warranty with our Principals, and this warranty period is based on the rental order or contract duration.

If required, we will also provide other value-added ICT services including proactive and analytical services for devices, data backup and device recovery services, security management and CNCS. After the provision of each service, we will issue a report to our customer.

The response time from our team to provide technical support services is as per the service level agreement relating to the order or contract, which is usually within the next business day from our customer's call or notification. Proactive and analytical services, data backup and device recovery services and security management are provided on a continuous basis.

(c) Collection of ICT hardware at the end of the tenure

For technology financing orders and contracts secured through Channel Partners or Strategic Partners, these Channel Partners or Strategic Partners will collect the ICT hardware from the end-user and return them to our office. For technology financing orders and contracts secured directly with end-users, our operations team will collect the ICT hardware from them.

We will assess the condition of the ICT hardware upon receiving them. Should there be missing components or should the ICT hardware be damaged, we will charge our customer for the replacement of the component or repair of the ICT hardware.

If required, we will use a data erasure software to perform hard disk sanitsation and the auditable and digitally signed certificate is provided to our customer as proof that the data in ICT hardware has been erased. Otherwise, we will still ensure all data is removed from the ICT hardware without providing the auditable and digitally signed certificate to our customer.

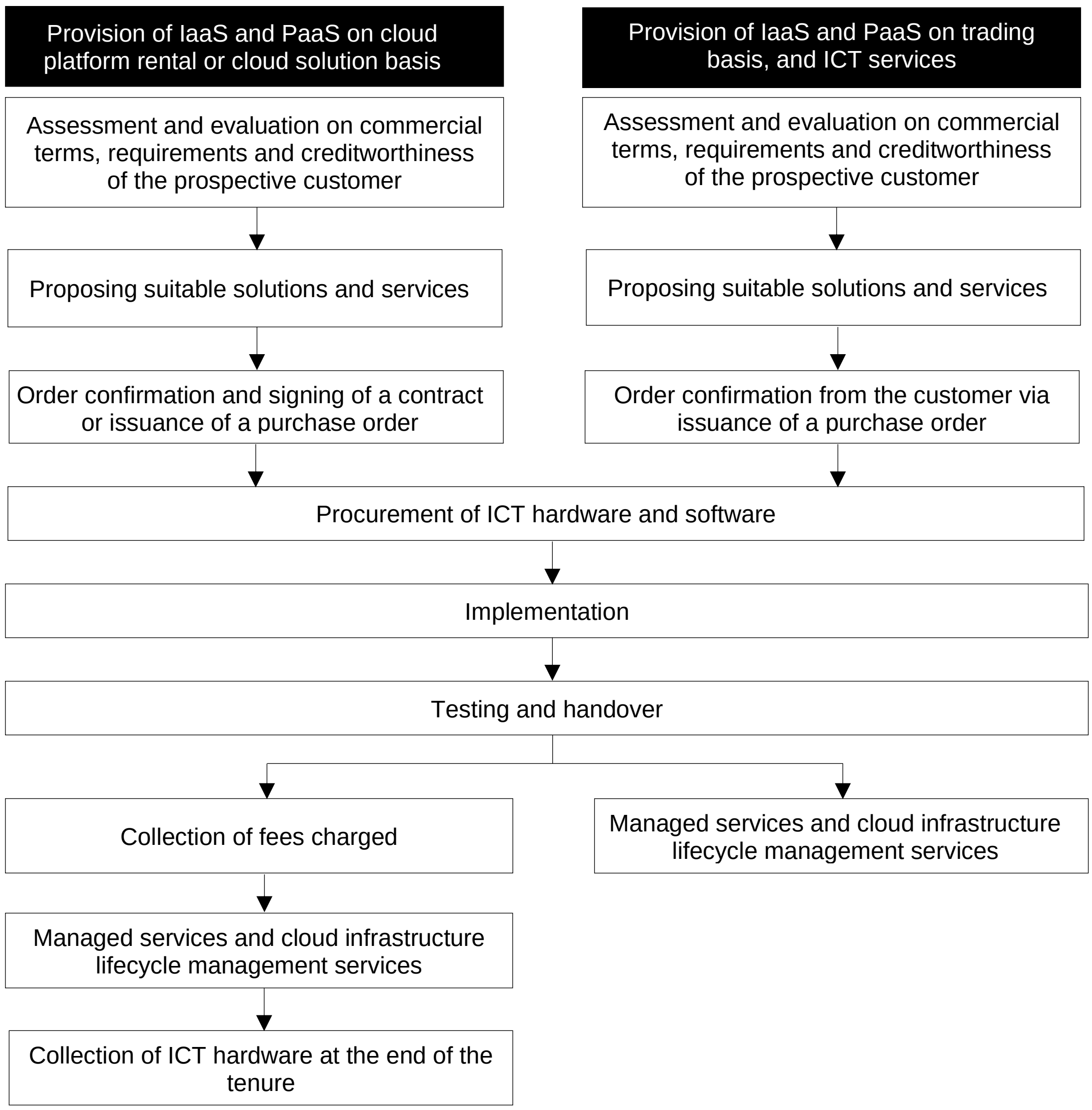
(vii) Provision of ICT services

If required, we will maintain the ICT hardware and update the ICT software, replace and/or repair the said ICT hardware or reconfigure the said ICT software for our customer should there be any damages or technical issues. Any replacements of new ICT hardware will be covered under our warranty with our Principals.

If required, we will also provide other value-added ICT services including proactive and analytical services for devices, data backup and device recovery services, security management and CNCS. After the provision of each service, we will issue a report to our customer.

The response time from our team to provide technical support services is as per the service level agreement relating to the orders and contract, which is usually within the next business day from our customer's call or notification. Proactive and analytical services, data backup and device recovery services and security management are provided on a continuous basis.

7.8.2 Provision of cloud solutions and services



(i) Processes for IaaS and PaaS on a rental or solution basis prior to order confirmation and signing of contract or issuance of purchase order

(a) Assessment and evaluation on commercial terms, requirements and creditworthiness of the prospective customer

Upon receipt of a request for quotation or tender invitation from a prospective customer, we will conduct an assessment and evaluation on the commercial terms given by the prospective customer as well as requirements of our customer in terms of ICT Solutions to ensure that we are able to meet such needs. This will be done by understanding our customer's brand preferences, needs and budget, assessing their current ICT infrastructure and evaluating for areas of improvement. Based on these factors, we can determine the suitable cloud solutions and services to propose to the prospective customer.

At the same time, we will carry out a creditworthiness assessment on the prospective customer. This will involve an assessment on the prospective customers' background on its shareholders and directors, and financials. We will submit our proposal or tender if we are satisfied that the prospective customers appear to be financially reliable and capable of fulfilling their payment obligations after we have conducted the assessment on them. The prospective customers may be deemed financially reliable and capable of fulfilling their payment obligations should they have consistent profitability and positive cashflow, and shareholders and directors with no track record of financial mismanagement or fraud or bad reputation, amongst others.

(b) Proposing suitable solutions and services

We will then prepare and submit a proposal detailing the suitable cloud solutions or services and deployment model based on our customer's brand preferences, needs and budget. Some of the key terms stipulated in our proposal include, amongst others, order or contract value, scope of work, tenure and payment terms.

(c) Order confirmation and signing of a contract or issuance of a purchase order

The prospective customer will evaluate the proposal and if we are awarded, our appointment will be formally confirmed upon signing of a contract with our customer or issuance of a purchase order.

(ii) Processes for IaaS and PaaS on trading basis and ICT services prior to order confirmation and issuance of purchase order

(a) Assessment and evaluation on commercial terms, requirements and creditworthiness of the prospective customer

Upon receipt of a request for quotation or tender invitation from a prospective customer, we will conduct an assessment and evaluation on the commercial terms given by the prospective customer as well as requirements of our customer in terms of ICT Solutions to ensure that we are able to meet such needs. This will be done by understanding our customer's brand preferences, needs and budget, assessing their current ICT infrastructure and evaluating for areas of improvement. Based on these factors, we can determine the suitable cloud solutions and services to propose to the prospective customer.

(b) Proposing suitable solutions and services

We will then prepare and submit a proposal or tender detailing the suitable cloud solutions or services and deployment model based on our customers' brand preferences, needs and budget. Some of the key terms stipulated in our proposal include, amongst others, order value, scope of work and payment terms.

(c) Order confirmation from the customer via issuance of a purchase order

The prospective customer will evaluate the proposal and if the order is confirmed, the order will be formally confirmed through the issuance of a purchase order.

(iii) Procurement of ICT hardware and software

Upon receiving the purchase order or contract from our customer, our project manager will examine the sales orders and proposals to ensure the accuracy of the cost, scope of works and project timeline listed in these documents.

Next, our purchasing personnel will begin procuring the required ICT hardware (such as servers, storage and/or network switches) and cloud enterprise software and guest virtual software licences (such as operating systems, firewall and databases).

(iv) Implementation

Our project manager will then oversee and/or execute the implementation of the ICT hardware with cloud enterprise software and/or guest virtual software according to our customers' requirements. The implementation process may take approximately 1 day to 3 months, depending on the complexity of our customers' requirements and the type of deployment model.

(v) Testing and handover

A UAT is conducted and witnessed by our customer, which involves testing out different functions, procedures, performance and scenarios to ensure that the cloud solution and services are functional. We will monitor the performance and functions of the cloud solution and services to ensure it works according to our customers' requirements. Any errors that occur will be rectified to the satisfaction of our customer.

(vi) Processes for IaaS and PaaS on a rental or solution basis post the handover of the cloud solution and service

(a) Collection of fees charged

Customers are required to pay a cloud platform rental fee or cloud solution fee on a monthly basis. Our credit and collection personnel will send reminders to our customers on a weekly basis once payment is due.

(b) Managed services and cloud infrastructure lifecycle management services

If required, we will maintain the IaaS or PaaS and/or repair or configure the IaaS or PaaS for our customer should there be any technical issues. Any replacements of new ICT hardware used in the IaaS or PaaS will be covered under our warranty with our Principals, and this warranty period is based on order or contract duration.

After the handover of the IaaS or PaaS, we may provide cloud infrastructure lifecycle management, if required. In providing this service, we have an operations team to troubleshoot any basic technical issues using a cloud lifecycle management software. Our operations team works 24 hours on a daily basis to resolve technical issues remotely. Our operations team also manages customers' requests to change any specifications.

Should the technical issue be unable to be resolved remotely, we will coordinate with our Principals to dispatch personnel or dispatch our own operations personnel to our customers' premises to remedy the technical issue. This ensure that there are minimal disruptions and downtime to our customers' cloud solutions and services.

(c) Collection of ICT hardware at the end of the tenure

Our operations team will collect the ICT hardware from our customers, and assess its condition upon receiving them. Should there be missing components or should the ICT hardware be damaged, we will charge our customer for the replacement of the component or repair of the ICT hardware.

If required, we also perform hard disk sanitisation which involves the permanent data removal of the ICT hardware at the end of the lifecycle using a data erasure software. An auditable and digitally signed certificate is then provided to our customer as proof that the data in the ICT hardware has been erased.

(vii) Managed services and cloud infrastructure lifecycle management services

The processes for managed services and cloud infrastructure lifecycle management services are the same as iterated in Section 7.8.2 (vi)(b) of this Prospectus.

7.9 QA/QC and Internal Control Measures

We acknowledge the importance of providing quality ICT Solutions to customers. As such, we generally undertake the following quality assurance measures:

(i) Sourcing ICT hardware, ICT software and cloud subscriptions from reputable Principals

We generally source our ICT hardware, ICT software and cloud subscriptions from reputable Principals and their Distributors. Reputable Principals generally undertake the necessary QA/QC procedures to maintain their market reputation, and they are responsible for providing warranties for any defects relating to their ICT hardware, ICT software and cloud subscriptions.

(ii) Ensure data stored in ICT hardware is erased

We generally check all ICT hardware to ensure all existing data stored is erased if a data erasure software was not used at the point of receiving the ICT hardware from the previous customer (wherein an auditable and digitally signed certificate is provided as proof that the ICT hardware's data has been erased).

(iii) Use of technological tools for tracking of ICT hardware and prevent security breaches

Further, in order to ensure quality assurance of our cloud solutions and services, we maintain our ICT hardware by installing basic security solutions such as firewall to protect against potential security breaches.

Apart from the above quality assurance measures, we also carry out the following in-process quality control procedures:

(i) Pre-delivery QA/QC procedures

We undertake inspections before the delivery of ICT Solutions to ensure the ICT hardware and software are in accordance to the specifications and quantity ordered, is supplied with a warranty by the Principal and that there is no physical damage to the ICT hardware.

(ii) Inspections and diagnostic test on refurbished ICT hardware

We will first inspect the refurbished ICT hardware kept at our inventory to ensure that there are no damages and all peripherals such as mouse, keyboard, memory card and hard disk are available. We will then conduct a diagnostic test on the ICT hardware components (such as the CPU or random-access memory) to ensure that they are functioning properly. Should there be any faulty components, we will perform repairs or replacements.

(iii) Post-delivery and installation QA/QC procedures

Save for sales to Channel Partners and Strategic Partners, we carry out a UAT together with our customers upon delivery of the ICT Solutions and our customers will then sign-off the Certificate of Acceptance.

We also perform the following internal control measures to minimise any losses incurred by our Group:

(i) Assessment and evaluation on creditworthiness of prospective customer

Prior to the submission of a proposal or tender, we carry out a creditworthiness assessment on prospective customers. This will involve an assessment on the prospective customers' background, on its shareholders and directors, and financials. This assessment allows us to understand if the prospective customer is trustworthy and financially stable before entering into an order or contract with them, and would consequently minimise potential risks of non-recoverability of trade receivables.

(ii) Use of technological tools for tracking of ICT hardware

We install an asset tagging and management system in the ICT hardware we lease or rent to customers to enable traceability of ICT hardware for our technology financing solution customers. This allows us to minimise losses of ICT hardware associated with misplaced or stolen equipment and keep track of lease or rental agreements and renewal dates.

(iii) Inspections on ICT hardware upon collecting them from customers at the end of the tenure

We will assess the condition of the ICT hardware upon receiving them at the end of the tenure. Should there be missing components or should the ICT hardware be damaged, we will charge our customer for the replacement of the component or repair of the ICT hardware.

7.10 Technology Used and To Be Used

We use the following technological tools to facilitate our operations:

No	Technological tool	Usage
1.	Device performance analysis software	We use HP Techpulse to enable proactive identification of device issues by analysing device performance and user behaviour.
2.	Asset tagging and management system	We use Sales Connection to enable traceability of ICT hardware. Sales Connection also allows for logging of incidents when they occur to enable monitoring and managing of incidents.
3.	Data erasure software	We use Securaze and Blancco for permanent removal of data from ICT hardware and produces an auditable and digitally signed certificate as proof that customers' ICT hardware's data has been 100% erased.
4.	Security solutions	We use HP Wolf Security, Sophos, Fortinet to protect our ICT hardware, network and data against potential threats.
5.	Cloud lifecycle management software	We use Cloud Assert to allow customers to manage their cloud infrastructure.

We also intend to use a remote management system to facilitate carrying out remote management services in the future, as illustrated in Section 7.26.3 of this Prospectus. This remote management system will allow for real-time monitoring of ICT hardware and will also allow us to manage, troubleshoot, and make changes to the ICT hardware remotely.

7.11 Operational Capacities and Output

Due to the nature of our business, our operational capacities and utilisation rates are not quantifiable.

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7.12 Types, Sources and Availability of Supplies

The key supplies for our business include ICT hardware, ICT software and cloud subscriptions purchased on an outright basis or on a subscription basis, as well as services carried out by third-party service providers.

ICT hardware, ICT software and cloud subscriptions are generally available from Principals and/or Principals' Distributors, though we may experience some delays in receiving ICT hardware due to a global shortage of microchips. These ICT hardware, ICT software and cloud subscriptions are the key supplies used in our business.

In addition, we engage third-party service providers to perform installation and maintenance works. We may also rent ICT hardware for our technology financing solution business and rent ICT infrastructure and data centre for our cloud solutions and services business from third-party service providers, as and when required.

The breakdown of our key supplies are as follows:

	FYE 2022		**FYE 2023**		**FYE 2024**		**FPE 2024**	
Purchases	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**
ICT hardware (1)	18,408	74.89	29,859	84.83	54,313	90.84	21,803	80.98
ICT software	3,291	13.39	2,455	6.97	2,556	4.27	2,512	9.33
Third-party services (2)	2,000	8.14	634	1.80	492	0.82	451	1.68
Cloud subscriptions	398	1.62	668	1.90	1,151	1.93	811	3.01
Rental (3)	75	0.30	926	2.63	390	0.65	340	1.26
Others (4)	407	1.66	657	1.87	889	1.49	1,007	3.74
Total purchases	**24,579**	**100.00**	**35,199**	**100.00**	**59,791**	**100.00**	**26,924**	**100.00**

Notes:

(1) Comprises laptops, desktops, printers and ICT equipment.

(2) Comprises third-party services in order to carry out delivery and installation of our ICT Solutions.

(3) Comprises rental of ICT hardware, ICT infrastructure and data center from third-party service providers.

(4) Comprises insurance, printing supplies, as well as cost of tender submissions and system management fees.

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7.13 Sales Channels and Marketing Strategies

Our customer base comprises Channel Partners, Strategic Partners, private and public corporations, Government-linked corporations and agencies as well as retail customers. The breakdown of our Group's revenue segmentation by customer base is as follows:

	Audited							
	FYE 2022		FYE 2023		FYE 2024		FPE 2024	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Strategic Partners	39,150	75.24	56,362	75.09	86,835	75.89	73,747	77.17
Channel Partners[(1)]	4,586	8.81	6,527	8.69	9,549	8.34	8,317	8.70
Private and public corporations	6,807	13.08	11,165	14.88	16,991	14.85	12,328	12.90
Government-linked corporations and agencies	144	0.28	630	0.84	689	0.60	955	1.00
Retail customers[(2)]	1,346	2.59	374	0.50	364	0.32	214	0.23
Total	**52,033**	**100.00**	**75,058**	**100.00**	**114,428**	**100.00**	**95,561**	**100.00**

Notes:

(1) For information, Haynik is a Channel Partner of HaaS as no strategic partnership agreement was entered into between Haynik and HaaS. Accordingly, the revenue for the provision of cloud solutions and services to Haynik was included under the segment of Channel Partners, whereas the revenue contributed for the provision of technology financing, trading of ICT hardware and software as well as provision of ICT services to Haynik was included under the segment of Strategic Partners.

(2) All retail customers are secured/ recorded through our proprietary e-commerce platform, www.komputermurah.my

Our sales and marketing department undertakes sales activities and maintain business relationships with stakeholders, as well as implements marketing strategies to create awareness of our ICT solutions and build our industry reputation. As at the LPD, we have 24 personnel in our sales and marketing department. We generate sales from the abovementioned customer segments through the following 3 approaches:

(i) Maintaining business relationships with Strategic Partners and Channel Partners

We mainly sell our ICT Solutions through Strategic Partners and Channel Partners as we can leverage on:

(a) their network of customers primarily in the Government sector; and

(b) their resources to provide maintenance and technical support services to their customers for our leasing of ICT hardware and software transactions, thus allowing us to deploy our resources to customers.

In turn, Strategic Partners and Channel Partners rely on us to provide:

(a) a comprehensive range of ICT Solutions with options to finance their purchase through renting or leasing with us; and

(b) better pricing and terms to their customers as we are able to negotiate pricing and terms directly with the Principals as we are the Appointed Resellers of several established Principals.

We also train all Channel Partners to fully understand the range of ICT Solutions we offer to enable them to anticipate, estimate and respond to end-users' needs with appropriate and relevant ICT Solutions.

For the FYE 2022, FYE 2023, FYE 2024 and FPE 2024, we had secured orders and contracts through 34, 35, 34 and 16 Channel Partners, respectively.

As at the LPD, we have signed strategic partnership agreements with 4 Strategic Partners to promote and resell ICT Solutions to end-users. In addition to the above arrangements, we also work closely with the Strategic Partners to establish pricing arrangements before they secure orders or contracts with their customers.

The salient terms of the partnership agreements with the Strategic Partners generally include the following:

(a) we are responsible to provide the Strategic Partners with ICT Solutions and if required, financing services. Meanwhile, the Strategic Partners are responsible for the marketing and securing of orders from their customers;

(b) the Strategic Partners will provide us with the exclusive rights to finance, supply and deliver ICT Solutions to their customers. Nevertheless, we do not have to exclusively provide our services to the Strategic Partners;

(c) the Strategic Partners have the responsibility to ensure that the periodic rental or lease payments for the use of ICT Solutions are paid directly to us; and

(d) the agreements are in force until terminated by mutual agreement.

We serve multiple end-customers through these Strategic Partners. During the Financial Years/Period Under Review, we have served 137, 129, 311 and 411 orders and contracts for 67, 71, 245 and 350 end-customers through our Strategic Partners for the FYE 2022, FYE 2023, FYE 2024 and FPE 2024, respectively.

(ii) Directly approaching end-users

The direct approach entails sales or marketing activities which are carried out in-house and targeted directly at end-users. Our sales team's primary objective is to promote the sale of our ICT Solutions to private and public corporations.

(iii) Reaching out to retail customers through our e-commerce platform

Since February 2020, we have begun marketing refurbished ICT hardware *via* our e-commerce platform, www.komputermurah.my. Our e-commerce platform allows us to target retail customers.

Apart from the above sales channels, we also engage in the following marketing activities to create awareness of our ICT Solutions and build our industry reputation to target end-users:

(iv) Social media marketing

We invest in digital advertising on social media platforms, namely Facebook, Instagram, TikTok and LinkedIn, as well as search engines such as Google. We also invest in search engine optimisation to direct traffic relating to the products and services we offer to our website.

In addition, we maintain a blog to discuss our views and insights about latest trends and developments in the industry. This showcases our knowledge in technology financing, allowing us to position ourselves as thought leaders and create awareness of our Group.

(v) Digital and print advertising

We believe that showcasing our Group's experience and knowledge has augmented our Group's brand reputation in the ICT industry. We have thus contributed to and have been featured as subject matter experts in print media such as The Edge, Nanyang Siang Pau, The Star, Malaysiakini and Digital News Asia (DNA) during the Financial Years/Period Under Review.

(vi) Events, seminars, talk shows and workshops

We organise and participate in events to meet new customers and keep abreast with latest market trends. Additionally, we also jointly host seminars with our Principals, to further gain brand exposure and to share the ICT Solutions we have available to potential customers. The events, seminars, talk shows and workshops that we have participated/hosted under ICT Zone in 2022 up to the LPD include the following:

Events, seminars, talk shows and workshops	Organiser	Location
2025		
Securing your data | Essential strategies for businesses	ICT Zone, National Cyber Security Agency (NACSA) and Securaze	Virtual
2024		
LEAPing to the ACE Market: Strategy, Challenges, and Gains	BFM 89.9	Broadcast via radio
New opportunities for ICT Zone in a competitive market	BFM 89.9	Broadcasted via radio
CNCS Launching Event	ICT Zone and HP Inc.	Kuala Lumpur
The Boss Has Something To Say: ICT Zone's move to Leap Market is full of challenges	CITYplus FM	Broadcasted via radio
PIKOM Digital Excellence Awards Night 2024	PIKOM	Selangor
2023		
Top in Tech Innovation Awards 2022	Malaysiakini and Digital News Asia	Selangor
ICT Zone Asia Berhad, Making Work Computing Affordable	BFM 89.9	Broadcasted via radio
Starza's Technology Innovation Event with ICT Zone, Hewlett-Packard and Intel	Starza Corporation, HP Inc. and Intel Corporation	Johor
Starza's Technology Innovation Event with ICT Zone, Hewlett-Packard and Intel	Starza Corporation, HP Inc. and Intel Corporation	Putrajaya

Events, seminars, talk shows and workshops	Organiser	Location
SME Growth Summit 2023	Malaysiakini, Kakitangan.com and Digital News Asia	Selangor
Top In Tech Ep38: Carbon Credits: A Win-Win for Sustainability and Business?	Malaysiakini and Digital News Asia	Virtual
2022		
DaaS 360 | The Impeccable Productivity with Microsoft 365 Rather Than Just "Microsoft Office"	Microsoft Corporation and ICT Zone	Kuala Lumpur
Top in Tech Ep29: The Intersection of Sustainability & Technology	Malaysiakini and Digital News Asia	Virtual
Bridge the gap between Productivity & sustainability with DaaS (Device-as-a-Service)	HP Inc. and ICT Zone	Kuala Lumpur
Reimagine productivity with Microsoft 365 DaaS | Safeguard Your Business In the Era of Digital Transformation	Microsoft Corporation and ICT Zone	Virtual
Dell Technologies Webinar: Smart Devices | Incomparable Productivity with an Unbeatable Experience	Dell Technologies Inc., ICT Zone and M-Link System (M) Sdn Bhd	Virtual
Top in Tech Innovation Award 2021	Malaysiakini	Kuala Lumpur

In addition, we also participate in events organised by our Principals to maintain our relationship with our Principals and to meet other ICT Solution or service providers which we may collaborate with in the future. Examples of such events include:

Events	Organiser	Location
2024		
Dell Technologies Forum 2024	Dell Technologies Inc.	Kuala Lumpur
Dell Technologies World 2024	Dell Technologies Inc.	Las Vegas, United States of America
HP Amplify Partner Conference 2024	HP Inc.	Las Vegas, United States of America
2023		
HP Amplify Partner Conference 2023	HP Inc.	Chicago, United States of America
HPE Partner Summit 2023	Hewlett-Packard Enterprise	Kuala Lumpur
Dell Technologies South East Asia Partner Summit 2023	Dell Technologies Inc.	Hanoi, Vietnam
Dell Technologies World 2023	Dell Technologies Inc.	Las Vegas, United States of America
2022		
HP Partner Awards 2022	HP PPS Sales Sdn Bhd	Kuala Lumpur

7.14 Major Customers

Our Group's top 5 customers for the Financial Years/Period Under Review are as follows:

FYE 2022

Customer	**Type of product sold / service provided**	**Revenue contribution**		**Length of Business Relationship**[1]
		RM'000	**%**	
Starza[2]	Leasing, rental and trading of ICT hardware and software	20,469	39.34	18 years
Juricco[2]	Leasing, rental and trading of ICT hardware and software	12,376	23.78	14 years
Haynik[2]	Leasing, rental and trading of ICT hardware and software, and provision of cloud solutions and services	7,228	13.89	13 years
Telekom Malaysia Berhad[3]	Provision of cloud solutions and services	1,800	3.46	1 year
IOS Digital Sdn Bhd (formerly known as Innovative Oilfield Solutions Sdn Bhd)[3]	Rental and trading of ICT hardware and software	550	1.06	4 years
	Sub-total	**42,423**	**81.53**	
	Total revenue	**52,033**	**100.00**	

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FYE 2023

Customer	**Type of product sold / service provided**	**Revenue contribution**		**Length of Business Relationship**[(1)]
		RM'000	**%**	
Starza[(2)]	Leasing, rental and trading of ICT hardware and software, and provision of ICT services	29,008	38.65	19 years
Juricco[(2)]	Leasing and trading of ICT hardware and software	16,183	21.56	15 years
Haynik[(2)]	Leasing, rental and trading of ICT hardware and software, provision of cloud solutions and services and provision of ICT services	12,047	16.05	14 years
JOS (Malaysia) Sdn Bhd[(4)]	Leasing and rental of ICT hardware and software, and provision of cloud solutions and services	3,328	4.43	7 years
Timering (M) Sdn Bhd[(3)]	Leasing and rental of ICT hardware	1,913	2.55	1 year
	Sub-total	**62,479**	**83.24**	
	Total revenue	**75,058**	**100.00**	

FYE 2024

Customer	**Type of product sold / service provided**	**Revenue contribution**		**Length of Business Relationship**[(1)]
		RM'000	**%**	
Juricco[(2)]	Leasing, rental and trading of ICT hardware and software	37,502	32.77	16 years
Haynik[(2)]	Leasing, rental and trading of ICT hardware and software, and provision of cloud solutions and services	35,121	30.69	15 years
Starza[(2)]	Leasing, rental and trading of ICT hardware and software, and provision of ICT services	15,928	13.92	20 years
Customer A[(5)]	Trading of ICT hardware and software	6,991	6.11	1 year
JOS (Malaysia) Sdn Bhd[(4)]	Leasing, rental and trading of ICT hardware and software, and provision of cloud solutions and services	3,151	2.75	8 years
	Sub-total	**98,693**	**86.24**	
	Total revenue	**114,428**	**100.00**	

FPE 2024

Customer	Type of product sold / service provided	Revenue contribution		Length of Business Relationship[(1)]
		RM'000	**%**	
Juricco[(2)]	Leasing, rental and trading of ICT hardware and software, and provision of ICT services	38,535	40.33	17 years
Haynik[(2)]	Leasing, rental and trading of ICT hardware and software, provision of ICT services and provision of cloud solutions and services	19,517	20.42	16 years
Starza[(2)]	Leasing, rental and trading of ICT hardware and software, and provision of ICT services	16,189	16.94	21 years
JOS (Malaysia) Sdn Bhd[(4)]	Leasing, rental and trading of ICT hardware and software, and provision of cloud solutions and services	3,484	3.65	9 years
Enfrasys Group[(4)(6)]	Provision of cloud solutions and services	3,427	3.59	6 years
	Sub-total	**81,152**	**84.93**	
	Total revenue	**95,561**	**100.00**	

Notes:

(1) Length of business relationship is determined by the start date of the business relationship until each respective FYE/FPE.

(2) Strategic Partner.

(3) Private and public corporation or Government-linked corporation and agency.

(4) Channel Partner.

(5) A company incorporated in Malaysia, which is principally involved in acquiring and leasing of computer equipment. It is a subsidiary of an ultimate holding company incorporated in the United States of America and is listed on the New York Stock Exchange. Customer A is not listed on any stock exchange. We provide ICT hardware and software to Customer A via vendor authorisation letters. Consent was sought for the disclosure of identity of Customer A in the Prospectus but was not obtained. As such, the identity of Customer A will not be disclosed in the Prospectus.

(6) Enfrasys Group refers to the following companies:

Customer	FPE 2024	
	RM'000	**%**
Enfrasys Solutions Sdn Bhd	2,958	3.10
Enfrasys Consulting Sdn Bhd	469	0.49
Sub-total	**3,427**	**3.59**
Total revenue	**95,561**	**100.00**

During the Financial Years/Period Under Review, our Group's top 5 customers generally contribute a large percentage to our Group's revenue. Our top 5 customers for the FYE 2022 to FYE 2024 and FPE 2024 contributed to the majority of our revenue, representing 81.53%, 83.24%, 86.24% and 84.93% of our total revenue. Starza, Juricco and Haynik, who are our Strategic Partners, were consistently our top 5 customers during the Financial Years/Period Under Review, collectively contributing 77.01%, 76.26%, 77.38% and 77.69% in the FYE 2022, FYE 2023, FYE 2024 and FPE 2024, respectively.

Thus, we are dependent on these Strategic Partners by virtue of their revenue contribution to our Group for the Financial Years/Period Under Review. Details of these Strategic Partners are as follows:

Major customer	**Description**
Starza	Starza has been our Group's Channel Partner since 2004 and subsequently became our Group's Strategic Partner since 2010. The company is principally involved in supply of various products including stationery, supply and rental of computer products and accessories, training programmes, construction and building materials, and furniture and fertilisers. The company is registered as a Bumiputera vendor with the Ministry of Finance.
Juricco	Juricco has been our Group's Strategic Partner since 2010. The company is principally involved in supplying and renting of computer equipment. The company is registered as a Bumiputera vendor with the Ministry of Finance.
Haynik	Haynik has been our Group's Strategic Partner since 2011. The company is principally an IT solution provider. The company is registered as a Bumiputera vendor with the Ministry of Finance.

We serve multiple end-customers through these Strategic Partners. During the Financial Years/Period Under Review, we have served 137, 129, 311 and 411 orders and contracts for 67, 71, 245 and 350 end-customers through these Strategic Partners for the FYE 2022, FYE 2023, FYE 2024 and FPE 2024, respectively. During the Financial Years/Period Under Review, the end-customers from these Strategic Partners are Government-linked corporations and agencies.

The number of end-customers served by each Strategic Partners are as follows:

	FYE 2022	**FYE 2023**	**FYE 2024**	**FPE 2024**
Starza	41	41	38	37
Juricco	21	24	183	285
Haynik	17	17	36	40
Total[(1)]	79	82	257	362

Note:

(1) Strategic Partners may provide ICT Solutions to the same end-customer within the same financial year. As such, the total number of end-customers our Group serves through these Strategic Partners will not tally with the total aggregate number of end-customers of each Strategic Partners in the table above.

Nevertheless, we expect our revenue generated from the abovementioned companies to continue to represent a sizable portion of our revenue in the foreseeable future, premised on us having mutually beneficial and interdependent business relationships with them. Pursuant to the terms of the strategic partnership agreements (as detailed in Section 7.25 of this Prospectus), we leverage on our Strategic Partners' continued support in distributing and promoting our ICT Solutions through our exclusive rights to finance, supply and deliver ICT Solutions to their customers. Meanwhile, our Strategic Partners rely on us to provide:

(i) a comprehensive range of ICT Solutions with options to finance their purchase through renting or leasing with us; and
(ii) better pricing and terms to their customers as we are able to negotiate pricing and terms directly with the Principals as we are the Appointed Resellers of several established Principals.

We have a track record of delivering ICT Solutions and services that meet their customers' requirements. Through such achievement, we have built good working relationships with our Strategic Partners, having had more than 10 years of business relationships with each of them.

In mitigating our dependency on our Strategic Partners, we have been building, and will continue to build, our customer base of private and public corporations, and retail customers. We have secured orders from other customers during the Financial Years/Period Under Review. Aside from our 4 Strategic Partners, our Group secured orders and contracts from 122, 160, 221 and 277 customers for the FYE 2022, FYE 2023, FYE 2024 and FPE 2024, respectively. Our wide customer base indicates that we are able to secure orders and contracts from other customers aside from our Strategic Partners.

We expect that we will be able to increase sales from other customers and reduce dependency on these Strategic Partners in light of our expansion plan to actively target private and public corporations and retail customers as well as expand our ICT trading segment through the sale of refurbished ICT hardware through our collaboration with Angkasa (as elaborated in Section 7.26.1 and Section 7.26.2 of this Prospectus).

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7.15 Major Suppliers

Our Group's top 5 suppliers for the Financial Years/Period Under Review are as follows:

FYE 2022

Supplier	Type of product / service purchased	Purchases		Length of Business Relationship[1]
		RM'000	%	
Tec D Distribution (Malaysia) Sdn Bhd[2]	ICT hardware and software	8,337	33.92	10 years
VSTECS Group[3]	ICT hardware and software	7,358	29.94	11 years
Ingram Micro Malaysia Sdn Bhd[4]	ICT hardware and software	3,429	13.95	15 years
Eternity Solution	ICT services	1,175	4.78	1 year
M-Link System (M) Sdn Bhd	ICT hardware	1,070	4.35	18 years
	Sub-total	**21,369**	**86.94**	
	Total purchases	**24,579**	**100.00**	

FYE 2023

Supplier	Type of product / service purchased	Purchases		Length of Business Relationship[1]
		RM'000	%	
Tec D Distribution (Malaysia) Sdn Bhd[2]	ICT hardware and software	20,706	58.83	11 years
VSTECS Group[3]	ICT hardware and software	8,090	22.98	12 years
M-Link System (M) Sdn Bhd	ICT hardware and software	1,799	5.11	19 years
Ingram Micro Malaysia Sdn Bhd[4]	ICT hardware and software	501	1.42	16 years
The Knowledge Group (M) Sdn Bhd	ICT hardware and software	480	1.36	3 years
	Sub-total	**31,576**	**89.70**	
	Total purchases	**35,199**	**100.00**	

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FYE 2024

Supplier	Type of product / service purchased	Purchases RM'000	Purchases %	Length of Business Relationship[1]
Tec D Distribution (Malaysia) Sdn Bhd[2]	ICT hardware and software	21,401	35.79	12 years
M-Link System (M) Sdn Bhd	ICT hardware and software	14,470	24.20	20 years
VSTECS Group[3]	ICT hardware and software	12,532	20.96	13 years
Ingram Micro Malaysia Sdn Bhd[4]	ICT hardware, software and ICT services	5,230	8.75	17 years
Servex (Malaysia) Sdn Bhd	ICT hardware and software	1,135	1.90	10 years
	Sub-total	**54,768**	**91.60**	
	Total purchases	**59,791**	**100.00**	

FPE 2024

Supplier	Type of product / service purchased	Purchases RM'000	Purchases %	Length of Business Relationship[1]
Tec D Distribution (Malaysia) Sdn Bhd[2]	ICT hardware and software	11,473	42.61	13 years
VSTECS Group[3]	ICT hardware and software	6,456	23.98	14 years
M-Link System (M) Sdn Bhd	ICT hardware, software and ICT services	3,677	13.66	21 years
Ingram Micro Malaysia Sdn Bhd[4]	ICT hardware and software	933	3.47	18 years
E-Tech IT Sdn Bhd	ICT hardware	894	3.32	10 years
	Sub-total	**23,433**	**87.04**	
	Total purchases	**26,924**	**100.00**	

Notes:

(1) Length of business relationship is determined by the start date of the business relationship until each respective FYE/FPE.

(2) A subsidiary of TD Synnex Corporation, a company listed on the New York Stock Exchange.

(3) VSTECS Group refers to the following companies which are subsidiaries of VSTECS Berhad, a company that is listed on the Main Market of Bursa Securities:

Supplier	FYE 2022		FYE 2023		FYE 2024		FPE 2024	
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**
VSTECS Astar Sdn Bhd	7,299	29.70	7,962	22.62	12,241	20.47	6,454	23.97
VSTECS Ku Sdn Bhd	59	0.24	128	0.36	-	-	2	0.01
VSTECS Pericomp Sdn Bhd	-	-	-	-	291	0.49	-	-
Sub-total	**7,358**	**29.94**	**8,090**	**22.98**	**12,532**	**20.96**	**6,456**	**23.98**
Total purchases	**24,579**	**100.00**	**35,199**	**100.00**	**59,791**	**100.00**	**26,924**	**100.00**

(4) A subsidiary of Ingram Micro Inc, a company listed on the New York Stock Exchange.

During the Financial Years/Period Under Review, our major suppliers, i.e. Tec D Distribution (Malaysia) Sdn Bhd, VSTECS Group and Ingram Micro Malaysia, contributed more than 10.00% to our purchases. Details of these companies are as follows:

Major supplier	Description
Tec D Distribution (Malaysia) Sdn Bhd	Tec D Distribution (Malaysia) Sdn Bhd is principally involved in the distribution and marketing of computer and computer related products and the provision of installation and maintenance services. The company supplied ICT hardware such as computers, laptops, printers, projectors and related peripheral devices and software such as operating systems and application software during the Financial Years/Period Under Review
VSTECS Group	VSTECS Astar Sdn Bhd, VSTECS Ku Sdn Bhd and VSTECS Pericomp Sdn Bhd are subsidiaries of VSTECS Berhad, and are principally involved in the marketing of microcomputers, peripherals, software and the provision of computer maintenance services. The companies supplied ICT hardware such as computers, laptops, printers, projectors and related peripheral devices and software such as operating systems and application software during the Financial Years/Period Under Review
Ingram Micro Malaysia Sdn Bhd	Ingram Micro Malaysia Sdn Bhd is principally involved in the sale of computer hardware and software and peripherals, distribution of wireless devices and provision of outsourced logistics devices. The company supplied ICT hardware such as computers, laptops, printers, projectors and related peripheral devices and software such as operating systems and application software during the Financial Years/Period Under Review
M-Link System (M) Sdn Bhd	M-Link System Sdn Bhd is principally involved in the wholesale of computer, hardware, software and peripherals. The company supplied ICT hardware such as computers, laptops, printers, projectors and related peripheral devices and software such as operating systems and application software during the Financial Years/Period Under Review

Despite their contribution to our Group's total purchases, our Group is not dependent on these major suppliers due to the following reasons:

(i) The brands of ICT hardware, ICT software and/or cloud subscriptions purchased from these suppliers are readily available in the market, and can be obtained from other Distributors. Tec D Distribution (Malaysia) Sdn Bhd, VSTECS Group and Ingram Micro Malaysia each carry several brands of ICT hardware and software. Some of these brands of ICT hardware and software can be sourced from other Principals' Distributors or directly from the Principals. Alternatively, we may also source for other brands of ICT hardware and software in the market. Thus, in the event that these suppliers cease selling to us, we can easily source for similar products and/or services from other suppliers in the market, or directly from the Principals; and

(ii) The Principal(s) generally do not specify which of their Distributor(s) we have to procure ICT hardware, ICT software and/or cloud subscriptions from. Thus, we can procure from any Distributors that provide us better pricing arrangements and credit terms.

The percentage of purchases from these suppliers are high because we chose to purchase ICT hardware and software from them in bulk out of convenience and familiarity.

7.16 Interruptions to Business and Impact of Covid-19 on Our Business Operations

Our Group has not experienced any interruption in our business and operations which had a significant effect on our business and operations during the past 12 months preceding the LPD.

During the MCOs and lockdowns implemented throughout 2020 and 2021, all Government and private premises were required to be closed and to cease operations except those involved in essential services. While we were not allowed to operate in our offices in Malaysia at this time, it did not have any major material impact on our business operations as our employees worked remotely from home. All deliveries of ICT Solutions were handled by third-party delivery providers and our Group had the necessary approvals to commute should they need to carry out any ICT services at customers' premises.

In 2020 and 2021, we experienced delays in shipment of ICT hardware, which have resulted in delays of up to 6 months in delivering technology solutions, and cloud solutions and services to our customers. These delays were largely contributed by a shortage in components used by our Principals to manufacture the ICT hardware. The shortage in components was due to the global shortage in microchips as fabrication activities were disrupted when foundries could not operate due to the national lockdowns, and imposition of tariff barriers to restrict companies in both the United States and China from trading. Nevertheless, this did not materially impact our business operations as the supply disruption was industry-wide.

The COVID-19 pandemic played a part in driving the digital economy as many corporations implemented work-from-home policies during the MCO and National Recovery Plan, which gave rise to the use of digital tools to enable file sharing, virtual video and audio teleconferencing and project management applications. These digital tools require the use of ICT Solutions. As such, we benefitted from the growth of the industry during the period.

Our Group's revenues continued to improve from RM33.74 million in FYE 2019 to RM52.03 million in FYE 2022.

Malaysia has entered into the "Transition to Endemic" phase since 1 April 2022, and "Endemic" phase since 1 May 2022. Since then, all restrictions limiting business operating hours and number of employees in a workplace have been uplifted. Our Group does not expect that it will face any material operational disruptions moving forward as a result of the COVID-19 pandemic.

7.17 Seasonality

We do not experience any fluctuations due to seasonality or cyclicality in our business.

7.18 Employees

As at 31 January 2025 and the LPD, all our employees are local. The breakdown of our employees by business function or department is as follows:

(i) As at 31 January 2025

Department/ Division	Permanent	Contract	Total
Directors and Key Senior Management	6	-	6
Admin & Finance	13	2	15
- *Purchasing*	1	-	1
- *Credit and collection*	2	-	2
- *Other admin & finance*	10	2	12
Operations	19	3	22
- *Technology financing*	12	3	15
- *Cloud solutions and services*	7	-	7
Sales & Marketing	24	-	24
Total	**62**	**5**	**67**

(ii) As at the LPD

Department/ Division	Permanent	Contract	Total
Directors and Key Senior Management	6	-	6
Admin & Finance	14	2	16
- *Purchasing*	1	-	1
- *Credit and collection*	2	-	2
- *Other admin & finance*	11	2	13
Operations	19	3	22
- *Technology financing*	12	3	15
- *Cloud solutions and services*	7	-	7
Sales & Marketing	24	-	24
Total	**63**	**5**	**68**

As at the LPD, we employ a total of 68 employees, of which 63 are permanent local employees and the remaining 5 are contractual local employees.

None of our employees, whether permanent or contractual, belong to any labour union. In the Financial Years/Period Under Review and up to the LPD, we have not experienced any strikes or other disruptions due to labour disputes. In addition, our management has had and will continue to have good working relationships with our employees.

7.19 Intellectual Property Rights

Save for the registered trademark/patent for registration as disclosed below, our Group does not have any trademarks, patents, registrations, applications for registration and other intellectual property rights as at the LPD:

7.19.1 Trademarks

No.	Trademark	Registered owner	Governing/ Issuing Authority	Registration Number/ Application Number/ Status/ Validity Period/ Application Date	Description
1.		ICT Zone Asia[(1)]	Intellectual Property Corporation of Malaysia ("**MyIPO**")	**Registration Number:** TM2021020721 **Status:** Registered **Validity Period:** 28 July 2021 to 28 July 2031	**Class:** 35 & 36 & 42 **Description:** Class 35 • Online retail store services featuring information technology equipment; computerised online ordering services; computerised online retail store services; online retail store services featuring computer hardware; advertising the goods and services of online vendors via a searchable online guide. Class 36 • Lease-purchase financing; hire-purchase financing; lease-purchase of computers; lease-purchase of computer facilities.

No.	Trademark	Registered owner	Governing/ Issuing Authority	Registration Number/ Application Number/ Status/ Validity Period/ Application Date	Description
					Class 42 • Computer and computer software rental; computer rental; computer software rental; design, maintenance, rental and updating of computer software; hosting and rental of memory space for web sites; rental of computer equipment; rental of computer hardware; rental of computer hardware and computer peripherals; rental of computer hardware and computer software; rental of computers; rental of memory space for web sites; rental of software; software as a service (saas); cloud computing; hosting computer databases; hosting e-commerce platforms on the internet.
2.		HaaS	MyIPO	**Registration Number:** TM2021034182 **Status:** Registered **Validity Period:** 6 December 2021 to 6 December 2031	**Class:** 42 **Description:** • Cloud computing; software as a service (saas); platform as a service (paas); computerised data • Storage services; development of systems for the storage of data; recovery of computer data; • Cloud computing consultancy; cloud computing services; design and development of computer software for cloud computing; programming of operating software for accessing and using a cloud computing network; providing temporary use of online non-downloadable operating software for accessing

No.	Trademark	Registered owner	Governing/ Issuing Authority	Registration Number/ Application Number/ Status/ Validity Period/ Application Date	Description
					and using a cloud computing network; software consulting services; • Software design; software design services; software development; software development • Services; software installation and maintenance; software maintenance services; computer
3.	Techfin	ICT Zone Asia	MyIPO	**Application Number:** TM2023027126 **Status:** Provisional refusal (Objection) - Appeal[(2)] **Application Date:** 7 September 2023	**Class:** 35 **Description:** • Financial records management; promotion of financial services, on behalf of third parties; • Compilation of information relating to information technology; • Information services relating to business matters; • Providing commercial information and advice for consumers in the choice of products and services; • Providing information in the field of marketing; • Advertising and business management consultancy; • Providing advice in the field of business management and marketing

No.	Trademark	Registered owner	Governing/ Issuing Authority	Registration Number/ Application Number/ Status/ Validity Period/ Application Date	Description
4.	Techfin	ICT Zone Asia	MyIPO	**Application Number:** TM2023027127 **Status:** Provisional refusal (Objection) - Appeal[(2)] **Application Date:** 7 September 2023	**Class:** 36 **Description:** • Advisory services relating to financial planning; • Advisory services relating to financial planning and investment; • Consultancy relating to financial planning; • Financial planning and management; • Financial planning services; • Online financial planning services; • Providing funding for the development of new technology; • Financial analysis and consultancy services; • Financial analysis services relating to investments; • Advisory services relating to credit and debit control, investment, grants and financing of loans; • Arranging of mortgages and loans; • Financial consultancy relating to loans; • Financial services relating to loans; • Financing, arranging and securing of loans for others; • Loan financing; • Financing of loans; • Financing of product development; • Lease-purchase financing

No.	Trademark	Registered owner	Governing/ Issuing Authority	Registration Number/ Application Number/ Status/ Validity Period/ Application Date	Description
5.	Techfin	ICT Zone Asia	MyIPO	**Application Number:** TM2023027128 **Status:** Provisional refusal (Objection) - Appeal[(2)] **Application Date:** 7 September 2023	**Class:** 42 **Description:** • Consultancy and information services relating to information technology; • Consultancy and research services in the field of information technology; • Information technology consultancy services; • Information technology services provided on an outsourcing basis; • Research in the field of information technology; • Providing temporary use of non-downloadable business software; • Providing temporary use of non-downloadable software for analysing financial data and generating reports; • Providing temporary use of on-line non-downloadable investment software; • Software as a service [SaaS]; • Software consultancy services; • Platform as a service [PaaS]; • Infrastructure as a service [IaaS]; • Computer services for securing financial information; electronic storage of business and financial information; • Technology services for securing financial information.

Notes:

(1) ICT Zone Holding had transferred its ownership of the trademark to ICT Zone Asia via a Deed of Assignment dated 8 May 2024. Our Company had on 20 June 2024 submitted such assignment to MyIPO to register the title of this trademark under ICT Zone Asia which was completed on 6 November 2024.

(2) Our Company submitted these applications on 7 September 2023 and the applications were provisionally refused for registration on 26 February 2024 by MyIPO on the following basis:

(i) the applied trademarks are non-distinctive pursuant to Section 23(1)(b) of the Trademarks Act 2019 ("**TMA 2019**"); and

(ii) the applied trademarks are directly referring to the goods that the applicant is providing pursuant to Section 23(1)(c) of TMA 2019.

Our Company has subsequently submitted written appeal applications on 26 April 2024 and is awaiting decision from MyIPO in relation to the appeal applications. According to our trademark agent, the appeal examination process will take between 18 to 24 months from the date of submission of the appeal applications for MyIPO to issue the results.

Our Group's business and profitability are not dependent on the trademarks set out above as they are in relation to a new branding which we have yet to establish. As such, in the event the appeals are unsuccessful there will be no material impact to our Group's business operations or financial condition.

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7.20 Research and Development

During the Financial Years/Period Under Review and up to the LPD, we have not undertaken any research and development activities as they are not relevant to our business.

7.21 Relevant Laws, Regulations, Rules or Requirements

The following is an overview of the major laws, regulations, rules and requirements governing the conduct of our Group's business and environmental issue which may materially affect our business operations, which is not intended to be an exhaustive description of all laws and regulations to which our business is subject to:

(i) Local Government Act 1976 ("LGA 1976")

The LGA 1976 empowers every local authority to grant licences or permits for any trade, occupation or premise through by-laws. Every licence or permit granted shall be subject to such conditions and restrictions as the local authority may think fit and shall be revocable by the local authority at any time without assigning any reason therefor.

Our Group's business falls under the jurisdiction of the Ampang Jaya Municipal Council and Kuala Lumpur City Hall. The relevant by-laws governing the conduct of our Group's business are as follows:

(a) **Licensing of Trades, Businesses and Industries (Ampang Jaya Municipal Council) By-Laws 2007 ("Ampang Jaya By-Laws")**

The Ampang Jaya By-Laws provides that no person shall operate any activity of trade, business and industry or use any place or premise in the local area of the council for any activity of trade, business and industry without a licence. Any person who contravenes any provision of the Ampang Jaya By-Laws commits an offence and shall, on conviction be liable to a fine not exceeding RM2,000 or to a term of imprisonment not exceeding 1 year or to both, and in the case of a continuing offence to a fine not exceeding RM200 for each day during which such offence is continued after conviction.

(b) **Advertisement (Ampang Jaya Municipal Council) By-Laws 2007 ("Ampang Jaya Advertisement By-Laws")**

The Ampang Jaya Advertisement By-Laws provides that no person shall exhibit any advertisement (which includes signboards) without a licence. Any person who contravenes any of the provisions of the Ampang Jaya Advertisement By-Laws shall be guilty of an offence and shall upon conviction be liable to a fine not exceeding RM2,000 or to a term of imprisonment not exceeding 1 year or to both such fine and imprisonment and in the case of a continuing offence to a fine not exceeding RM200 for each day during which such offence is continued after conviction.

(c) **Licensing of Trades, Businesses and Industries (Federal Territory of Kuala Lumpur) By-Laws 2016 ("Kuala Lumpur By-Laws")**

The Kuala Lumpur By-Laws states that it is an offence for any person who uses any premise for any business activity without a business premise licence. Any person who contravenes this provision shall be guilty of an offence and shall be liable on conviction to a fine not exceeding RM2,000.00 or a term of imprisonment not exceeding one year or both and in the case of continuing offence a sum not exceeding RM200.00 for each day during which the offence is continued after conviction.

As at the LPD, our Group holds and maintains valid business licences for all our operating business premises. In addition, our Group maintains a valid signboard licence in respect of the premise with external signboard.

(ii) Communications and Multimedia Act 1988 ("**CMA 1988**")

The CMA 1988 is an act to provide for and to regulate the converging communications and multimedia industries. Pursuant to Section 126 of the CMA 1998, no person shall own/provide any network facilities, provide any network services or provide any applications services without a valid individual licence or a class licence granted under the CMA 1998.

Pursuant to the Information Paper on Regulation Cloud Services issued by the Malaysian Communications and Multimedia Commission ("**MCMC**"), a person that is incorporated in Malaysia and provides cloud services is required to obtain an applications service provider class licence under Section 126 of the CMA 1998.

Any person who contravenes Section 126 of the CMA 1988 commits an offence and shall, on conviction, be liable to a fine not exceeding RM500,000 or to imprisonment for a term not exceeding 5 years or to both and shall also be liable to a further fine of RM1,000 for every day or part of a day during which the offence is continued after conviction.

As at the LPD, HaaS, which provides cloud services, holds a valid applications service provider class licence issued by the MCMC.

(iii) Personal Data Protection Act 2010 ("**PDPA 2010**")

The PDPA 2010 regulates the processing of personal data in commercial transactions in Malaysia. Section 14(1) of the PDPA 2010 states that the Minister may, upon the recommendation of the Commissioner, by order published in the Gazette, specify a class of data users who shall be required to be registered as data users under the PDPA 2010. Pursuant to Section 16(4) of the PDPA 2010, any person who belongs to the class of data users in such order and processes personal data without a certificate of registration commits an offence and shall, on conviction, be liable to a fine not exceeding RM500,000 or to imprisonment for a term not exceeding 3 years or to both.

Pursuant to Section 2 of the Personal Data Protection (Class of Data Users) Order 2013, a data user who belongs to any class of data users as specified in the Schedule shall be registered under the PDPA 2010. One of the class of data users specified in the Schedule is a licensee under the CMA 1988.

As at the LPD, HaaS, which is a licensee under the CMA 1988, is registered as a data user under the PDPA 2010.

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7.22 Material Licences, Permits and Approvals

Save as disclosed below, there are no other major licences, permits and approvals which our Group is materially dependent on for our business or profitability as at the LPD:

No.	Issuing Authority	Company	Description of approval/ licence/permit	Validity Period	Equity and/or major conditions imposed	Status of compliance
1.	Ministry of Finance ("**MOF**")	ICT Zone Ventures	Certificate of registration with the MOF for government procurement in respect of 23 field codes, mainly in relation to information communication technology.	**Effective Date:** 16 February 2023 **Expiry Date:** 15 February 2026	(i) Company shall ensure that the field registered in the certificate do not overlap with the field that has received approval by any companies that: (a) comprise the same owner or board of directors, management and employees; or (b) operates in the same premises.	Complied
					(ii) Newly registered companies are not allowed to make any changes to the shareholding or Directors during the period six (6) months from the date the Company is registered.	Noted
					(iii) Company must submit the application for renewal within 3 months prior to the expiry date of the certificate.	Noted
					(iv) Company must ensure that the registration with the MOF remains active throughout the enforcement period of the contract.	Noted

No.	Issuing Authority	Company	Description of approval/ licence/permit	Validity Period	Equity and/or major conditions imposed	Status of compliance
2.	MCMC	HaaS	Applications service provider licence for the provision of cloud services.	**Effective Date:** 4 July 2024	(i) Any application for renewal has to be submitted within 60 days before the expiring of the existing licence.	Noted
				Expiry Date: 3 July 2025(1)	(ii) In line with the obligations under Regulation 29 of the Communications and Multimedia (Universal Service Provision) Regulations 2002, as a licence holder, you have to submit your return of net revenue derived from the designated services and non-designated services of the previous calendar year no later than 30 June of every year.	Noted
					(iii) As a licence holder, HaaS is a data user under the PDPA and is required to register with the Department of Personal Data Protection.	Complied
					(iv) The licensee shall comply with the provisions of the CMA 1998.	Noted
					(v) The licensee shall comply with the provisions of any subsidiary legislation made, or other instruments, guidelines or regulatory policies issued under the CMA 1998.	Noted

No.	Issuing Authority	Company	Description of approval/ licence/permit	Validity Period	Equity and/or major conditions imposed	Status of compliance
3.	Department of Personal Data Protection	HaaS	Certificate of Registration[(2)] as data user by Haas	**Effective Date:** 27 September 2023 **Expiry Date:** 26 September 2028	Nil	Not applicable
4.	Ampang Jaya City Council ("**MPAJ**")	ICT Zone Ventures	Business premises licence of ICT Zone Ventures in respect of the management office at GF Block C, Excella Business Park, Taman Ampang Hilir, 68000 Ampang	**Effective Date:** 1 January 2025 **Expiry Date:** 31 December 2025	(i) This license shall be displayed at all times at the licensed premise.	Complied
					(ii) This licence shall be renewed beginning 1 October onwards and before 31 December.	Noted
					(iii) The Company shall not be permitted to transfer the ownership of the licence without the approval from the council. All ownership transfers shall go through the MPAJ and all conditions imposed by the MPAJ shall be complied.	Noted
					(iv) The licence plate shall be displayed in a place that is easily visible to the public/officials from the MPAJ.	Complied
					(v) All types of business and transactions shall be in the building premises only. Businesses on the sidewalk of the building is not permitted.	Noted

No.	Issuing Authority	Company	Description of approval/ licence/permit	Validity Period	Equity and/or major conditions imposed	Status of compliance
5.	MPAJ	ICT Zone Ventures	Business premises licence of ICT Zone Ventures in respect of the following: (i) computer store; and (ii) provision of computer leasing services, at GF Block E Excella Business Park, Taman Ampang Hilir, 68000 Ampang	**Effective Date:** 1 January 2025 **Expiry Date:** 31 December 2025	(i) This license shall be displayed at all times at the licensed premise.	Complied
					(ii) This licence shall be renewed beginning 1 October onwards and before 31 December.	Noted
					(iii) The Company shall not be permitted to transfer the ownership of the licence without the approval from the council. All ownership transfers shall go through the MPAJ and all conditions imposed by the MPAJ shall be complied.	Noted
					(iv) The licence plate shall be displayed in a place that is easily visible to the public/officials from the MPAJ.	Complied
					(v) All types of business and transactions shall be in the building premises only. Businesses on the sidewalk of the building is not permitted.	Noted

No.	Issuing Authority	Company	Description of approval/ licence/permit	Validity Period	Equity and/or major conditions imposed	Status of compliance
6.	MPAJ	ICT Zone Ventures	Business premises licence of ICT Zone Ventures in respect of the following:	**Effective Date:** 1 January 2025	(i) This license shall be displayed at all times at the licensed premise.	Complied
			(i) management office; and		(ii) This licence shall be renewed beginning 1 October onwards and before 31 December.	Noted
			(ii) illuminating signboard,	**Expiry Date:** 31 December 2025	(iii) The Company shall not be permitted to transfer the ownership of the licence without the approval from the council. All ownership transfers shall go through the MPAJ and all conditions imposed by the MPAJ shall be complied.	Noted
			at GF Block H Excella Business Park, Taman Ampang Hilir, 68000 Ampang			
					(iv) The licence plate shall be displayed in a place that is easily visible to the public/officials from the MPAJ.	Complied
					(v) All types of business and transactions shall be in the building premises only. Businesses on the sidewalk of the building is not permitted.	Noted
					(vi) Approval of the MPAJ shall be obtained for any amendment to the signboard.	Noted
					(vii) The Company is required to obtain a "Public Liability Insurance" to protect the public as well as the public properties from disasters resulting from the structure of the signboard.	Complied

No.	Issuing Authority	Company	Description of approval/ licence/permit	Validity Period	Equity and/or major conditions imposed	Status of compliance
7.	MPAJ	ICT Zone	Business premises licence of ICT Zone in respect of the management office at GF Block C, Excella Business Park, Taman Ampang Hilir, 68000 Ampang	**Effective Date:** 1 January 2025	(i) This license shall be displayed at all times at the licensed premise.	Complied
					(ii) This licence shall be renewed beginning 1 October onwards and before 31 December.	Noted
				Expiry Date: 31 December 2025	(iii) The Company shall not be permitted to transfer the ownership of the licence without the approval from the council. All ownership transfers shall go through the MPAJ and all conditions imposed by the MPAJ shall be complied.	Noted
					(iv) The licence plate shall be displayed in a place that is easily visible to the public/officials from the MPAJ.	Complied
					(v) All types of business and transactions shall be in the building premises only. Businesses on the sidewalk of the building is not permitted.	Noted
8.	Kuala Lumpur City Hall ("**DBKL**")	HaaS	Business premises licence of HaaS in respect of the management office at Unit 23-5 & Unit 23-6, Oval Damansara, Jalan Damansara, Taman Tun Dr Ismail, 47500 Kuala Lumpur	**Effective Date:** 6 April 2025	(i) Renewal of licence every year 60 days before expiry without notice from the mayor of Kuala Lumpur.	Noted
				Expiry Date: 5 April 2026	(ii) Employees at the premises should be 50% citizens of Malaysia and 50% non-citizens with valid work permits.[(3)]	Complied

Notes:

(1) HaaS intends to submit the application for renewal of this licence on or before 30 May 2025, being within 60 days from the date of expiry of the licence.

(2) Pursuant to Section 17 of the Personal Data Protection Act 2010, a data user may make an application for the renewal of the certificate of registration not later than ninety days before the date of expiry of the certificate of registration in the manner and form as determined by the Personal Data Protection Commissioner. In respect thereof, our Group will submit the application for renewal within the aforementioned timeframe.

(3) For information purposes, the said condition was translated verbatim from the licences issued by DBKL. Our legal adviser had sought confirmation from the DBKL officer that the condition is deemed complied on the basis that only less than 50.00% of foreign workers with valid work permits are permitted to work at the said premises. In respect thereof, our Group is in compliance with the said condition as our Group has no foreign workers as at the LPD.

In the past, our Group has not encountered any difficulties in renewing the licences, permits and approvals, where applicable.

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7.23 ESG

Our Group recognises the importance of ensuring sustainable growth and development for our Group. As such, on June 2024, we have established our Group's Sustainability Policy which focuses on business practices addressing relevant ESG issues. Among the ESG measures and practices implemented include the following:

(i) Environmental

Under our Group's Sustainability Policy, we are committed to identifying, managing and minimising the environmental impact of our Group's business operations. Thus, we have adopted responsible approaches in our daily operations to promote environmental sustainability. These approaches include:

(a) Enabling our customers to achieve their sustainability objectives

We enable our customers to achieve their sustainability objectives by offering CNCS, which is a "green" ICT Solutions. CNCS involves reducing greenhouse gas emissions by purchasing carbon credits to retire the greenhouse gas emissions produced from the ICT hardware we lease or rent to corporations and Government agencies. In this regard, we participate in the Bursa Carbon Exchange to purchase carbon credits, which are thereafter used to retire the greenhouse gas emissions produced from the ICT hardware we lease or rent.

(b) Reducing consumption of non-renewable and non-recyclable materials, and encouraging the use of renewable resources

We rent or sell refurbished ICT hardware to customers. Refurbished ICT hardware extends the life of existing devices, thus reducing manufacturing activities of new ICT hardware, which consumes considerably high energy and emits greenhouse gasses. Thus, refurbished ICT hardware can reduce carbon footprint. Refurbished ICT hardware are also generally relatively cheaper than new ICT hardware, thus making it more accessible to corporations.

(c) Minimising the level of pollutants entering into the air and water from daily business operations

We promote personal hygiene practices among our employees, as well as food hygiene when handling food as an effort to reduce pollutants in our business premise.

As a result of the above measures and practices, we have obtained various awards and recognitions including:

(a) ISO 14001:2015 certification, which denotes that our Group has a comprehensive framework to enhance our environmental management system and integrate sustainability into our business practices;

(b) MyHIJAU certification for DaaS 360 MyHIJAU is a green recognition scheme endorsed by the MGTC;

(c) 2024 PIKOM Digital Excellence Award in ESG, which recognises our sustainable business practices;

(d) "Committed" rating for our performance ESG practices and measures by EcoVadis, one of the world's largest and most trusted provider of business sustainability ratings; and

(e) Amplify Impact Catalyst 4-Star Partner by HP Inc., in recognition that we have demonstrated our commitment to their ESG goals.

Apart from the above, we also carry out risk assessments regularly to identify potential risks caused by our business operations that may lead to detrimental damage to the environment. Additionally, we also look for opportunities to develop strategies aimed to overcome these potential risks.

(ii) Social

We are aware that our employees are valuable assets and as such, we strive to retain and nurture skilled talent. Additionally, we place emphasis on social interaction, cultural enrichment and social diversity. Among the practices we have implemented includes the following:

(a) Maintaining a safe workforce

We implement various safety measures for our employees, including employees who handle ICT hardware, to prevent accidents and injuries at our business premise.

(b) Utilising training and development programs to upskill our employees

We organise and sponsor training and development programs to ensure our employees are up-to-date with the latest technology and trends. Through these programs, employees are also able to learn new skills.

(c) Enabling employees to develop their professional skills

We promote personal development among employees as an effort to improve work-life balance as well as to foster a positive work environment. We support employees who are interested in developing their professional skills to allow them to reach their full potential.

(d) Promoting equality and diversity

We provide equal opportunity to individuals from diverse backgrounds in our recruitment process, whereby we provide job opportunities solely based on individual merit. Thus, our workforce comprises individuals of diverse backgrounds and ethnicities. We aim to have a workplace culture where all employees, regardless of their race, ethnicity, religion or gender, feel valued, respected and accepted and are encouraged to share their ideas.

Apart from the above, we also contribute back to the society by participating in sponsorships. For the Financial Years/Period Under Review, we have sponsored monetary funds to the Pan Malaysia Global Taekwon-do Federation National Tournament No. 3 and ICT hardware to Nian Shao Qing Youth Club when theirs were damaged due to lack of use during the COVID-19 pandemic.

(iii) Governance

We are committed to conduct our business ethically and in compliance with all applicable laws and regulations in Malaysia. These laws include but are not limited to the Employment Act 1955, Occupational Safety and Health Act 1994 and the Companies Act 2016.

We also have an anti-bribery and corruption policy and have put in place policies and procedures to maintain compliance with the Malaysian Anti-Corruption Commission Act 2009 and its amendments.

In addition to the above, under our Sustainability Policy, we have implemented governance sustainability measures into all function and processes of our Group including strategic planning, accountability, sustainable planning as well as development. Among these measures includes the following:

(a) Placing emphasis on sustainability into our Group's strategic planning

We have embedded our Sustainability Policy into our business strategy. As such, we place emphasis on ESG factors during strategic planning stages.

(b) Establishing and improving governance structures and processes

Our Group actively oversees our Sustainability Policy and the performance of the policy. As such, we will review and update our policies as needed to ensure they align with our Group's goals.

To this end, our Group's sustainability efforts are aimed at improving our value proposition for our stakeholders through the adoption of best practices. Our Group closely monitors industry trends and adopts new strategies accordingly in order to remain relevant and competitive. By prioritising sustainability, our Group aims to create long-term value for our business and contribute positively to society.

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7.24 Material Properties

7.24.1 Properties owned by our Group

A summary of the material properties owned by our Group as at the LPD are as follows:

No.	Title details/ Postal address	Description of property/ Existing use/ Tenure (if any)/ Category of land use	Registered owner	Land area/ Built-up area (sq ft)	Date of purchase/ Date of CF/CCC	Express conditions / Restrictions in interest / Encumbrances	Net book value / Fair value as at 30 November 2024 (RM)
1.	**Title Details:** Hakmilik Strata No. PN 24406/M1-B/1/3, No. Lot 42908 Sek. 16, Bandar Ampang, Daerah Hulu Langat, Negeri Selangor **Postal address:** B-G, Jalan Ampang Putra, Excella Business Park, Taman Ampang Hilir, 55100 Kuala Lumpur	**Description:** Nine-storey office building **Existing Use:** Tenant's Office Building **Tenure:** Leasehold (Lease expiring on 2 June 2101) **Category of Land Use:** Commercial	ICT Zone	**Land area:** N/A **Built-up area:** 27,125	**Date of Purchase:** 23 April 2008 **Date of CF:** 15 May 2002	**Express Conditions:** Commercial Building **Restrictions in interest:** This land shall not be transferred, leased or charged without the approval of the relevant state authority. **Encumbrances:** (i) Private Caveat No. 9279/2020 registered on 9 September 2020 in favour of CIMB Islamic Bank Berhad (ii) Charge Presentation No. 37952/2021 registered on 25 May 2021 in favour of CIMB Islamic Bank Berhad	9,500,000

7. BUSINESS OVERVIEW *(cont'd)*

No.	Title details/ Postal address	Description of property/ Existing use/ Tenure (if any)/ Category of land use	Registered owner	Land area/ Built-up area (sq ft)	Date of purchase/ Date of CF/CCC	Express conditions / Restrictions in interest / Encumbrances	Net book value / Fair value as at 30 November 2024 (RM)
2.	**Title Details:** GRN 321778/M1/1/2, Lot 52928 Seksyen 14, No Bangunan M1, No Tingkat 1, No Petak 2, Bandar Kajang, Daerah Ulu Langat, Negeri Selangor **Postal address:** No.3A-G, Jalan Hentian Kajang 1A, Pusat Hentian Kajang, 43000 Kajang, Selangor	**Description:** Ground of a 4 ½-storey shop office **Existing Use:** Tenant's business use **Tenure:** Freehold **Category of Land Use:** Commercial	ICT Zone	**Land area:** N/A **Built-up area:** 1,647	**Date of Purchase:** 18 December 2006 **Date of CF:** 28 December 2007	**Express Conditions:** Commercial Building **Restrictions in interest:** Nil **Encumbrances:** Nil	(1)

7. BUSINESS OVERVIEW *(cont'd)*

No.	Title details/ Postal address	Description of property/ Existing use/ Tenure (if any)/ Category of land use	Registered owner	Land area/ Built-up area (sq ft)	Date of purchase/ Date of CF/CCC	Express conditions / Restrictions in interest / Encumbrances	Net book value / Fair value as at 30 November 2024 (RM)
3.	**Title Details:** GRN 321778/M1/N1/4, Lot 52928 Seksyen 14, No Bangunan M1, No Tingkat N1, No Petak 4, Bandar Kajang, Daerah Ulu Langat, Negeri Selangor **Postal address:** No. 3A-M, Jalan Hentian Kajang 1A, Pusat Hentian Kajang, 43000 Kajang, Selangor	**Description:** Mezzanine floor of a 4 ½-storey shop office **Existing Use:** Tenant's business use **Tenure:** Freehold **Category of Land Use:** Commercial	ICT Zone	**Land area:** N/A **Built-up area:** 1,141	**Date of Purchase:** 18 December 2006 **Date of CF:** 28 December 2007	**Express Conditions:** Commercial Building **Restrictions in interest:** Nil **Encumbrances:** Nil	(1)

No.	Title details/ Postal address	Description of property/ Existing use/ Tenure (if any)/ Category of land use	Registered owner	Land area/ Built-up area (sq ft)	Date of purchase/ Date of CF/CCC	Express conditions / Restrictions in interest / Encumbrances	Net book value / Fair value as at 30 November 2024 (RM)
4.	**Title Details:** GRN 321779/M1/1/1, Lot 52929 Seksyen 14, No. Bangunan M1, No Tingkat 1, No Petak 1, Bandar Kajang, Daerah Ulu Langat, Negeri Selangor **Postal address:** No 5G, Jalan Hentian Kajang 1A, Pusat Hentian Kajang, 43000 Kajang, Selangor	**Description:** Ground of a 4 ½-storey shop office **Existing Use:** Tenant's business use **Tenure:** Freehold **Category of Land Use:** Commercial	ICT Zone	**Land area:** N/A **Built-up area:** 1,658	**Date of Purchase:** 7 February 2007 **Date of CF:** 28 December 2007	**Express Conditions:** Commercial Building **Restrictions in interest:** Nil **Encumbrances:** Nil	(2)

7. BUSINESS OVERVIEW *(cont'd)*

No.	Title details/ Postal address	Description of property/ Existing use/ Tenure (if any)/ Category of land use	Registered owner	Land area/ Built-up area (sq ft)	Date of purchase/ Date of CF/CCC	Express conditions / Restrictions in interest / Encumbrances	Net book value / Fair value as at 30 November 2024 (RM)
5.	**Title Details:** GRN 321779/M1/N1/3, Lot 52929 Seksyen 14, No. Bangunan M1, No Tingkat N1, No Petak 3, Bandar Kajang, Daerah Ulu Langat, Negeri Selangor **Postal address:** No 5M, Jalan Hentian Kajang 1A, Pusat Hentian Kajang, 43000 Kajang, Selangor	**Description:** Mezzanine floor of a 4 ½-storey shop office **Existing Use:** Tenant's business use **Tenure:** Freehold **Category of Land Use:** Commercial	ICT Zone	**Land area:** N/A **Built-up area:** 1,195	**Date of Purchase:** 7 February 2007 **Date of CF:** 28 December 2007	**Express Conditions:** Commercial Building **Restrictions in interest:** Nil **Encumbrances:** Nil	(2)

Notes:

(1) Fair value of properties located at No.3A-G, Jalan Hentian Kajang 1A, Pusat Hentian Kajang, 43000 Kajang, Selangor and No. 3A-M, Jalan Hentian Kajang 1A, Pusat Hentian Kajang, 43000 Kajang, Selangor is RM900,000.

(2) Fair value of properties located at No 5G, Jalan Hentian Kajang 1A, Pusat Hentian Kajang, 43000 Kajang, Selangor and No 5M, Jalan Hentian Kajang 1A, Pusat Hentian Kajang, 43000 Kajang, Selangor is RM900,000.

7.24.2 Properties rented by our Group

A summary of the material properties rented by our Group as at the LPD are as follows:

No.	Postal Address	Landlord/ Tenant	Description/ Existing use	Date of CCC or equivalent	Floor area rented	Period of tenancy/ Rental per annum
1.	C-G, Jalan Ampang Putra, Excella Business Park, Taman Ampang Hilir, 55100 Kuala Lumpur	**Landlord:** Yakin Molek Sdn Bhd **Tenant:** ICT Zone Ventures	**Description:** Ground floor of a nine-storey office building **Existing Use:** Sales office	**Date of CF:** 15 May 2002	3,045	**Commencement Date:** 1 July 2023 **Expiry Date:** 30 June 2025 **Rental per annum:** RM78,000
2.	H-G, Jalan Ampang Putra, Excella Business Park, Taman Ampang Hilir, 55100 Kuala Lumpur	**Landlord:** Kong Lee Eng Sdn Bhd **Tenant:** ICT Zone Ventures	**Description:** Ground floor of a six-storey office building **Existing Use:** Headquarters and administrative office	**Date of CF:** 15 May 2002	2,626	**Commencement Date:** 1 January 2023 **Expiry Date:** 31 December 2025 **Rental per annum:** RM56,400

No.	Postal Address	Landlord/ Tenant	Description/ Existing use	Date of CCC or equivalent	Floor area rented	Period of tenancy/ Rental per annum
3.	E-G, Jalan Ampang Putra, Excella Business Park, Taman Ampang Hilir, 68000 Ampang, Selangor	**Landlord:** Carmine Holdings Sdn Bhd **Tenant:** ICT Zone Ventures	**Description:** Ground floor of a six-storey office **Existing Use:** Operations office and general storage	**Date of CF:** 15 May 2002	2,012	**Commencement Date:** 1 November 2024 **Expiry Date:** 31 October 2026 **Rental per annum:** RM60,000
4.	Unit 23-5, Menara Oval Damansara, No. 685, Jalan Damansara, TTDI, 60000 Kuala Lumpur	**Landlord:** LE Property Sdn Bhd **Tenant:** HaaS	**Description:** A unit on the 23rd floor of a 34-storey office building **Existing Use:** Sales and operations office	**Date of CF:** 19 December 2012	1,582	**Commencement Date:** 1 March 2024 **Expiry Date:** 31 December 2026 **Rental per annum:** RM50,400

No.	Postal Address	Landlord/ Tenant	Description/ Existing use	Date of CCC or equivalent	Floor area rented	Period of tenancy/ Rental per annum
5.	Unit 23-6, Menara Oval Damansara, No. 685, Jalan Damansara, TTDI, 60000 Kuala Lumpur	**Landlord:** LE Trovec Sdn Bhd **Tenant:** HaaS	**Description:** A unit on the 23rd floor of a 34-storey office building **Existing Use:** Sales and operations office	**Date of CF:** 19 December 2012	1,561	**Commencement Date:** 1 January 2024 **Expiry Date:** 31 December 2026 **Rental per annum:** RM50,400

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7.25 Dependency on Contracts, Intellectual Property Rights, Licences, Permits or Business Processes

Save as disclosed below as well as our operation process flow in Section 7.8, trademarks in Section 7.19, licences and permits in Section 7.22, we are not materially dependent on any other contracts, intellectual property rights, licences, permits and approvals or business processes that could materially affect our business as at the LPD.

(i) Exclusive ICT Equipment Rental Agreement dated 25 May 2010 between ICT Zone Ventures and Juricco (amended via an addendum dated 12 December 2022);

(ii) Exclusive ICT Equipment Rental Agreement dated 25 May 2010 between ICT Zone Ventures and Starza (amended via an addendum dated 12 December 2022); and

(iii) Exclusive ICT Equipment Rental Agreement dated 3 September 2011 between ICT Zone Ventures and Haynik.

The salient terms of the strategic partnership agreements between our Group and Juricco, Starza and Haynik are similar and is set out below:

Scope of the agreement	:	ICT Zone Ventures shall have the exclusive rights granted by the Strategic Partner to finance, supply, deliver, install and maintain the ICT equipment ("**ICT Equipment Rental Arrangement**") at the premises specified by the Strategic Partner pursuant to formal agreements with statutory bodies and Government agencies ("**Customers**") ("**Third-Party Agreements**") including offering to, for and on behalf of the Strategic Partner financial arrangements in respect of any performance bond required by such customers. In other words, the Strategic Partner has to exclusively engage ICT Zone Ventures as their supplier / service provider when they tender for and secure ICT agreements with the Customers. To initiate an ICT Equipment Rental Arrangement, the Strategic Partner shall deliver to ICT Zone Ventures a certified true copy of any Third-Party Agreement for ICT Zone Ventures' evaluation and acceptance. ICT Zone Ventures reserves the right and full discretion to refuse to provide ICT Equipment Rental Arrangement to the Strategic Partner.
Term	:	This Agreement shall continue to be in force until terminated by mutual agreement.
Payment	:	The Strategic Partner shall procure and obtain that the Customers and/or their payment agency shall undertake in writing to ensure that the periodic rental payments for the use of the ICT equipment are paid directly to ICT Zone Ventures. Notwithstanding any payment arrangements with the Customers the rental payments shall be due within 14 days from the date of the invoice issued by ICT Zone Ventures whether or not the Strategic Partner has received such invoice.

Return of ICT Equipment	:	At the end of any Third-Party Agreement, the Strategic Partner shall be obligated to return the ICT equipment to ICT Zone Ventures at the Strategic Partner's expense. Any freight, insurance or customs charges related to the rental equipment incurred during or at the end of the rental will be billed to the Strategic Partner's account.
Governing law	:	This Agreement shall be governed by and construed for all purposes and any claim hereunder shall be in accordance with the laws of Malaysia.

For information purposes, there are no specific termination and default clauses for the strategic partnership agreements. Nevertheless, common law principles allow for the strategic partners to terminate such agreements by giving reasonable notice. In mitigating the risk of termination of the strategic partnership agreements, our Group has been building, and will continue to build our pool of Strategic Partners, Channel Partners and end-users (in particular, private and public corporations and retail customers (as set out in Section 7.26.1(ii) of this Prospectus)) to reduce our reliance on our Strategic Partners. In addition, while the strategic partnership agreements do not expressly spell out the remedies available to our Group in the event of a breach of the terms of the agreement by the Strategic Partner, the following are some of the remedies available to our Group by law:

(a) termination of the agreement if the Strategic Partner refuses to perform its obligations (pursuant to Section 40 of the Contracts Act 1950); and/or

(b) bringing of a claim against the Strategic Partner to recover any loss or damage suffered by our Group as a result of the breach or which the parties knew, when they made the agreement, to be likely to result from the breach of it (pursuant to Section 74 of the Contracts Act 1950).

For avoidance of doubt, in relation to the terms of the strategic partnership agreements (including the exclusivity rights granted by the Strategic Partners to our Group), our Group is not in contravention of:

(a) any laws in Malaysia, including the Act and Competition Act 2010; and

(b) any Bumiputera policies in Malaysia.

7.26 Business Strategies and Future Plans

7.26.1 We intend to continuously grow our technology financing solutions

Our technology financing solution segment is presently a major business segment that contributes to our GP. During the Financial Years/Period Under Review, our technology financing solution segment is the largest contributor to our GP, having contributed between 66.11% and 81.02% to our Group's GP.

According to the IMR report by PROVIDENCE, the ICT services industry size in Malaysia is forecast to grow at a CAGR of 5.7% between 2025 and 2027. This growth is expected to be driven by new technological evolutions and industry trends such as the emergence of NPUs and their usage in personal computers as well as increased awareness and focus on environmental, social and governance as well as sustainability practices. The industry is also expected to be driven by the growing digitalisation and adoption of cloud computing in the country, Government initiatives to drive digitalisation, benefits of technology financing solutions as it reduces upfront investments, and the growing number of companies in the country.

As we are an ICT Solution provider that can provide new and existing customers with a diverse range of ICT hardware and software, we expect to benefit from the shift towards the use of NPUs in personal computers. As mentioned in the IMR report by PROVIDENCE, Microsoft Corporation's latest operating system, Windows 11, is built with Copilot. Copilot is an AI-powered productivity tool that has an AI-powered chat assistant function to answer questions, assist with research, provide summaries of articles, books or events, and can integrate with other Microsoft applications such as Word, Excel, PowerPoint, Outlook and Teams to enhance productivity and efficiency. As Microsoft Corporation's operating systems are the most commonly used operating system in personal computers today, and the shift towards Windows 11 will eventually encourage the adoption of NPUs in personal computers. This shift would consequently result in corporations and Government agencies upgrading their ICT hardware and software, which would create demand for ICT Solutions. We have already secured our first technology financing solution contract for NPU-enabled personal computers in June 2024.

Further, our CNCS coupled with our DaaS 360 receiving the MyHIJAU Mark and our Group complying with the ISO 14001:2015 certification is expected to enable us to tap into the opportunities arising from increased awareness and focus on environmental, social and governance as well as sustainability practices.

We thus intend to capitalise and leverage on the abovementioned industry growth opportunities through:

(i) Investing in new ICT hardware and software to cater for increasing demand from new and existing customers

We have allocated RM18.50 million of our IPO Proceeds to purchase ICT hardware and software to support the growth of our technology financing solution business. This will be used to procure approximately 4,000 units of computers and laptops alongside a corresponding number of related peripheral devices such as mice, keyboards, monitors and security locks. It will also be used to procure ICT software such as operating systems, device management and computer security software that protects the ICT Solutions against computer viruses, malware, spyware and/or adware. The ICT software procured from third party providers will be bundled with the ICT hardware to provide value-added services such as proactive and analytical services, remote managed services, device recovery services and CNCS.

We will also purchase new ICT hardware and software by leveraging on financing from financial institutions. To this end, we have allocated RM1.14 million of the IPO Proceeds for finance costs incurred in securing such financing such as processing fees, brokerage fees and other fees/incidental expenses when obtaining the financing facilities from financial institutions. It will also be used to place a principal amount of up to 2 months of the instalment amount with the financial institutions before obtaining the financial facilities.

In light of the expected growth in orders and contracts secured for our technology financing solution segment, we also expect the legal costs to rise due to increased number of leasing and rental orders and contracts entered into between the ICT Zone Asia Group with our customers. Such legal costs include professional fees and stamp duty for execution of agreements. To this end, we have allocated RM0.75 million from our IPO Proceeds to defray such expenses.

In addition, we also intend to purchase equipment all-risks insurance policies for the ICT hardware leased or rented out. Such insurance coverage covers loss of or damages to the ICT hardware as a result of, amongst others, fire, theft or any accidental damage during the period of insurance. We have allocated RM0.61 million of the IPO Proceeds for this purpose.

(ii) Expanding our customer base of private and public corporations, and retail customers by actively investing in marketing activities

In the past, a majority of our orders and contracts have been secured with Strategic Partners and Channel Partners. As such, moving forward, we intend to expand our customer base of end-users comprising private and public corporations, and retail customers.

We intend to undertake marketing activities to actively target and directly approach these end-users. The marketing activities will enable us to increase our market visibility and brand recognition. By doing so, this will improve confidence in our company to provide ICT Solutions, thereby allowing our sales team to easily approach them.

These marketing activities include digital marketing efforts on social media platforms such as Facebook, LinkedIn, Instagram and TikTok as well as search engine marketing on Google and Bing. In addition, we also intend to invest in amongst others, media advertising, telemarketing, email marketing, event marketing and content marketing strategies. To this end, we intend to allocate RM0.33 million of the IPO Proceeds for these marketing activities, amongst other sales activities that are further elaborated in Section 4.8 of this Prospectus.

7.26.2 We intend to expand our ICT trading segment through the sale of refurbished ICT hardware

We intend to expand our ICT trading segment through the sale of refurbished ICT hardware. In particular, we intend to grow our customer base for the trading of refurbished ICT hardware through collaborations.

As at the LPD, we have been approved as a registered vendor by Angkasa (which is an apex cooperative recognised by the Government to represent the Malaysia Cooperative Movement), whereby Angkasa members can purchase refurbished ICT hardware from us via an instalment plan of 12 months. This allows us to leverage upon Angkasa's network of members of 7.2 million members as at December 2023.

As such, Angkasa members will be able to utilise our refurbished ICT hardware without needing to pay the full amount on an upfront basis. Meanwhile, the monthly instalment fee will be automatically deducted from the respective Angkasa members' salary on a monthly basis using Angkasa's auto-deduct system. We have rolled out this instalment plan to Angkasa members since October 2023.

In order to grow our sales of refurbished ICT hardware from Angkasa members, we have rolled out a pilot version of an online platform on www.komputermurah.my dedicated for Angkasa members which is known as Sahabatku. We presently reach out to Angkasa members directly by conducting roadshows or directly contacting them or through an agent. Sahabatku will allow Angkasa members to purchase our refurbished ICT hardware via our online platform. Thus, this will allow us to easily reach out to Angkasa members digitally as opposed to conducting roadshows at Government offices to create awareness of our products and services.

The online platform will also be integrated with Angkasa's auto-deduct system and payment gateway system to enable Angkasa members to purchase refurbished ICT hardware on an instalment basis. As Sahabatku will offer instalment plans, the pricing of the ICT hardware listed on Sahabatku will differ from those offered on www.komputermurah.my which are sold on an outright basis.

The cost of setting up Sahabatku is estimated to be RM50,000 and will be funded via internally generated funds. We intend to officially launch Sahabatku in the first half of 2025.

Further, we also intend to reward referrals of refurbished ICT hardware sold through Sahabatku. This would enable us to encourage retail customers to refer our e-commerce platform to new customers, thus allowing us to expand our customer base.

We will continue to seek for potential strategic collaborations to expand our customer base for our ICT trading segment.

7.26.3 We plan to extend our ICT services offering

Our technology financing solution business promotes technology servitisation, which involves providing corporations and Government agencies access to ICT hardware, ICT software and cloud solutions and services which are bundled with the relevant ICT services, without having to incur high capital expenditure. Over the years, we have been extending the range of value-added services offered with our technology financing solution business from just managed services to provide maintenance and technical support services, to providing proactive and analytical services for devices, data backup and device recovery services, security management and CNCS.

One of our value-added services, CNCS, has been recently introduced. Since March 2024, we have been conducting a pilot project for one of our existing customers whereby we have purchased carbon credits to retire the greenhouse gas emissions produced from the ICT hardware we have leased to them. We have thus far retired 477.943 tonnes of greenhouse gas emissions with 481 carbon credits as at the LPD. We have since launched CNCS to all of our customers in July 2024.

We intend to further extend the range of ICT services we offer by offering remote managed services. Remote managed services will benefit our customers in terms of being able to promptly and remotely rectify software issues and perform software upgrades and updates. As our operations personnel will be able to remotely carry out any rectifications, upgrades or updates, our customers need not wait for an appointment to be made for an on-site visit to their premises. We will provide an alternative service offering to customers of our existing maintenance and technical support services which is currently being provided at our customers' premises.

In the meantime, as we will be able to centralise the management of our customers' ICT hardware through a single system, this will enable us to cater to more customers. It will also reduce our costs as our operations personnel will be able to handle more customers in a shorter time span and will minimise travelling expenses to our customers' premises.

As at the LPD, we have presently identified a suitable system to facilitate the remote management services. We are presently working with the system provider to configure and test the system to ensure that it meets our operational needs. The configuration and testing of the system commenced since July 2024. The annual cost to be incurred may vary depending on the number of users of the said system.

As at the LPD, we have 2 personnel that can provide remote managed services.

We plan to begin offering remote managed services by the first half of 2025, barring any unforeseen circumstances.

7.26.4 We intend to expand via acquisitions, collaborations and/or joint ventures

We intend to acquire and/or undertake strategic collaborations and/or joint ventures with other ICT Solution or service providers involved in similar or complementary activities to our existing core businesses, who can provide additional revenue streams while enhancing our competitive advantage. Such businesses may include companies which are involved in technology financing but are mainly focused in the retail segment (i.e. similar business) or companies which offer software that can be bundled with our Group's offerings (i.e. complementary business). We intend to target companies based in Malaysia. This will enable us to broaden our service offerings, expand our customer base while contributing to incremental growth of our Group.

As at the LPD, we have yet to identify any potential mergers and acquisitions, strategic collaborations and/or joint venture opportunities.

Prior to acquiring, collaborating and/or undertaking joint ventures, we will first consider criteria such as valuation, capital requirement, business synergies, potential value creation to our existing business as well as expected return on investment. We expect to identify a potential merger or acquisition, strategic collaboration and/or joint venture within the next 3 years and intend to fund such acquisitions, collaborations and/or joint ventures via our internally generated funds and/or external borrowings.

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PROVIDENCE STRATEGIC PARTNERS SDN BHD
(1238910-A)
67-1, Block D, Jaya One,Jalan Prof Diraja Ungku Aziz
46200 Petaling Jaya, Selangor, Malaysia.
T: +603 7625 1769

Date: 25 April 2025

The Board of Directors
ICT ZONE ASIA BERHAD
Ground Floor, Block H, Excella Business Park,
Jalan Ampang Putra,
55100 Ampang,
Kuala Lumpur.

Dear Sirs,

Independent Market Research ("IMR") Report on the Information and Communications Technology ("ICT") Solution Industry in Malaysia in conjunction with the Transfer of Listing of ICT ZONE ASIA BERHAD from the LEAP Market of Bursa Malaysia Securities Berhad ("Bursa Securities") to the ACE Market of Bursa Securities

PROVIDENCE STRATEGIC PARTNERS SDN BHD ("**PROVIDENCE**") has prepared this IMR report on the ICT Solution Industry in Malaysia for inclusion in the Prospectus of ICT ZONE ASIA BERHAD.

PROVIDENCE has taken prudent measures to ensure reporting accuracy and completeness by adopting an independent and objective view of these industries within the confines of secondary statistics, primary research and evolving industry dynamics. We believe that this IMR report presents a balanced view of the industry within the limitations of, among others, secondary statistics and primary research, and does not purport to be exhaustive.

For and on behalf of PROVIDENCE:

MELISSA LIM

EXECUTIVE DIRECTOR

About PROVIDENCE STRATEGIC PARTNERS SDN BHD:

PROVIDENCE is an independent research and consulting firm based in Petaling Jaya, Selangor, Malaysia. Since our inception in 2017, PROVIDENCE has been involved in the preparation of independent market research reports for capital market exercises. Our reports aim to provide an independent assessment of industry dynamics, encompassing aspects such as industry performance, demand and supply conditions and competitive landscape.

About MELISSA LIM:

Melissa Lim is the Executive Director of PROVIDENCE. She has more than 15 years of experience in market research for capital market exercises. Melissa Lim holds a Bachelor of Commerce (Double major in Marketing and Management) from Murdoch University, Australia.

ICT Zone Asia Berhad and its subsidiaries (collectively referred to as "**ICT Zone Asia Group**") are principally involved in providing of ICT solutions, namely technology financing solutions, ICT hardware and software trading, ICT services, and cloud solutions and services. As such, this IMR report focuses on ***The ICT Solution Industry,*** which denotes the performance of the industry in which ICT Zone Asia Group's operates. As ICT Zone Asia Group primarily serves the Malaysia market, wherein 98.87% to 99.97% of its revenue was generated from Malaysia, this IMR report will focus on the ICT Solution Industry in Malaysia.

1 THE ICT SOLUTION INDUSTRY IN MALAYSIA

INTRODUCTION

ICT solutions refer to a collection of ICT hardware, ICT software, ICT services, as well as cloud solutions and services. ICT solutions have become increasingly important as a growing number of corporations and Government agencies digitalise and automate their operations. These ICT solutions are essential for corporations and Government agencies to run their day-to-day business operations, as well as perform transactions with customers and suppliers.

ICT hardware (such as desktops, laptops, printers and projectors) and ICT software (such as application software and operating systems) can be either:

- Sold on an outright basis, where ICT hardware and/or ICT software are distributed or retailed to corporations, Government agencies and individual customers; or
- Rented or leased, where ICT hardware and/or ICT software are rented or leased to corporations or Government agencies who will pay a monthly or annual fee for the continuous use of the ICT hardware and/or software.

ICT services are services provided to support corporations and Government agencies in the management and maintenance of the ICT hardware and ICT software (such as technical support, device management, maintenance, consultancy and managed services). These ICT services can either be provided alongside the rental of ICT hardware and/or ICT software, or provided as a standalone service.

Meanwhile, cloud solutions refer to computing resources that are delivered through the Internet (such as storage, network and applications) and provided on a subscription or on-demand basis. There are 3 main types of cloud solutions and services, namely:

- infrastructure-as-a-service (IaaS), where ICT infrastructure (such as storage and network infrastructure) are provided on a pay-as-you-use basis. This allows for data storage, data backup and disaster recovery;
- platform-as-a-service (PaaS), where applications can be built, deployed and managed without the complexity of managing the underlying (or physical) ICT infrastructure; and
- software-as-a-service (SaaS), where software are provided on a pay-as-you-use basis.

Cloud services refer to the services involved in the implementation of these cloud solutions. These services include consultancy and management to propose suitable cloud solutions, cloud migration services to assist corporations and Government agencies to migrate their software applications and data from on-premises ICT infrastructure to cloud-based infrastructure, as well as implementation of cloud solutions.

Cloud solutions and services can be implemented based on the following deployment models:

- private cloud, where the cloud infrastructure is dedicated to a single organisation, and will typically be managed internally and located on-premises;
- public cloud, where the cloud infrastructure is shared by multiple organisations via the internet, which is typically offered by third-party providers; and
- hybrid cloud, where the cloud infrastructure is a computing environment that combines both private cloud with public cloud.

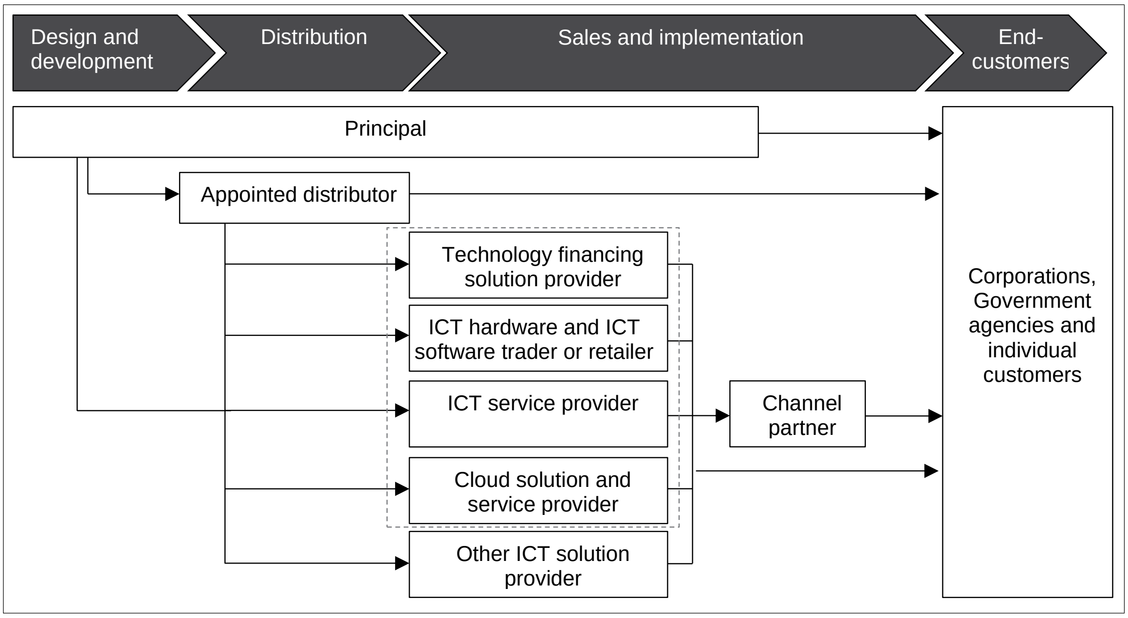
Value chain of the ICT solution industry

The ICT solution industry value chain typically comprises companies that are involved in:

- **Design and development of ICT hardware and ICT software** – companies which design and develop the ICT hardware and ICT software. These companies are typically established multinational companies, and are referred to as "**Principals**". They may either sell their ICT hardware and ICT software to their appointed distributors, ICT solution provider or to end-customers;
- **Distribution of ICT hardware and ICT software** – companies which market and sell ICT hardware and ICT software on behalf of the Principals, and are referred to as "**Appointed distributors**". Appointed distributors typically sell to ICT solution providers or to end-customers; and
- **Provision of ICT solutions** – companies which provide the following ICT solutions:
  - **Technology financing solutions** – companies which provide access to ICT solutions on a rental or lease basis;
  - **Trading of ICT hardware and ICT software** – companies which sell ICT solutions on an outright basis;
  - **Provision of ICT services –** companies which provide ICT services such as managed services;
  - **Provision of cloud solutions and services** – companies which provide consultation to proposed suitable cloud solutions, cloud migration services and implementation of cloud solutions; and/or
  - **Provision of other ICT solutions, and related services** – companies which provide consultation to propose a suitable ICT solution, implement and integrate various physical ICT hardware components and ICT software to form a complete ICT solution.

  ICT solution providers may either provide their ICT solutions directly to end-customers or through channel partners.
- **Channel partners** – companies which are involved in securing orders or contracts from end-customers (who are typically corporations and Government agencies) for ICT solution providers.

ICT solution industry value chain



Notes:

(i) Denotes the segment in which ICT Zone Asia Group presently operates.
(ii) This list is not exhaustive.

Source: PROVIDENCE

INDUSTRY PERFORMANCE, SIZE AND GROWTH

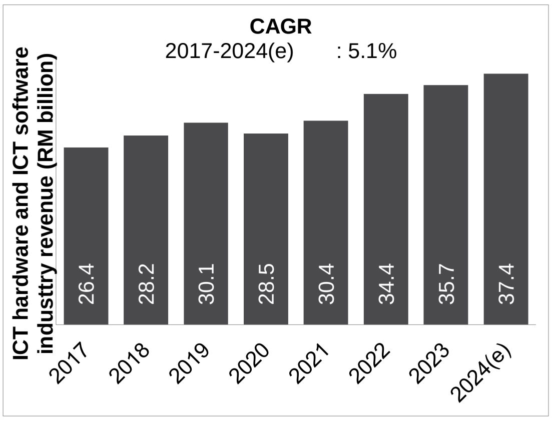
The performance of the ICT solution industry in Malaysia can be measured based on sales of the following:

- **ICT hardware and ICT software**
  The ICT hardware and ICT software industry size Malaysia grew, in terms of industry revenue, from RM26.4 billion in 2017 to an estimated RM37.4 billion in 2024, registering a compound annual growth rate ("**CAGR**") of 5.1% during the period. The ICT hardware and ICT software industry in Malaysia is forecast to grow by a CAGR of 4.8% between 2025 and 2027, to reach RM43.0 billion in 2027.

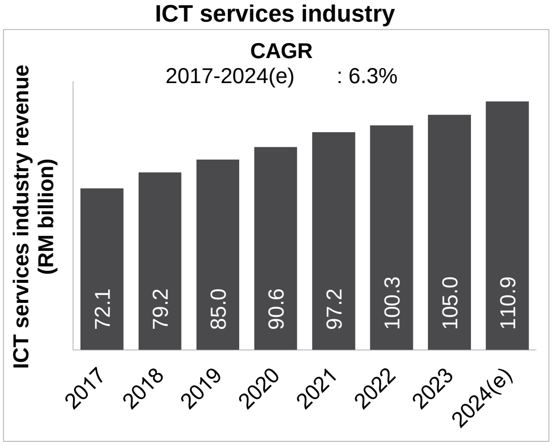
- **ICT services**
  The ICT services industry size registered a CAGR of 6.3% during the same period, having grown from RM72.1 billion in 2017 to an estimated RM110.9 billion in 2024. ICT services industry size in Malaysia is forecast to grow at a CAGR of 5.7% between 2025 and 2027, to reach RM130.9 billion in 2027.

- **Cloud solutions and services**
  The cloud solutions and services industry in Malaysia, as indicated by the expenditure on public, private and hybrid cloud infrastructure, grew from RM2.8 billion in 2017 to an estimated RM10.8 billion in 2024 at a CAGR of 21.3%. Moving forward, the cloud solutions and services industry in Malaysia is forecast to grow by 20.3% between 2025 and 2027, to reach RM18.8 billion in 2027.

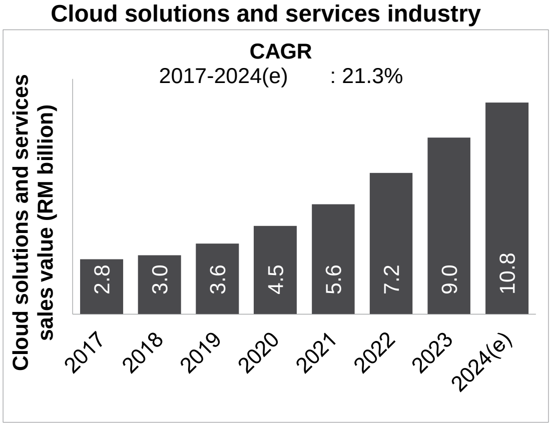
ICT hardware and ICT software industry



ICT services industry



Cloud solutions and services industry



Note:
e - Estimate

Source: Department of Statistics Malaysia, DataCube Research, PROVIDENCE analysis

KEY DEMAND DRIVERS

The rapid pace of technological evolution and introduction of new trends, which would create a need for corporations and Government agencies to upgrade their ICT solutions

The evolution of technology has led to continuous introductions and advancements in ICT hardware and ICT software. Such ICT hardware and ICT software are constantly being enhanced in terms of speed, features and memory space, amongst others. This has led to corporations and Government agencies constantly upgrading their ICT hardware and ICT software to keep up with the latest trends in order to improve work productivity and efficiency.

In particular, some of the recent trends in the ICT solution industry include:

- The introduction of neural processing unit ("**NPUs**")

  Central processing units ("**CPUs**") are currently commonly used as microprocessors, wherein CPUs act as the brains of computing devices such as computers, smartphones and tablets. CPUs are crucial in enabling computing devices to run operating systems and various applications. Over the years, more advanced versions of CPUs have constantly been introduced to allow for faster processing, increased efficiency as well as reduced power consumption.

  NPUs are specialised ICT hardware components designed to handle artificial intelligence ("**AI**")-related tasks efficiently. In recent times, NPUs have begun to be used as main processors in personal computers in replacement of CPUs. This will revolutionise personal computers as NPUs can accelerate operating systems to perform AI-related tasks while consuming less energy, thereby contributing to longer battery life, faster execution and enhanced user experience.

  In particular, Microsoft Corporation's latest operating system, Windows 11, is built with Copilot. Copilot is an AI-powered productivity tool that has an AI-powered chat assistant function to answer questions, assist with research, provide summaries of articles, books or events, and can integrate with other Microsoft applications such as Word, Excel, PowerPoint, Outlook and Teams to enhance productivity and efficiency.

  As Microsoft Corporation's operating systems are the most commonly used operating system in personal computers today, and the shift towards Windows 11 will eventually encourage the adoption of NPUs in personal computers. This shift would consequently result in corporations and government agencies upgrading their ICT hardware and software, which would create demand for ICT solutions.

- Growing demand for rental and lease-based ICT solutions

  As technology advances rapidly, the cost to keep up with the rapid changes may not be cost-effective. Thus, in recent years, there is a shift in trend towards rental or lease-based ICT solutions, instead of ownership-based ICT solutions. This can be seen from the growth in leasing and rental of ICT hardware. Globally, the ICT hardware leasing and rental market is expected to grow at a CAGR of 6.0% from approximately USD120.0 billion in 2023 to approximately USD170.0 billion in 2030.[1] The growth in rental and leasing of ICT hardware is due to the lower upfront cost that allows corporations and Government agencies to reduce high capital investments. With the lower upfront capital investments, corporations and Government agencies are able to divert their capital investments to other income-generating activities. In particular, the Government of Malaysia has also adopted leasing models for ICT solutions over the years through its e-procurement system.[2]

- Increased awareness and implementation of sustainable practices

  Another trend is the increased awareness and implementation of sustainable practices in the ICT solution industry. The ICT hardware's carbon footprint measures the greenhouse gas emissions throughout all phases of a product lifecycle, such as manufacturing, transportation, use and end of life processing. Examples of strategies to reduce carbon footprint include sourcing sustainable raw materials, designing computing devices with high energy efficiency, extending the lifespan of computing devices and responsible electronic waste management and purchasing carbon credits. Thus, "Green" ICT solutions are thus sought after as they enable corporations and Government agencies to achieve sustainability goals.

[1] Source: Verified Market Reports
[2] Source: PROVIDENCE analysis, myprocurement.strategy.gov.my

Government initiatives to encourage digitalisation, which would drive demand for ICT solutions

The digitalisation of the economy is known as the "**Digital Economy**", which refers to the increasing adoption and utilisation of ICT solutions in carrying out day-to-day operational tasks in businesses across various economic sectors in order to improve efficiency and facilitate globalisation. The pervasive impact of the Digital Economy can be observed throughout various economic sectors including the banking sector (where cash-based transactions have shifted to online-based transactions), manufacturing sector (where manual operations can now be automated or remotely controlled) and retail sector (where stores are not limited to physical outlets but also e-commerce platforms). The Digital Economy is expected to expand in Malaysia and as such, ICT solutions will become increasingly essential in carrying out daily operational tasks. In Malaysia, the contribution of the Digital Economy to the country's gross domestic product (GDP) has grown from 18.3% in 2017 to an estimated of 23.5% in 2023.[3]

The National Fiberisation and Connectivity Plan 2019-2023 will provide a favourable environment for the digitalisation of corporations and Government agencies, as it aimed to provide higher quality broadband at lower prices and improve connectivity throughout the country. This will have a positive impact on digitalisation, as high-quality digital connectivity is crucial to create and share digital data.

In February 2021, the Government of Malaysia launched Malaysia Digital Economy Blueprint ("**MyDIGITAL**"), a national initiative which aims to transform Malaysia into a digitally-driven, high-income nation and a regional leader in digital economy. MyDIGITAL maps out the strategies which will be undertaken in 3 phases (2021-2022, 2023-2025 and 2026-2030) to achieve the targeted outcomes of MyDIGITAL. Among the key thrusts in MyDIGITAL pertaining to the ICT solution industry are:

(i) Drive digital transformation in the public sector – leveraging digital technologies, data and digital intelligence to accelerate transformation into a digital government, both for public administration as well as to improve public service delivery; and

(ii) Build enabling digital infrastructure – providing access to extensive and high-quality digital infrastructure (such as broadband, data centres and cable landing stations) to better enable people, corporations and the Government of Malaysia to participate in the digital economy.

To this end, the Government of Malaysia announced MyGovCloud in May 2022, an upgrade of the Public Sector Data Centre into a hybrid cloud solution for use by all government agencies.

Further, in February 2021, the Government of Malaysia announced conditional approvals to 4 cloud service providers, namely Microsoft, Google, Amazon and Telekom Malaysia, to build and manage hyper-scale data centres and cloud services, thus improving digital infrastructure in the country. These cloud service providers are expected to invest between RM12.0 and RM15.0 billion over the next 5 years.

Under Budget 2024, the Government of Malaysia announced enhanced efforts to encourage micro, small, and medium enterprises ("**MSMEs**") to boost business resiliency and competitiveness in adopting automation and digitalisation solutions. The allocations provided include RM100.0 million for digitalisation grants of up to RM5,000 for upgrading of sales, inventory and digital accounting systems, as well as RM900.0 million to encourage small and medium enterprises ("**SMEs**") to increase productivity levels through automation and digitalisation.

Under Budget 2025, Bank Negara Malaysia is providing an RM3.8 billion SME loan fund to support entrepreneurs make the shift to digitalisation and automation. Further, RM50.0 million has been allocated towards the Digital Matching Grant for SMEs and Digital Grant for Vendors under Bank Simpanan Nasional to accelerate digital transformation.

These government initiatives to drive the digital economy in Malaysia will lead to demand for ICT solutions, thus benefiting ICT solution providers.

The move towards digitalisation of corporations and Government agencies, leading to an increased need for ICT solutions

Digitalisation has played a major role in allowing corporations and Government agencies to continue operations while staying relevant in the current business environment.

During the COVID-19 pandemic, lockdown measures were imposed globally to prevent the spread of the disease. This forced corporations and Government agencies to adapt to the situation with work from home arrangements for their employees. In order to ensure continued business productivity, corporations and Government agencies had to make use of technologies which could facilitate online collaboration, such as file sharing, messaging platforms, video conferencing and project management tools. The use of such

[3] Source: Department of Statistics, Malaysia. Latest publicly available data is as at 2023.

technologies creates digital data, which require supporting ICT solutions such as servers and data storage space.

Globalisation has created more opportunities for corporations and Government agencies as they are no longer restricted to operating within their own country. Everything from sourcing raw materials, production, marketing, distribution and support services can be sourced from other countries. Digitalisation has allowed corporations and Government agencies to lower their costs and gain larger market share as they are able to explore new opportunities in other countries.

Corporations and Government agencies need to take advantage of digitalisation to maintain competitiveness and explore new opportunities in today's evolving business environment. As more corporations and Government agencies make the move towards digitalisation, they will require supporting ICT solutions.

Growing number of companies, which indicates an increase in demand for ICT solutions

Malaysia has seen a steady growth of newly registered companies at an average increase of 3.5% annually between 2017 and 2024. According to latest available data from the Companies Commission of Malaysia, total companies in Malaysia grew from 1.3 million in 2017 to 1.6 million in 2024. In 2022, 54,529 companies were dissolved in Malaysia, which translated to 3.8% of the number of registered companies in the year.[4] This indicates that there is a low percentage of companies that are dissolved of companies that are registered in Malaysia.

The steady growth trend of companies in Malaysia is expected to continue in light of the nation's developing economy over the long-term. The growing number of companies registered each year provides opportunities for greater demand for ICT solutions in Malaysia, either through subscriptions or purchases of new ICT solutions or upgrade their current ICT solutions.

Benefits of reducing upfront investments for ICT solutions for corporations and Government agencies

The rental or lease of ICT solutions allows customers and end-user customers to shift from capital to operational expenditure, thereby helping their corporations or Government agencies to be more competitive through substantially lower capital investments. ICT solution rental and lease eliminate the need for heavy upfront capital investments as corporations and Government agencies are able to obtain new ICT solutions and add computing capabilities without incurring risky large capital expenditures but instead pay smaller monthly or annual fee. Thus, the increased affordability is consequently expected to drive demand for ICT solutions. With the lower upfront expenditure, corporations and Government agencies are able to divert the capital to other income-generating activities.

In recent years, the rental and leasing business model is gaining popularity, especially amongst MSMEs and Government agencies, as this business model frees up their capital for other income-generating business activities. Furthermore, corporations and Government agencies may also benefit from the convenience of procuring other added services offered by the same ICT solution provider, typically at an extra cost, such as consultancy, comprehensive customer and/or technical support, up-to-date devices/components, insurance, maintenance and repair services. In addition, the rental and leasing services are also suitable for corporations and Government agencies that are taking part in temporary or short-term events such as exhibitions which only require the temporary use of ICT infrastructure for a short duration.

Rising income levels which will lead to greater spending power for ICT hardware and ICT software amongst individual customers

Malaysia's gross national income (GNI) per capita grew from RM41,647 in 2017 to RM54,894 in 2024. The increase in disposable income will lead to greater spending power, creating demand for ICT hardware and ICT software amongst individual customers. The disposable income of the population in Malaysia is expected to continue growing in the long-term, and this will support demand for ICT hardware and ICT software.

[4] Source: Companies Commission of Malaysia Annual Report 2022. Latest publicly available information is as at 2022

COMPETITIVE OVERVIEW

The ICT solution industry is fragmented as it consists of a large number of companies that are involved in various types of ICT solutions.

As a majority of ICT Zone Asia Group's revenue is derived from technology financing solutions and trading of ICT hardware and ICT software (90.16% to 93.57% of ICT Zone Asia Group's revenue between the financial year ending ("**FYE**") 31 January 2022 and FYE 31 January 2024), this IMR report will focus on industry players that offer leasing, rental and/or sale of ICT hardware and/or ICT software. Companies involved in the sale of ICT hardware and/or ICT software may sell their ICT hardware and/or ICT software to corporations, Government agencies or individual customers. Companies that sell to corporations and Government agencies generally sell ICT hardware and/or ICT software in bulk. Meanwhile, companies that sell to individual customers typically sell ICT hardware and/or ICT software through physical retail stores or online marketplaces or platforms. Some companies are involved in the sale of ICT hardware and/or ICT software to corporations and Government agencies as well as individual customers.

PROVIDENCE has identified the following industry players on the basis that:

(i) They are offering leasing and/or rental of ICT hardware and/or ICT software in Malaysia and they are involved in the sale of ICT hardware and/or ICT software in Malaysia to corporations and/or Government agencies. Companies that appear to solely sell ICT hardware and/or ICT software to individual customers have been excluded;
(ii) They focus on leasing, rental and/or sale of ICT hardware such as desktops and laptops, which is what ICT Zone Asia Group mainly offers through its technology financing solutions. As such, companies that focus on providing rental and/or leasing of printers have been excluded;
(iii) They do not specialise in the system integration of 1 or 2 ICT solutions. For example, companies that are involved in the implementation of networking and/or cybersecurity solutions have been excluded;
(iv) They are not primarily involved in the operation and management of a platform or application;
(v) They are not involved in the provision of telecommunication services; and
(vi) They have a revenue of RM50.0 million and above.

The details of these industry players are as follows(i)(ii):

Company name	ICT solution offering:				FYE	Revenue (RM million)	Gross Profit ("GP") (RM million)	GP margin(iii) (%)	Profit/Loss after tax ("PAT/ LAT") (RM million)	PAT/ LAT margin(iv) (%)	Gearing ratio(v)
	Rental/ Leasing	Trading of ICT hardware and software	ICT services	Cloud solutions and services							
VSTECS Berhad(vi)	-	✓	-	-	31 December 2024	2,901.7	172.3	5.9	70.6	2.4	0.001
SNS Network Technology Berhad(vi)	✓	✓	✓	✓	31 January 2024	1,276.1	96.4	7.6	32.0	2.5	0.13
Mesiniaga Berhad(vi)	✓	✓	✓	✓	31 December 2023	269.8	N/A(vii)	-	4.0	1.5	0.10
NEC Corporation of Malaysia Sdn Bhd	✓	✓	✓	✓	31 March 2024	204.1	60.8	29.8	7.3	3.6	-(viii)

Company name	ICT solution offering: Rental/ Leasing	Trading of ICT hardware and software	ICT services	Cloud solutions and services	FYE	Revenue (RM million)	Gross Profit ("GP") (RM million)	GP margin(iii) (%)	Profit/Loss after tax ("PAT/ LAT") (RM million)	PAT/ LAT margin(iv) (%)	Gearing ratio(v)
P.C. Image group of companies:											
P.C. Image Sdn Bhd	✓	-	✓	-	31 December 2020(ix)	177.3	15.1	8.5	6.7	3.8	0.29
P.C. Image Electronic Sdn Bhd					30 June 2021(ix)	116.2	10.1	8.7	2.6	2.2	0.14
ICT Zone Asia Group(vi)	✓	✓	✓	✓	**31 January 2024**	**114.4**	**19.7**	**17.2**	**7.5**	**6.6**	**1.36**
Edaran Berhad(vi)	✓	-	✓	-	30 June 2024	106.5(x)	34.8(xi)	32.7(xii)	3.1(xi)	2.9(xii)	1.40
SRKK group of companies:	✓	✓	✓	✓							
SRKK Consulting Sdn Bhd					31 December 2023	45.5	11.0	24.2	3.4	7.5	0.15
SRKK Computer Sdn Bhd					31 December 2023	23.2	3.0	12.9	0.5	2.2	-(viii)
SRKK Selatan Sdn Bhd					31 December 2023	7.1	1.5	21.1	0.4	5.6	-(viii)
Integricity Technology Sdn Bhd					31 December 2023	5.4	2.7	50.0	0.6	11.1	0.16
SRKK Data Sdn Bhd					31 December 2023	1.0	0.6	60.0	0.08	8.0	-(viii)
FatNinjas Sdn Bhd					31 December 2023(xiii)	0.02	0.004	20.0	(0.1)	(500.0)	-(viii)

Notes:

(i) The above list may not be exhaustive, and is based on publicly available information as at 17 April 2025.
(ii) The list above has been arranged based on revenue, in a descending order.
(iii) GP margin was computed based on GP and revenue of the company.
(iv) PAT/LAT margin was computed based on PAT/LAT and revenue of the company.
(v) Gearing ratio was computed based on total interest-bearing borrowings (excluding lease liabilities for right-of-use assets, finance lease of ICT assets and net investment in sub-lease) over equity attributable to owners of the Company as at each financial year end
(vi) Public listed company on the Bursa Malaysia Stock Exchange.
(vii) GP for Mesiniaga Berhad is not available in the latest audited financial statement.
(viii) Gearing ratio cannot be computed as there were no interest-bearing borrowings in the financial year
(ix) Latest publicly available information.
(x) Based on segmental financial information relating to its ICT solution business segment.
(xi) Based on consolidated financial information as segmental financial information was not available.
(xii) GP and PAT margin was computed based on consolidated GP and PAT and segmental revenue.

(xiii) The financial information for FatNinjas Sdn Bhd is for the period from 8 June 2023 to 31 December 2023.
Source: Various company websites, Companies Commission of Malaysia, PROVIDENCE analysis

Although the following companies are not involved in the provision of ICT solutions, ICT Zone Asia Group also competes with the following companies which provide leasing services for ICT hardware. These companies are not involved in the provision of other ICT solutions such as ICT services and cloud solutions and services, and are not involved in the trading of ICT hardware and ICT software. Details of these companies are as follows[(i)(ii)]:

Company name	FYE	Revenue (RM million)	GP (RM million)	GP margin[(iii)] (%)	PAT (RM million)	PAT margin[(iv)] (%)	Gearing ratio[(v)]
CSI Leasing Malaysia Sdn Bhd	31 December 2023	198.0	40.9	20.7	17.2	8.7	0.19
HP Facilities Services (Malaysia) Sdn Bhd	31 October 2023	125.3	34.1	27.2	9.0	7.2	-[(vi)]
ICT Zone Asia Group	**31 January 2024**	**114.4**	**19.7**	**17.2**	**7.5**	**6.6**	**1.36**
Mitsubishi HC Capital Malaysia Sdn Bhd	31 March 2024	97.5	49.8	51.1	24.0	24.6	8.55
Orix Rentec (Malaysia) Sdn Bhd	31 March 2024	79.0	9.5	12.0	3.0	3.8	0.46
SMFL Leasing (Malaysia) Sdn Bhd	31 December 2023	53.9	N/A[(vii)]	-	13.1	24.3	3.94

Notes:
(i) The above list may not be exhaustive, and is based on publicly available information as at 17 April 2025.
(ii) The list above has been arranged based on revenue, in a descending order.
(iii) GP margin was computed based on GP and revenue of the company
(iv) PAT margin was computed based on PAT and revenue of the company
(v) Gearing ratio was computed based on total interest-bearing borrowings (excluding lease liabilities for right-of-use assets, finance lease of ICT assets and net investment in sub-lease) over equity attributable to owners of the Company as at each financial year end
(vi) Gearing ratio cannot be computed as there were no interest-bearing borrowings in the financial year
(vii) GP for SMFL Leasing (Malaysia) Sdn Bhd is not available in the latest audited financial statement.

Source: Various company websites, Companies Commission of Malaysia, PROVIDENCE analysis

The barriers to entry for companies to set up a business in the sale of ICT hardware and/or ICT software is moderately low as ICT hardware and ICT software can easily be sourced and the company may only be involved in the trading of ICT hardware and ICT software on a small-scale basis. However, in order to provide leasing and/or rental of ICT hardware and/or ICT software, companies must have the financial resources or capability to secure financing to procure ICT hardware. Thus, the barriers to entry of companies involved in the leasing and/or rental of ICT hardware and/or ICT software is moderately high. Nevertheless, to remain competitive in the market, industry players have to scale up their business and secure consistent supply of products as well as establish relationships with their suppliers.

MARKET SHARE

Based on the total ICT solution industry size of RM149.7 billion and ICT Zone Asia Group's revenue of RM114.4 million in the FYE 31 January 2024, ICT Zone Group garnered an industry revenue share of 0.07% in 2023.

2 PROSPECTS AND OUTLOOK FOR ICT ZONE ASIA GROUP

Moving forward, the ICT hardware and software, ICT services, and cloud solutions and services industry size in Malaysia is forecast to grow at CAGRs of 4.8%, 5.7% and 20.3% between 2025 and 2027. As an ICT solution industry player, ICT Zone Asia Group stands to benefit from this growth which is driven by:

- The rapid pace of technological evolution and introduction of new trends, which would create a need for corporations and Government agencies to upgrade their ICT solutions;
- Government initiatives to encourage digitalisation, which would drive demand for ICT solutions;
- The move towards digitalisation of corporations and Government agencies, leading to an increased need for ICT solutions;
- Growing number of companies, which indicates an increase in demand for ICT solutions;
- Benefits of reducing upfront investments for ICT solutions for corporations and Government agencies; and
- Rising income levels which will lead to greater spending power for ICT hardware and software amongst individual customers.

9. RISK FACTORS

YOU SHOULD EVALUATE AND CONSIDER CAREFULLY, ALONG WITH OTHER MATTERS IN THIS PROSPECTUS, THE FOLLOWING RISK FACTORS WHICH MAY IN THE FUTURE HAVE A MATERIAL ADVERSE EFFECT ON OUR BUSINESS OPERATIONS, FINANCIAL POSITION AND PERFORMANCE, IN ADDITION TO OTHER INFORMATION CONTAINED ELSEWHERE IN THIS PROSPECTUS, BEFORE MAKING AN APPLICATION FOR OUR IPO SHARES.

9.1 Risks Relating to Our Business and Operations

(i) We are dependent on some of our Strategic Partners

We are dependent on our Strategic Partners, namely Starza, Juricco and Haynik, to deliver ICT Solutions to Government-linked corporations and agencies. These Strategic Partners were consistently ranked as part of our top 5 customers during each of the Financial Years/Period Under Review. Collectively, they contributed 77.01%, 76.26%, 77.38% and 77.69% of our revenue in the FYE 2022, FYE 2023, FYE 2024 and FPE 2024, respectively. Please refer to Section 7.14 of this Prospectus for the detailed breakdown of the purchases from these companies during the Financial Years/Period Under Review.

As such, we are exposed to risks that if we fail to secure additional orders or contracts with them in the future or encounter delays in payments or non-payments from end-users of orders and contracts secured through these Strategic Partners. Should this occur, this may adversely affect our Group's business operations and financial performance.

Pursuant to the terms of the strategic partnership agreements entered with these Strategic Partners (as detailed in Section 7.25 of this Prospectus), we leverage on these Strategic Partners' continued support in distributing and promoting our ICT Solutions through our exclusive rights to finance, supply and deliver ICT Solutions to their customers. Meanwhile, our Strategic Partners rely on us to provide:

(i) a comprehensive range of ICT Solutions with options to finance their purchase through renting or leasing with us via our technology financing solution orders or contracts; and

(ii) better pricing and terms for their customers as we are able to negotiate pricing and terms directly with the Principals as we are the Appointed Resellers of several established Principals.

Although our relationship with these Strategic Partners are mutually beneficial, we are exposed to risks that these Strategic Partners may terminate their strategic partnership agreements with us. For information, there is also no specific termination and default clauses provided in the strategic partnership agreements with these Strategic Partners which provide that the agreements shall continue to be in force until terminated by mutual agreement. Should this occur, this may adversely affect our Group's business operations and financial performance as a substantial percentage of our Group's revenues were generated from these Strategic Partners during the Financial Years/Period Under Review. The extent of this impact will depend on our ability to channel our resources to secure other customers in a timely manner.

Further, a significant amount of our order book for our technology financing are presently generated from these Strategic Partners. As at the LPD, RM179.61 million or 75.92% of the total order book for technology financing amounting to RM236.57 million is contributed by the Strategic Partners.

Thus, if any of these customers cease to be a Strategic Partner, there may be a potential revenue loss to our Group and a negative impact on our orderbook. There can be no assurance that we will continue to maintain the business relationship, secure future orders or contracts, or receive prompt payments from the end-users of orders or contracts secured through them.

(ii) Our growth depends on our ability to secure and renew orders and contracts

Due to the nature of our business operations, our future growth, financial performance and profitability depend on our ability to consistently secure orders and contracts from existing and new customers for the provision of ICT Solutions.

Our technology financing solution order and contract tenure may be up to 5 years. Meanwhile, our ICT services and cloud solutions and services may either be secured on a contract basis which spans up to 5 years, or secured on a purchase order basis. Any difficulties in securing new customers, or renewal or additional orders or contracts from existing customers, in a timely manner may adversely affect our business and financial performance. As at the LPD, our order book stood at RM242.81 million.

We do not enter into long-term contracts with our clients for our implementation services due to the rapid technological changes and market trends of the industry in which our clients operate in. As for our maintenance, support and professional services contracts, the tenure of the contracts is slightly longer, but we are subject to termination or reduction of our services by the clients in the event that there are changes to the clients' strategies or changes in the enterprise IT solutions required for their operations.

Further, the volume and size of orders or contracts are subject to several factors, which include, among others, economic downturns, industry-specific slowdowns and customers' financial constraints. Should we be unable to secure new orders and contracts of similar or greater volume and size, our financial performance may also be adversely impacted.

(iii) Our technology financing solution business is capital intensive

Our technology financing solution business requires financial capital for the purchase of ICT hardware and software to be leased or rented. As such, the prospective growth of our technology financing solution business is dependent on, amongst others, our ability to secure additional funding and financing to support our additional capital requirements. If we are unable to secure additional funding and financing or if such additional funding and financing is only available on terms that are less favourable than the terms of our current capital, our ability to grow our technology financing solution business may be adversely impacted.

During the Financial Years/Period Under Review, our financial capital was mainly funded and financed by multiple sources of capital, amongst others, our Group's internally generated funds and bank borrowings obtained from the financial institutions and leasing companies, as well as capital raised from equity capital market in the Private Placement. Please refer to Section 12.6 of this Prospectus for details of the sources of funds for our financial capital over the Financial Years/Period Under Review.

We have also allocated RM18.50 million of our IPO Proceeds to purchase ICT hardware and software for our technology financing solution business. Please refer to Section 4.8 of this Prospectus for details of the utilisation of our IPO Proceeds.

Our ability to obtain additional funding and financing and the costs of capital of such funding and financing are dependent on numerous factors, including general economic and capital market conditions, monetary and fiscal policies as determined by the Government, credit availability from financial institutions, cost of financing of financial institutions, our continued success of operations as well as our financial performance and position. If we are unable to raise adequate funding and financing in a timely manner and on acceptable terms, our business, financial condition, growth, operations and prospects could be adversely affected.

There is no assurance that we will have sufficient capital resources to purchase the ICT hardware and software required to expand our technology financing solution business in the future.

(iv) We face credit and liquidity risks if there are delays in collection or non-recoverability of trade receivables

The customers and/or end-users of our technology financing solutions and cloud solutions and services segments are required to pay rental fees, leasing fees, cloud platform rental fees or cloud solution fees on a monthly basis. Generally, we grant credit terms of up to 60 days to our customers. Other credit terms are assessed and approved on a case-by-case basis after taking into consideration various factors such as our customers' historical payment trend, creditworthiness, the quantum of the amount owed, and the length of their business relationship with us.

As such, we are exposed to risks of delays in collection or non-recoverability of our trade receivables. Should this occur, we may have to make an allowance for doubtful debts or write off bad debts, which may adversely impact our financial performance and position.

As our business requires substantial financial capital to purchase ICT hardware and software, our Group's liquidity is dependent on our ability to manage our financial capital. If we receive an increase in demand for technology financing solutions and/or cloud solutions and services from customers, a delay in collection or non-recoverability of trade receivables may restrict our ability to pursue such business opportunities.

As at 30 November 2024, RM2.72 million or 20.67% of our trade receivables were past the credit period granted to our customers. During the Financial Years/Period Under Review, we did not experience any delay in collection or non-recoverability of trade receivables that had a material adverse impact on our Group's financial performance.

Despite the above, we cannot guarantee that we will continue to experience minimal payment delays and recover all past-due trade receivables, which would significantly impact our Group's financial performance and position.

(v) Our business could suffer if we are unable to recruit and retain our key senior management personnel and qualified technical personnel

Our success and future growth will depend on the expertise and continuing efforts of our key senior management, namely our Managing Director and Chief Executive Officer, Lim Kok Kwang; our Executive Director and Chief Operating Officer, Vincent Ng Soon Kiat; our General Manager, Admin and Finance, Teh Siow Voon; our Accountant, Cheah Chin Mon; our Assistant General Manager, Operations Support, Lau Yeo Chuan; and Chief Executive Officer of HaaS, Loh Kuo Hsiung.

Our key senior management team has extensive experience across a broad spectrum of business activities, from operations to finance to sales and marketing. Their experience, drive and passion for our business have been instrumental to our Group's vision and growth strategies.

As such, a loss of our key senior management without suitable and timely replacement may adversely affect our business, prospects, financial performance and position. Although we have put in place management succession plans, as detailed in Section 5.9 of the Prospectus, there can be no assurance that the loss of our key senior management will not adversely and materially impact our Group's business, prospects, financial performance and position.

In addition, our success also depends on our ability to attract and retain qualified technical personnel with the right technical expertise, professional integrity and commitment. There is no assurance that our present efforts in recruiting and retaining talent will result in the successful recruitment and retention of our suitable qualified employees. The potential loss of these personnel and our inability to promptly secure suitable replacements could disrupt our deliverables to our customers. Further, if we lose our employees to our competitors, our competitiveness, business operations and ability to grow may also be adversely affected.

(vi) Our technology financing solution business is subject to fluctuations in interest rates

As a large portion of our Group's working capital is sourced from local financial institutions, our borrowing cost is susceptible to fluctuations in interest rates. As at the LPD, our Group's total outstanding bank borrowings was RM99.85 million, all of which are based on a floating interest rate.

Our Group's borrowing cost is thus dependent on interest rates imposed by financial institutions which, in turn, are guided by prevailing monetary policy and OPR imposed by the Bank Negara Malaysia. An increase in interest rates imposed will lead to an increase in our Group's borrowing cost and vice versa.

Based on our Group's total outstanding bank borrowings of RM99.85 million as at the LPD, a 1 percentage point increase in interest rate would lead to an increase in interests of approximately RM1.00 million per annum, assuming all other variables are constant.

There is no assurance that our financial performance will not impacted by substantial changes in interest rates of our bank borrowings.

(vii) Our refurbished ICT hardware may become obsolete

ICT hardware manufacturers and semiconductor design houses constantly develop new product designs to keep up with changing market trends and remain relevant in the ICT industry. In doing so, new ICT hardware models with more advanced specifications are constantly being introduced into the market. An introduction of a new ICT hardware model with more advanced specifications could reduce the prices of preceding ICT hardware models, or result in obsolesces of the preceding ICT hardware models.

While we keep abreast with the latest technological changes relevant to our industry, there is no guarantee that we will be able to anticipate an introduction of a new ICT hardware model with more advanced specifications which would render the ICT hardware models we have refurbished for rental or lease to our customers obsolete or reduce the demand for these refurbished ICT hardware. Should these refurbished ICT hardware be deemed obsolete, or should there be lower demand for the ICT hardware models due to the introduction of a more advanced ICT hardware model, we will have to dispose or sell the refurbished ICT hardware. In the event we have to dispose or sell these refurbished ICT hardware below its net book value, this could result in losses, which would adversely affect our financial conditions and results of operations.

During the Financial Years/Period Under Review, the Group registered a loss on the disposal of ICT hardware of RM45,440, RM95,106, RM20,390 and RM54,552 in FYE 2022, FYE 2023, FYE 2024 and FPE 2024, respectively. Although these losses did not have a material adverse impact on our Group's financial performance during the Financial Years/Period Under Review, there can be no assurance that we will not experience losses that could materially and adversely impact our Group's financial performance in the future.

(viii) Inadequacy of insurance coverage may cause significant loss and damage to us

We maintain insurance at levels that are customary in our industry to protect against various losses and liabilities, such as fire, burglary and personal accident insurance arising from our business operations.

We also procure insurance for all of our ICT hardware that are leased or rented. This allows us to claim for risks relating to the ICT hardware including damage, stolen or lost ICT hardware, subject to the terms of the insurance policy.

During the Financial Years/Period Under Review, there were no insurance claims that have materially impacted our financial performance and position.

Notwithstanding, our financial performance may be adversely impacted if we incur substantial losses that are in excess of our insured sums or the losses incurred are not covered under our insurance policies. In addition, these insurance coverages are prone to exclusions and limitations of liability both in the amount and with respect to the insured events.

In the event our losses exceed the insurance coverage or are not covered by our insurance policy, and we are unable to claim these losses from our customer and/or end-user, we may be required to bear such losses. Consequently, our financial performance and position may be adversely impacted. Further, the insurance coverage is subject to annual renewal, and there is no assurance that we will be able to renew or procure new insurance policies on favourable terms and at premiums acceptable to us.

(ix) We may face risks of security breaches

In the course of providing cloud solutions and services, with the consent of our customers, we may have access to customers' confidential information, including information on their ICT policies and ICT systems. In addition, we also subscribe to cloud solutions provided by our Principals and/or Principals' Distributors.

As such, we may face risks of external security threats and internal security breaches which could result in a breach of customers' confidential information or breach of these cloud solutions which we subscribe to. External security threats include malware attacks, hacking, espionage and cyber intrusion. Meanwhile, internal security breaches include unauthorised access to restricted information by employees or attacks that originate from malware-infected devices that are brought into the network system by employees. Any such security attacks and breaches can compromise the security of our ICT infrastructure and data.

Since our commencement of business till the LPD, there have been no incidents of security attacks and breaches that have materially and adversely affected our business operations. However, despite this, there is no guarantee that our internal ICT infrastructure and data will not be subject to inadvertent conduct (which may arise from software bugs or other technical malfunctions, employee error or misconduct, amongst others), unauthorised disclosure or loss of personal or confidential information, or security breaches by third parties.

Further, we implement cloud solutions and services, which involve implementing IaaS and PaaS based on private, public or hybrid cloud deployment models. Although our cloud solutions and services are sourced from Principals and Principal's Distributors, and our scope of work is limited to the implementation of these cloud solutions and services and does not encompass the design of our customers' security infrastructure, we could be perceived to be responsible should there be any security breaches to the cloud infrastructure implemented for customers.

Any data leakage or loss of data or cybersecurity breaches to our customers' data and ICT infrastructures or as a result of the provision of our services, or breaches to our Principal's and/or Principals' solutions, whether actual or perceived, could adversely affect the market perception of our services. This, in turn, may damage our Group's reputation. If any such incident relating to the leakage or loss of confidential information of our customers is by us, this could expose us to significant liability if we are subject to litigation or other action resulting in monetary damages and legal fees.

As a result, we may incur additional costs in defending any claims, and this could adversely affect our business and financial performance. For the Financial Years/Period Under Review and up to the LPD, there have not been any claims made against us in respect of security breaches. Nonetheless, there can be no assurance that we will not be subject to any security breaches in the future, which may adversely affect our reputation and financial performance.

In particular, Rhipe Malaysia Sdn Bhd ("**Rhipe**") who is an authorised distributor of Microsoft products to whom we have paid a subscription fee for the use of the Microsoft Azure solution, had notified our Group of high consumption of the said solution in November 2022 though we have ceased subscribing to the solution post-October 2022. The high consumption of the solution was likely due to a breach of security. Although our Group was not responsible for the use of the said solution, we had received a letter of demand from Rhipe for the payment of an alleged sum of RM2.17 million being the outstanding sum due and payable for providing Microsoft Azure cloud services to us.

We have since responded to the letter of demand on 15 September 2023 stating we have no knowledge of the allegations therein and denying these claims by Rhipe. We have also issued a letter to request for discovery against Rhipe seeking clarification on pertinent matters relating to their claim. As at the LPD, we have not received any additional letter of demand or court summons from Rhipe or its solicitors to claim for the alleged outstanding sums due and payable for the Services, nor have we received any response to our respective letters to Rhipe.

Should the case continue, we may be liable to pay for charges of use of the Services up to 5 December 2022, when Rhipe ought to have suspended the subscription of the solution. As our Group is unable to obtain the breakdown for the utilisation up to 5 December 2022, our Group is unable to quantify the charges of use of the Services up to 5 December 2022. However, should we be liable to pay for these charges, we may incur a cost of up to RM2.17 million, which may impact our financial performance. Our financial performance could also be adversely impacted if we have to incur additional costs in defending any claims.

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9.2 Risks Relating to Our Industry

(i) We face competition in our industry

We face competition from ICT Solution providers in Malaysia and potential new entrants in the industry. Increased competition has, and will continue to have, an impact on our ability to retain our existing customers and secure new customers, and this may adversely affect our Group's operational results and financial performance.

Our Group generally offers similar products as our competitors, i.e. ICT hardware and software on a lease or rental basis. We generally compete with other competitors in terms of our ability to offer a range of ICT Solution brands and timeliness of delivery. Our competitiveness is also dependent on our ability to maintain our service level and uphold our reputation in the industry.

Further, we may also compete with existing and new entrants who adopt aggressive pricing strategies and offer more attractive sales terms, which may result in stiffer competition and a reduction of our market share in the ICT Solution industry. If we are unable to remain competitive and adapt to industry changes, our business operations and financial performance may be adversely affected.

(ii) We are exposed to the risk of supply disruption of ICT hardware resulting from global shortages of semiconductors

Semiconductors are an integral part of the manufacturing of ICT hardware, which is also an important part of implementing our ICT Solutions.

There was a global shortage of semiconductors, as fabrication activities were disrupted when foundries could not operate due to national lockdowns and the imposition of tariff barriers restricting companies in the United States of America ("**United States**") and the People's Republic of China (**"China"**) from trading. The higher demand for electronic products further exacerbated the shortage of semiconductors globally.

Further, the Russia-Ukraine war, which began in February 2022, also exacerbated the shortage of microchips globally. Both Russia and Ukraine are key suppliers of palladium and neon, which are raw materials used in semiconductor manufacturing. While foundries have stocked up on these materials, a prolonged war affected the supply of semiconductors globally, which consequently had an adverse impact on the manufacturing of ICT hardware.

The on-going trade sanctions between the United States and China resulted in the United States imposing export controls on certain semiconductor manufacturing equipment to companies based in China. This has hindered companies in China from producing advanced semiconductor products, thus affecting the availability of semiconductors worldwide. Further, the imposition of tariffs on semiconductor products and raw materials between the United States and China has increased the cost of importing and exporting semiconductor products, causing prices of consumer products, such as ICT hardware to increase.

While our Group has experienced delays in receiving supplies of ICT hardware in the past, we have not experienced any material adverse impact on our financial performance due to such disruptions in supplies of ICT hardware. However, there can be no assurance that any future disruption in the supply of ICT hardware will not have a negative impact on our Group's financial performance.

(iii) We are subject to political, economic and regulatory risks

Our business is subject to the risks associated with conducting business in Malaysia because we mainly sell our ICT Solutions to customers within Malaysia and purchase ICT hardware, ICT software and cloud subscriptions from local suppliers.

Notwithstanding that we principally operate in Malaysia, we derive a portion, albeit a small percentage of our revenue, from other countries. For the Financial Years/Period Under Review, our revenue generated from international markets accounted for approximately 0.06%, 0.07%, 0.03% and 1.13%, respectively. We may also obtain cloud subscriptions directly from Principals, who are based in international markets.

We are thus susceptible to legal, regulatory, political and economic conditions as well as operational risks in Malaysia and other countries. As we continue to expand our business, our financial performance and position could be affected by a variety of factors, including:

(a) political and economic instability, including global and regional macroeconomic disruptions such as natural calamities, epidemics or other risks related to countries where we procure our ICT hardware, ICT software and cloud subscriptions, or sell our ICT Solutions;

(b) unfavourable changes in government policies such as the introduction of new regulations, including trade protection measures, sanctions, import or export restrictions and licencing regulations, duties, tariffs or subsidies; and

(c) risks related to social and political crises resulting from riots, terrorism, war or civil unrest, amongst others.

There can be no assurance that any adverse legal, regulatory, political or economic conditions will not materially affect our Group's future financial performance.

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9.3 Risks Relating to Investment in Our Shares

(i) No prior market for our Shares on the ACE Market and it is uncertain whether a sustainable market for our Shares on the ACE Market will ever develop

Before our Transfer of Listing and IPO, there has been no prior market for our Shares on the ACE Market. Hence, there is no assurance that upon Listing, an active market for our Shares will develop, or if developed, that such a market will be sustainable. There is also no assurance as to the liquidity of any market that may develop for our Shares, the ability of holders to sell our Shares or the selling prices at which holders would be able to sell our Shares.

We and our Promoters have no obligation to make our Shares marketable. The IPO Price was determined after taking into consideration various factors, and these factors could cause our Share price to fluctuate, which may adversely affect the market price of our Shares.

There can be no assurance that the IPO Price will correspond to the price at which our Shares will trade on the ACE Market upon our Listing and that the market price of our Shares will not decline below the IPO Price.

(ii) Capital market risks and share price volatility

The performance of the capital market is very much dependent on external factors such as the performance of the regional and global stock markets and the inflow or outflow of foreign funds. Sentiment is also largely driven by internal factors such as the economic and political conditions of the country as well as the growth potential of the various sectors of the economy. These factors invariably contribute to the volatility of trading volumes in the capital market, thus adding risks to the market price of our listed Shares. Nevertheless, the profitability of our Group is not dependent on the performance of the capital market, as the business activities of our Group have no direct correlation with the performance of securities listed in the capital market.

Our Shares could trade at prices lower than the IPO Price depending on various factors, including current economic, financial and fiscal conditions in Malaysia, our operations and financial results and the price volatility in the markets for securities in similar or related industries in Malaysia or emerging markets. There is no assurance that any market for our Shares will not be disrupted by price volatility or other factors, which may have a material adverse effect on the market price of our Shares.

In addition, the market price of our Shares may be highly volatile. It could fluctuate significantly and rapidly in response to, amongst others, the following factors, some of which are beyond our control:

(a) variation in our results and operations;

(b) success or failure of our management team in implementing business and growth strategies;

(c) changes in securities analysts' recommendations, perceptions or estimates of our financial performance;

(d) changes in conditions affecting the industry, the general economic conditions or stock market sentiments or other events and factors;

(e) additions or departures of our Key Senior Management team;

(f) fluctuations in stock market prices and volumes; or

(g) involvement in litigation.

In addition, many of the risks described herein could materially and adversely affect the market price of our Shares. Furthermore, if the trading volume of our Shares is low, price fluctuation may be exacerbated. Accordingly, there can be no assurance that our Shares will not trade lower than the IPO Price.

(iii) Our Promoters will be able to exert significant influence over our Company as they will continue to hold a majority of our Shares after the IPO

As disclosed in Section 5.1.1 of this Prospectus, our Promoters will collectively hold in aggregate 51.85% of our enlarged issued share capital after our Listing. As a result, they will be able to, in the foreseeable future, effectively control the business direction and management of our Group as well as have voting control over our Group and, as such, will likely influence the outcome of certain matters requiring the vote of our shareholders, unless they are required to abstain from voting either by law and/or by the relevant guidelines or regulations. There can be no assurance that the interests of our Promoters will be aligned with those of our other shareholders.

(iv) The sale or the possible sale of a substantial number of Shares in the public market following our IPO could adversely affect the price of our Shares

Following the completion of our IPO and Listing, approximately 37.88% of our enlarged issued share capital will be publicly held by investors participating in our IPO, while approximately 51.85% of our enlarged issued share capital, will be held by our Promoters.

Our Promoters may dispose of some or all of their Shares after their respective moratorium period, pursuant to their investment objectives. If our Promoters and substantial shareholders sell or are perceived as intending to sell a substantial amount of our Shares, the market price of our Shares could be adversely affected.

(v) Delay in or cancellation of our Listing

The occurrence of certain events, including the following, may cause a delay in or termination of our Listing:

(a) our Joint Underwriters exercising their rights pursuant to the Underwriting Agreement to discharge themselves from their obligations under such agreement;

(b) our inability to meet the minimum public spread requirement under the ACE LR of having at least 25.00% of the total number of our Shares for which our Listing is sought being in the hands of at least 200 public shareholders holding at least 100 Shares each at the point of our Listing; or

(c) the revocation of the approvals from the relevant authorities for our Listing for whatever reason.

Where before the issuance and allotment of our IPO Shares:

(a) the SC issues a stop order pursuant to Section 245(1) of the CMSA, the applications shall be deemed to be withdrawn and cancelled, and our Company shall repay all monies paid in respect of the applications for our IPO Shares within 14 days of the stop order, failing which we shall be liable to return such monies with interest at the rate of 10.00% per annum or such other rate as may be specified by the SC pursuant to Section 245(7)(a) of the CMSA; or

(b) our Listing is aborted, investors will not receive any of our IPO Shares, and all monies paid in respect to all applications for our IPO Shares will be refunded free of interest within 14 days.

Where subsequent to the issuance and allotment of our IPO Shares:

(a) the SC issues a stop order pursuant to Section 245(1) of the CMSA, any issue of our IPO Shares shall be deemed to be void, and all monies received from the applicants shall be forthwith repaid, and if any such money is not repaid within 14 days of the date of service of the stop order, we shall be liable to return such monies with interest at the rate of 10.00% per annum or such other rate as may be specified by the SC pursuant to Section 245(7)(b) of the CMSA; or

(b) our Listing is aborted other than pursuant to a stop order by the SC under Section 245(1) of the CMSA, a return of monies to our shareholders could only be achieved by way of cancellation of share capital as provided under the Act and its related rules to the extent that our IPO Shares form part of our share capital. Such cancellation can be implemented by the sanction of our shareholders by special resolution in a general meeting and supported by either (aa) consent by our creditors (unless dispensation with such consent has been granted by the High Court of Malaya) and the confirmation of the High Court of Malaya, in which case there can be no assurance that such monies can be returned within a short period of time or at all under such circumstances, or (bb) a solvency statement from the directors.

(vi) Payment of dividends

Our ability to declare dividends to our shareholders will depend on, amongst others, our future financial performance, distributable reserves and cash flows. This, in turn, is dependent on our operating results, capital requirements and our ability to implement our future plans, demand for and selling prices of our products, general economic conditions, and other factors specific to our industry, many of which are beyond our control. As such, there is no assurance that we will be able to pay dividends to our shareholders.

We are a holding company and conduct substantially all of our operations through our subsidiaries. Accordingly, dividends and other distributions received from our subsidiaries are our principal source of income. The receipt of dividends from our subsidiaries may also be affected by the passage of new laws, adoption of new regulations and other events outside our control, and our subsidiaries may not continue to meet the applicable legal and regulatory requirements for the payment of dividends in the future. In addition, changes in accounting standards may also affect the ability of our subsidiaries and, consequently, our ability to pay dividends.

Further, our payment of dividends may adversely affect our ability to fund unexpected capital expenditure as well as our ability to make interest and principal repayments on any borrowings that we may have outstanding at the time. As a result, we may be required to borrow additional money or raise capital by issuing equity securities, which may not be on favourable terms or available at all. Further, if we incur new borrowings subsequent to our Listing, we may be subject to additional covenants restricting our ability to pay dividends.

Our Board intends to recommend and distribute a dividend of up to 20.00% of the annual audited profit attributable to the owners of our Company after our Listing. However, dividend payments will depend on our ability to pay dividends and could not be guaranteed, and our Board may decide, at its sole and absolute discretion, at any time and for any reason, not to pay dividends. If we do not pay dividends or pay dividends at levels lower than that anticipated by investors, the market price of our Shares may be negatively affected, and the value of any investment in our Shares may be reduced.

Further details of our dividend policy are set out in Section 12.13 of this Prospectus.

10. RELATED PARTY TRANSACTIONS

Pursuant to the ACE LR, a "**related party transaction**" is a transaction entered into by a listed corporation or its subsidiaries, which involves the interest, direct or indirect, of a related party. A "**related party**" is defined as:

(i) a director, having the meaning given in Section 2(1) of the CMSA and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director of the listed corporation, its subsidiary or holding company, or a chief executive of the listed corporation, its subsidiary or holding company; or

(ii) a major shareholder and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of the listed corporation or its subsidiaries or holding company and has or had an interest or interests in 1 or more voting shares in a corporation and the nominal amount of that share on the aggregate of the nominal amounts of those shares is:

(a) 10.00% or more of the aggregate of the nominal amounts of all the voting shares in the corporation; or

(b) 5.00% or more of the aggregate of the nominal amounts of all the voting shares in the corporation where such person is the largest shareholder of the corporation; or

(iii) a person connected with such director or major shareholder.

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10. RELATED PARTY TRANSACTIONS *(cont'd)*

10.1 Related Party Transactions

Save as disclosed below, our Directors have confirmed that there are no other material related party transactions that we had entered into with related parties in respect of the FYE 2022, FYE 2023, FYE 2024, FPE 2024 and up to LPD:

(i) Between ICT Zone Asia and the transacting party

			Value of transactions				
Transacting parties	**Nature of relationship**	**Nature of transaction**	**FYE 2022**	**FYE 2023**	**FYE 2024**	**FPE 2024**	**1 December 2024 and up to LPD**
			RM'000	**RM'000**	**RM'000**	**RM'000**	**RM'000**
ICT Zone Holding	ICT Zone Holding is our Promoter and major shareholder	Acquisition of equity interest in HaaS from ICT Zone Holding	204 (Being 0.55% of our Group's NA)	-	-	-	-

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10. RELATED PARTY TRANSACTIONS *(cont'd)*

(ii) Between ICT Zone and the transacting parties

Transacting parties	Nature of relationship	Nature of transaction	Value of transactions FYE 2022	FYE 2023	FYE 2024	FPE 2024	1 December 2024 and up to LPD
			RM'000	RM'000	RM'000	RM'000	RM'000
SkyWorld	DS Ng is our Promoter, major shareholder and Non-Independent Non-Executive Chairman. He is also the Non-Independent Executive Chairman and major shareholder of SkyWorld.	(i) Rent office building to SkyWorld(2) This transaction is recurrent in nature and will subsist after our Listing.	485 (Being 75.43% of our Group's other income)	485 (Being 60.78% of our Group's other income)	485 (Being 73.24% of our Group's other income)	404 (Being 61.79% of our Group's other income)	202 (Not applicable)
		(ii) Lease ICT assets to SkyWorld(3) This transaction is recurrent in nature and will subsist after our Listing.	66 (Being 0.13% of our Group's revenue)	106 (Being 0.14% of our Group's revenue)	142 (Being 0.12% of our Group's revenue)	102 (Being 0.11% of our Group's revenue)	42 (Not applicable)
		(iii) Sale of ICT hardware to SkyWorld(4)	-	-	2 (Being less than 0.01% of our Group's revenue)	-	-

10. RELATED PARTY TRANSACTIONS *(cont'd)*

Transacting parties	Nature of relationship	Nature of transaction	Value of transactions FYE 2022	FYE 2023	FYE 2024	FPE 2024	1 December 2024 and up to LPD
			RM'000	RM'000	RM'000	RM'000	RM'000
		(iv) Compensation paid by SkyWorld for the defects in ICT assets returned(5)	-	-	-	(1) (Being 0.06% of our Group's other income)	-
ICT Zone Holding	ICT Zone Holding is our Promoter and major shareholder. DS Ng is our Promoter, major shareholder and Non-Independent Non-Executive Chairman. He is also the director and major shareholder of ICT Zone Holding. Lim Kok Kwang is our Promoter, major shareholder and Managing Director and Chief Executive Officer. He is also the director and major shareholder of ICT Zone Holding.	Provision of ICT services to ICT Zone Holding(6)	-	-	2 (Being less than 0.01% of our Group's revenue)	-	-

Transacting parties	Nature of relationship	Nature of transaction	Value of transactions				
			FYE 2022	**FYE 2023**	**FYE 2024**	**FPE 2024**	**1 December 2024 and up to LPD**
			RM'000	**RM'000**	**RM'000**	**RM'000**	**RM'000**
	Kwan Thean Poh is a director of ICT Zone. He is also a director and shareholder of ICT Zone Holding.						
Risco Consulting Sdn Bhd ("**Risco**")	ICT Zone Holding is our Promoter and major shareholder. It is also the shareholder of Risco. DS Ng is our Promoter, major shareholder and Non-Independent Non-Executive Chairman. He is also the director of Risco. Lim Kok Kwang is our Promoter, major shareholder and Managing Director and Chief Executive Officer. He was the director of Risco and ceased to be a director on 30 July 2024. Kwan Thean Poh is a director of ICT Zone. He is also a director and shareholder of Risco.	Payment of insurance premium to Risco[7] This transaction is recurrent in nature and will subsist after our Listing	17 (Being 0.38% of our Group's PAT)	7 (Being 0.11% of our Group's PAT)	21 (Being 0.28% of our Group's PAT)	26 (Being 0.44% of our Group's PAT)	18 (Not applicable)

10. RELATED PARTY TRANSACTIONS *(cont'd)*

Notes:

(1) Less than RM1,000.

(2) ICT Zone entered into 8 tenancy agreements between September 2014 to June 2017 with SkyWorld for the rental of office space located at Block B, Jalan Ampang Putra, Excella Business Park, Taman Ampang Hilir, 55100 Kuala Lumpur which were extended until 2023. By way of letters of extension dated 12 May 2023, SkyWorld has renewed all the tenancies for a period of 2 years commencing from 1 June 2023 to 31 May 2025. The monthly rental rates are between RM2.50 to RM2.70 per sq ft. Based on a rental valuation report obtained by ICT Zone from a third-party valuer in June 2023, the range of prevailing monthly market rental rates are between RM2.50 per sq ft to RM2.85 per sq ft. As such, the monthly rental rates charged to SkyWorld by ICT Zone ranging between RM2.50 to RM2.70 per sq ft are considered to be at arm's length and based on terms and conditions which were not unfavourable to our Group.

(3) ICT Zone entered into a master lease agreement dated 13 January 2020 with SkyWorld for the lease of ICT assets. The pricing charged by ICT Zone to SkyWorld is comparable against contemporaneous transactions with unrelated third parties for similar products. As such, the transaction is considered to be at arm's length and based on terms and conditions which were not unfavourable to our Group.

(4) ICT Zone sold ICT hardware to SkyWorld at a price of RM1,545. This transaction was a one-off transaction and during the Financial Years/Period Under Review, there are no comparative transactions to ascertain that the aforementioned transaction was transacted based on normal commercial terms and at market rate. As such, this transaction is not carried out on arm's length basis. As this transaction was one-off, our Group will ensure that such transaction will not occur again unless a comparative transaction is available, to ensure that such future transaction will be carried out on an arm's length basis and on terms and conditions which are not unfavourable to our Group.

(5) ICT Zone charged SkyWorld RM380 for defects in ICT assets returned upon the expiry of the lease contract. The pricing charged by ICT Zone to SkyWorld is comparable against contemporaneous transactions with unrelated third parties for similar products. As such, the transaction is considered to be at arm's length and based on terms and conditions which were not unfavourable to our Group.

(6) ICT Zone procured IT services from a vendor and charged ICT Zone Holding at the same price. This transaction was a one-off transaction and was not carried out on arm's length basis as there was no margin earned on the services provided. As this transaction was one-off, our Group will ensure that such transaction will not occur again.

(7) ICT Zone engaged Risco for insurance brokerage and related services which include insurance placement, general advice and consultancy as well as claims handling services. This insurance coverage maintained by ICT Zone consist of, amongst others, fire, burglary, group personal accident, group hospitalisation and surgical, commercial vehicle and money insurance policy. Risco does not charge brokerage fees, consultation fees or service fees to ICT Zone as well as unrelated third parties on the insurance brokerage and related services rendered. The insurance premiums charged align with what the insurance provider dictates and the commission received by Risco is paid by the insurance provider rather than ICT Zone at rates fixed by Bank Negara Malaysia depending on the type of policies . As such, the transaction is considered to be at arm's length and based on terms and conditions which were not unfavourable to our Group.

(iii) Between ICT Zone Ventures and the transacting parties

			Value of transactions				
Transacting parties	**Nature of relationship**	**Nature of transaction**	**FYE 2022**	**FYE 2023**	**FYE 2024**	**FPE 2024**	**1 December 2024 and up to LPD**
			RM'000	**RM'000**	**RM'000**	**RM'000**	**RM'000**
SkyWorld	DS Ng is our Promoter, major shareholder and Non-Independent Non-Executive Chairman. He is also the Non-Independent Executive Chairman and major shareholder of SkyWorld.	(i) Rent office building to SkyWorld(2)	-	9 (Being 1.13% of our Group's other income)	-	-	-
		(ii) Lease ICT assets to SkyWorld(3)	-	-	-	-	16 (Not applicable)
		(iii) Sale of ICT accessory to SkyWorld(4)	-	-	-	(1) (Being less than 0.01% of our Group's revenue)	-
Desa Imbangan Sdn Bhd ("**Desa Imbangan**")	Desa Imbangan is a 60.00%-owned indirect subsidiary of SkyWorld. DS Ng is our Promoter, major shareholder and Non-Independent Non-Executive Chairman. He is the director of Desa Imbangan. He is also a Non-Independent Executive	Lease ICT assets to Desa Imbangan(5)	-	15 (Being 0.02% of our Group's revenue)	-	-	-

Transacting parties	Nature of relationship	Nature of transaction	Value of transactions FYE 2022	FYE 2023	FYE 2024	FPE 2024	1 December 2024 and up to LPD
			RM'000	RM'000	RM'000	RM'000	RM'000
	Chairman and major shareholder of SkyWorld.						
ICT Zone Holding	ICT Zone Holding is our Promoter and major shareholder. DS Ng is our Promoter, major shareholder and Non-Independent Non-Executive Chairman. He is also the director and major shareholder of ICT Zone Holding. Lim Kok Kwang is our Promoter, major shareholder and Managing Director and Chief Executive Officer. He is also the director and major shareholder of ICT Zone Holding.	Lease ICT assets to ICT Zone Holding(6) This transaction is recurrent in nature and will subsist after our Listing.	38 (Being 0.07% of our Group's revenue)	83 (Being 0.11% of our Group's revenue)	96 (Being 0.08% of our Group's revenue)	85 (Being 0.09% of our Group's revenue)	27 (Not applicable)
Risco	ICT Zone Holding is our Promoter and major shareholder. It is also the major shareholder of Risco.	(i) Payment of insurance premium to Risco(7)	317 (Being 7.26% of our Group's PAT)	416 (Being 6.52% of our Group's PAT)	709 (Being 9.51% of our Group's PAT)	857 (Being 14.20% of our Group's PAT)	113 (Not applicable)

10. RELATED PARTY TRANSACTIONS *(cont'd)*

Transacting parties	Nature of relationship	Nature of transaction	Value of transactions FYE 2022	FYE 2023	FYE 2024	FPE 2024	1 December 2024 and up to LPD
			RM'000	RM'000	RM'000	RM'000	RM'000
	DS Ng is our Promoter, major shareholder and Non-Independent Non-Executive Chairman. He is also the director of Risco.	This transaction is recurrent in nature and will subsist after our Listing					
		(ii) Sale of ICT assets to Risco(8)	-	-	(1) (Being less than 0.01% of our Group's revenue)	(1) (Being less than 0.01% of our Group's revenue)	- (Not applicable)
	Lim Kok Kwang is our Promoter, major shareholder and Managing Director and Chief Executive Officer. He was the director of Risco and ceased to be a director on 30 July 2024.						

Notes:

(1) Less than RM1,000.

(2) ICT Zone Ventures (the master tenant) sublet the ground floor of Block C, Wisma NTP World, Excella Business Park, Jalan Ampang Putra, 55100 Ampang, Kuala Lumpur to SkyWorld for a period of 1.5 months commencing from 1 July 2022 to 15 August 2022 for purposes of SkyWorld's internal meetings and discussion. The monthly rental rate paid by SkyWorld is RM6,000. Based on the monthly rental charged to ICT Zone Ventures by the landlord of RM6,000, the monthly rental rate charged to SkyWorld by ICT Zone Ventures is considered to be at arm's length and based on terms and conditions which were not unfavourable to our Group.

10. RELATED PARTY TRANSACTIONS *(cont'd)*

(3) ICT Zone Ventures leased ICT assets (i.e. projectors and tripod screen) to SkyWorld for two short periods of 3 days commencing from 16 December 2024 to 18 December 2024 and 3 days commencing from 3 January 2025 to 5 January 2025. The pricing charged to SkyWorld is comparable against contemporaneous transactions with unrelated third parties for similar products/services. As such, the transaction is considered to be at arm's length and based on terms and conditions which were not unfavourable to our Group.

(4) ICT Zone Venture sold an ICT accessory (i.e. laptop battery) to SkyWorld at a price of RM210. The pricing charged to SkyWorld was based on market rate. As such, this transaction is considered to be at arm's length and based on terms and conditions which were not unfavourable to our Group.

(5) ICT Zone Ventures leased ICT assets (i.e. laptops and/or projectors) to Desa Imbangan for two short periods of 6 days commencing from 22 August 2022 to 27 August 2022 and 2 days commencing from 23 November 2022 to 24 November 2022. These transactions are not recurrent transactions and during the Financial Years Under Review, our Group has not leased ICT assets to Desa Imbangan save for the aforementioned two instances. During the Financial Years Under Review, our Group has no comparative transactions to ascertain whether the aforementioned transactions was transacted based on normal commercial terms and at market rate. As such, this transaction is not carried out on arm's length basis. As these were the only 2 transactions entered into with Desa Imbangan, our Group will ensure that such transaction will not occur again unless a comparative transaction is available, to ensure that such future transaction will be carried out on an arm's length basis and on terms and conditions which are not unfavourable to our Group.

(6) ICT Zone Ventures entered into 2 agreements dated 1 March 2022 and 1 July 2023 with ICT Zone Holding for the lease of ICT assets. The pricing charged to ICT Zone Holding is comparable against contemporaneous transactions with unrelated third parties for similar products/services. As such, the transaction is considered to be at arm's length and based on terms and conditions which were not unfavourable to our Group.

(7) ICT Zone Ventures engaged Risco for insurance brokerage and related services which include insurance placement, general advice and consultancy as well as claims handling services. This insurance coverage maintained by ICT Zone Ventures consist of, amongst others, group personal accident, group hospitalisation and surgical, commercial vehicle and equipment all risks insurance policy. Risco does not charge brokerage fees, consultation fees or service fees to ICT Zone Ventures as well as unrelated third parties on the insurance brokerage and related services rendered. The insurance premiums charged align with what the insurance provider dictates, and the commission received by Risco is paid by the insurance provider rather than ICT Zone Ventures at rates fixed by Bank Negara Malaysia depending on the type of policies. As such, the transaction is considered to be at arm's length and based on terms and conditions which were not unfavourable to our Group.

(8) Risco purchased refurbished ICT assets from ICT Zone Ventures on our Group's public e-commerce platform, www.komputermurah.my, whereby such ICT assets are available at the listed price to the general public. As such, this transaction is considered to be at arm's length and based on terms and conditions which were not unfavourable to our Group.

10. RELATED PARTY TRANSACTIONS *(cont'd)*

(iv) Between HaaS and the transacting parties

			Value of transactions				
Transacting parties	**Nature of relationship**	**Nature of transaction**	**FYE 2022**	**FYE 2023**	**FYE 2024**	**FPE 2024**	**1 December 2024 and up to LPD**
			RM'000	**RM'000**	**RM'000**	**RM'000**	**RM'000**
Risco	ICT Zone Holding is our Promoter and major shareholder. It is also the major shareholder of Risco. DS Ng is our Promoter, major shareholder and Non-Independent Non-Executive Chairman. He is also the director of Risco. Lim Kok Kwang is our Promoter, major shareholder and Managing Director and Chief Executive Officer. He was the director of Risco and ceased to be a director on 30 July 2024. Kwan Thean Poh is a director of HaaS. He is also a director and shareholder of Risco.	Payment of insurance premium to Risco[(1)] This transaction is recurrent in nature and will subsist after our Listing	15 (Being 0.35% of our Group's PAT)	5 (Being 0.08% of our Group's PAT)	10 (Being 0.13% of our Group's PAT)	3 (Being 0.06% of our Group's PAT)	4 (Not applicable)

10. RELATED PARTY TRANSACTIONS *(cont'd)*

Transacting parties	Nature of relationship	Nature of transaction	Value of transactions FYE 2022	FYE 2023	FYE 2024	FPE 2024	1 December 2024 and up to LPD
			RM'000	RM'000	RM'000	RM'000	RM'000
ICT Zone Holding	ICT Zone Holding is our Promoter and major shareholder. DS Ng is our Promoter, major shareholder and Non-Independent Non-Executive Chairman. He is also the director and major shareholder of ICT Zone Holding. Lim Kok Kwang is our Promoter, major shareholder and Managing Director and Chief Executive Officer. He is also the director and major shareholder of ICT Zone Holding. Kwan Thean Poh is a director of HaaS. He is also a director and shareholder of ICT Zone Holding.	Provision of cloud solution and services to ICT Zone Holding[(2)]	31 (Being 0.06% of our Group's revenue)	3 (Being less than 0.01% of our Group's revenue)	-	-	9 (Not applicable)

10. RELATED PARTY TRANSACTIONS *(cont'd)*

Notes:

(1) HaaS engaged Risco for insurance brokerage and related services which include insurance placement, general advice and consultancy as well as claims handling services. This insurance coverage maintained by HaaS consist of, amongst others, erection all risk, comprehensive general liability and workmen compensation policy. Risco does not charge brokerage fees, consultation fees or service fees to HaaS as well as unrelated third parties on the insurance brokerage and related services rendered. The insurance premiums charged align with what the insurance provider dictates and the commission received by Risco is paid by the insurance provider rather than HaaS at rates fixed by Bank Negara Malaysia depending on the type of policies. As such, the transaction is considered to be at arm's length and based on terms and conditions which were not unfavourable to our Group.

(2) HaaS provided cloud solution and services to ICT Zone Holding. The pricing charged to ICT Zone Holding for the ICT services are comparable against contemporaneous transactions with unrelated third parties for similar services. As such, the transaction is considered to be at arm's length and based on terms and conditions which were not unfavourable to our Group.

Our Directors also confirm that there are no other related party transactions that have been entered by our Group that involve the interest, direct or indirect, of our Directors, major shareholders and/or persons connected to them but not yet effected up to the date of this Prospectus.

After our Listing and in accordance with the ACE LR, we may be required to seek our shareholders' approval each time we enter into material related party transactions. However, if the related party transactions can be deemed as recurrent related party transactions, we may seek a general mandate from our shareholders to enter into recurrent related party transactions without having to seek separate shareholders' approval each time we wish to enter into such transactions during the validity period of the mandate.

If any proposed related party transactions require approval of our shareholders, our Directors, major shareholders and/or persons connected with them who have any direct or indirect interest in the proposed related party transactions shall abstain from deliberation and voting on resolution(s) pertaining to the respective transactions. Under the ACE LR, related party transactions may be aggregated to determine their materiality if the transactions occurred within a 12-month period, are entered into with the same party or with parties related to one another or if the transactions involve the acquisition or disposal of securities or interests in one corporation/asset or of various parcels of land contiguous to each other.

After our Listing, our Audit and Risk Management Committee will review the terms of any related party transactions and ensure that any related party transactions (including any recurrent related party transactions) are carried out on terms not more favourable to the related party than those generally available to the third parties dealing at arm's length basis with our Group and are not to the detriment to our minority shareholders. Our Group will seek such relevant shareholders' approval where required. We will make disclosures in our annual report of the aggregate value of the recurrent related party transactions we entered into based on the nature of the transactions made, the names of the related parties involved, and their relationship with our Group during the financial year.

10. RELATED PARTY TRANSACTIONS *(cont'd)*

10.2 Transactions Entered into that are Unusual in Their Nature or Conditions

Our Directors have confirmed that there are no transactions that were unusual in their nature or condition involving goods, services, tangible or intangible assets, to which our Group were a party in respect of the FYE 2022, FYE 2023, FYE 2024, FPE 2024 and up to LPD.

10.3 Loans and Financial Assistance Made to or for the Benefit of, or from Related Parties

10.3.1 Loans and financial assistance made to or for the benefit of related parties

Our Directors have confirmed that there are no loans and/or financial assistance (including guarantees of any kind) made by our Group to or for the benefit of the related parties for the FYE 2022, FYE 2023, FYE 2024, FPE 2024 and up to LPD.

Moving forward, our Company has put in place strict internal control and compliance procedures in relation to loans and financial assistance to third parties, and no loans or financial assistance will be given to any related parties by our Group unless such loans and financial assistance are permitted under law and the ACE LR and brought to the Audit and Risk Management Committee and our Board for deliberation and approval.

10.3.2 Loans and financial assistance from related parties

Save for the guarantees as disclosed in Section 10.4 below, our Directors have confirmed that there are no loans and/or financial assistance (including guarantees of any kind) due to any related party for the FYE 2022, FYE 2023, FYE 2024, FPE 2024 and up to LPD.

After our Listing and in accordance with the ACE LR, our Audit and Risk Management Committee will review the terms of any future loans and/or financial assistance from related parties to our Group and ensure that these transactions are carried out on terms not more favourable to the related party than those generally available to the third parties dealing at arm's length basis with our Group and are not detrimental to our minority shareholders.

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10. RELATED PARTY TRANSACTIONS *(cont'd)*

10.4 Guarantees

10.4.1 Borrowings from financial institutions

As at the LPD, ICT Zone Holding, being our Promoter and major shareholder has given corporate guarantee(s) while DS Ng and Lim Kok Kwang, being our Promoters, major shareholders and Directors, Kwan Thean Poh (director of ICT Zone), Loh Kuo Hsiung (director of HaaS) and Lee Reng Kwan (previous shareholder of HaaS) have given their joint and several personal guarantees for the banking facilities extended by the following financial institutions ("**Financiers**"):

No.	Company	Guarantor	Financial Institution	Facility / Purpose	Amount guaranteed	Outstanding amount as at the LPD
					RM'000	**RM'000**
1.	ICT Zone Ventures	DS Ng and Lim Kok Kwang	Bank Muamalat Malaysia Berhad	**Facility:** 3 contract financing facilities **Purpose:** To finance the purchase of ICT assets	(1)95,200	55,408
2.	ICT Zone Ventures	DS Ng and Lim Kok Kwang	OCBC Al-Amin Bank Berhad	**Facility:** 1 contract financing facility **Purpose:** To finance the purchase of ICT assets	(1)25,000	10,356
3.	ICT Zone	DS Ng, Lim Kok Kwang, Kwan Thean Poh and ICT Zone Holding	CIMB Islamic Bank Berhad	**Facility:** 1 term loan **Purpose:** To refinance the purchase of property	(1)8,550 (2)8,550	6,934

10. RELATED PARTY TRANSACTIONS *(cont'd)*

No.	Company	Guarantor	Financial Institution	Facility / Purpose	Amount guaranteed	Outstanding amount as at the LPD
					RM'000	**RM'000**
4.	HaaS	ICT Zone Holding, Loh Kuo Hsiung and Lee Reng Kwan	Maybank Islamic Berhad	**Facility:** 1 term loan **Purpose:** For working capital	[(1)]500 [(2)]500	324

Notes:

(1) Joint and several guarantee by individual guarantors.

(2) Corporate guarantee.

In conjunction with the Listing, we have applied to the Financiers to obtain a release and/or discharge of the guarantees by substituting the same with a corporate guarantee from our Company and/or other securities from our Group acceptable to the Financiers. Until such release and/or discharge are obtained from the respective Financiers, our Promoters, major shareholders and directors will continue to guarantee the banking facilities extended to our Group.

As at the LPD, save for Bank Muamalat Malaysia Berhad ("**Bank Muamalat**"), we have received conditional approval from all other Financiers to discharge the abovementioned guarantees by substituting the same with a corporate guarantee from our Company. The Financiers who had provided the aforementioned conditional approval have imposed conditions which include, amongst others, the discharge is conditional upon the completion of the Listing and execution and perfection of a corporate guarantee by ICT Zone Asia.

The outstanding amount of facilities utilised by our Group from Bank Mualamat as at the LPD is RM55.41 million.

10. RELATED PARTY TRANSACTIONS *(cont'd)*

We wish to inform that the request to Bank Muamalat for the release and/or discharge has been declined. Nevertheless, Bank Muamalat had in the same letter informed us to write in again for the request for release and/or discharge upon successful transfer listing of our Company from the LEAP Market to the ACE Market. Notwithstanding this, as at LPD, we are in communication with Bank Muamalat to seek their indulgence to reconsider providing the conditional consent for the release and/or discharge upfront. For information, the unutilised amount of the facility from Bank Mualamat as at the LPD is RM3.09 million and we expects to drawdown such amount to acquire and deliver ICT assets in multiple batches for a technology financing contract, whereby the final batch shall take place by the 2nd quarter of FYE 2026 (i.e. 31 July 2025), unless otherwise varied. For information, as the technology financing contracts are for a period of 3 years, the total banking facilities by our Group with Bank Muamalat as at the LPD is expected to be fully repaid by the 2nd quarter of FYE 2029 (i.e. 31 July 2028), or such varied period.

Should our Group be unable to obtain Bank Muamalat's consent for the release and/or discharge, DS Ng and Lim Kok Kwang will continue to maintain their personal guarantees for such facilities until the said contracts ends. In such event, our Group will cease to obtain new facilities from Bank Muamalat until the conditional consent is obtained from Bank Muamalat, and instead obtain new facilities from other banks whereby their personal guarantees are not required for such new facilities. For information, our Group has RM35.57 million banking facilities from other financial institutions (other than Bank Muamalat) which had not been utilised as at the LPD.

10.4.2 Guarantees to suppliers

DS Ng and Lim Kok Kwang, being the directors and shareholders of ICT Zone Holding (major shareholder of our Company), Loh Kuo Hsiung (Director of HaaS) and/or Hoo Geok Choong (previous shareholder of ICT Zone) have provided personal guarantees to the following suppliers of our Group to guarantee the due and punctual payment by the Group for the goods and/or services provided by such suppliers:

(i) Amble Action Sdn Bhd;

(ii) Eternal Asia (M) Sdn Bhd;

(iii) Right Power Technology Sdn Bhd;

(iv) Servex (Malaysia) Sdn Bhd;

(v) Tec D (Distribution) Malaysia Sdn Bhd; and

(vi) VSTECS Astar Sdn Bhd.

In conjunction with the Listing, we have applied to the suppliers to obtain a release and/or discharge of the guarantees by substituting the same with a corporate guarantee from our Company.

As at the LPD, we have received conditional approval from all suppliers to discharge the personal guarantees by substituting the same with a corporate guarantee from our Company. The suppliers who had provided the aforementioned conditional approval have imposed the condition that the discharge is conditional upon the completion of the Listing and execution and perfection of a corporate guarantee by ICT Zone Asia.

10.5 Monitoring and Oversight of Related Party Transactions and Conflict of Interest

10.5.1 Audit and Risk Management Committee Review

Our Audit and Risk Management Committee will assess the financial risk and matters relating to related party transactions and conflict of interest situations that may arise within our Group, including any transactions, procedures or course of conduct that raises questions of management integrity. Our Audit and Risk Management Committee maintains and periodically reviews the adequacy of the procedures and processes set by our Company to monitor related party transactions and conflict of interest. It also sets the procedures and processes to ensure that transactions are carried out in the best interest of our Company on normal commercial terms that are industry norms and not more favourable to the related party than those generally available to third parties dealing at arm's length and are not to the detriment of the interest of our Company's minority shareholders. Amongst others, the related parties and parties who are in a position of conflict with the interest of our Group will be required to abstain from deliberations on the transactions.

All reviews by our Audit and Risk Management Committee are reported to our Board for further action.

10.5.2 Our Group's policy on related party transactions and conflict of interest

It is the policy of our Group that all related party transactions and conflict of interest must be immediately and fully disclosed by our interested or conflicted Directors or substantial shareholders to the management for reporting to our Audit and Risk Management Committee. Any related party transactions must be reviewed by our Audit and Risk Management Committee to ensure that they are negotiated and agreed upon in the best interest of our Company on an arm's length basis and are based on normal commercial terms not more favourable to the related party than those generally available to third parties, and are not to the detriment of the interest of our Company's minority shareholders. In respect of our Directors' interests in companies carrying on similar business, our Directors will also be required to abstain from deliberations and voting on resolutions pertaining to matters and/or transactions where a conflict of interest may arise.

In addition, in line with the MCCG and the Corporate Governance Guide, our Directors are required to make an annual disclosure of any related party transactions and conflict of interest involving our Group. Our Audit and Risk Management Committee will then conduct an annual assessment of our Directors, encompassing an evaluation of such related party transactions and/or conflict of interest, and report to our Board after their evaluation and assessment and make the appropriate recommendations to our Board.

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11. CONFLICT OF INTEREST

11.1 Conflict of Interest

Save as disclosed below, as at the LPD, none of the Directors or substantial shareholders has any interest, direct or indirect, in other businesses or corporations which are carrying on a similar or related trade as our Group or which are customers and/or suppliers of our Group.

(i) SkyWorld

Principal activity	Property development, management services and investment holding
Interested person	DS Ng
Nature and extent of interest	DS Ng is our Promoter, major shareholder and Non-Independent Non-Executive Chairman. He is also the Non-Independent Executive Chairman and major shareholder (holding more than 40% shareholding interest) in SkyWorld. SkyWorld is a customer of our Group.
Steps taken to resolve, eliminate or mitigate the conflict of interest	SkyWorld is involved in property development, management services and investment holding while our Group is involved in the provision of technology financing solutions, ICT hardware and software trading, ICT services, and cloud solutions and services. The lease of ICT assets to SkyWorld only represented 0.13%, 0.14%, 0.12% and 0.11% of our Group's revenue for FYE 2022, FYE 2023, FYE 2024 and FPE 2024. The ICT assets leased to SkyWorld is on an arms' length basis.

(ii) ICT Zone Holding

Principal activity	Trading in presentation equipment and investment holding
Interested persons	DS Ng, Lim Kok Kwang, Kwan Thean Poh
Nature and extent of interest	ICT Zone Holding is our Promoter and major shareholder. It leases ICT assets from our Group. DS Ng is our Promoter, major shareholder and Non-Independent Non-Executive Chairman. He is also the director and major shareholder of ICT Zone Holding. Lim Kok Kwang is our Promoter, major shareholder and Managing Director and Chief Executive Officer. He is also the director and major shareholder of ICT Zone Holding. Kwan Thean Poh is a director of ICT Zone. He is also a director and shareholder of ICT Zone Holding.
Steps taken to resolve, eliminate or mitigate the conflict of interest	ICT Zone Holding is involved in investment holding of shares in companies while our Group is involved in the provision of technology financing solutions, ICT hardware and software trading, ICT services, and cloud solutions and services. The lease of ICT assets to ICT Zone Holding only represented 0.07%, 0.11%, 0.08% and 0.09% of our Group's revenue for FYE 2022, FYE 2023, FYE 2024 and FPE 2024. The ICT assets leased to ICT Zone Holding is on an arms' length basis.

(iii) Risco

Principal activity	Provision of insurance brokerage services
Interested persons	DS Ng, Lim Kok Kwang and ICT Zone Holding
Nature and extent of interest	Risco was the insurance broker for ICT Zone, ICT Zone Ventures and HaaS for FYE 2022 to FYE 2024 and is currently still their insurance broker. ICT Zone Holding is a major shareholder of our Group and a major shareholder of Risco. Lim Kok Kwang is our Promoter, major shareholder and Managing Director and Chief Executive Officer. He is also the director and major shareholder of ICT Zone Holding. Lim Kok Kwang was the director of Risco and ceased to be a director on 30 July 2024. He is also the major shareholder of Risco (through his shareholdings in ICT Zone Holding). DS Ng is our Promoter, major shareholder and Non-Independent Non-Executive Chairman. He is also the director and major shareholder of Risco (through his shareholdings in ICT Zone Holding).
Steps taken to resolve, eliminate or mitigate the conflict of interest	Risco is involved in the provision of insurance brokerage services whereas our Group is involved in the provision of technology financing solutions, ICT hardware and software trading, ICT services, and cloud solutions and services. Risco does not charge brokerage fees, consultation fees or service fees to our Group (similarly for Risco's other customers) on the insurance brokerage and related services rendered. The insurance premiums charged align with what the insurance provider dictates and the commission received by Risco is paid by the insurance providers (i.e. not by our Group) at rates fixed by Bank Negara Malaysia depending on the type of policies. As such, the insurance brokerage service provided to our Group was on an arms' length basis.

Premised on the above, our Board is of the view that all the existing and potential conflict of interest situations of our Group have been sufficiently mitigated.

Moving forward, our Audit and Risk Management Committee will supervise any conflict of interest or potential conflict of interest situations and review our Group's current and future related party transactions and ensure that such transactions will be carried out on an arm's length basis and on commercial terms in the best interest of our Group. Our Group will also seek such relevant shareholders' approval where required. We will also make disclosures in our annual report of the aggregate value of any recurrent related party transactions to be entered into by us (where required) based on the nature of the transactions made, names of the related parties involved and their relationship with our Group. Please refer to Section 10.5.2 of this Prospectus for further details of our monitoring and oversight policy on conflicts of interest.

11.2 Declarations by Our Advisers

(i) Declaration by Malacca Securities

Malacca Securities has given its written confirmation that, as at the date of this Prospectus, there is no existing or potential conflict of interest in its capacity as our Principal Adviser, Sponsor, Joint Underwriter and Joint Placement Agent for our Listing.

(ii) Declaration by Kenanga IB

Kenanga IB has given its written confirmation that, as at the date of this Prospectus, there is no existing or potential conflict of interest in its capacity as our Joint Underwriter and Joint Placement Agent for our Listing.

(iii) Declaration by SCS Global

SCS Global has given its written confirmation that there is no existing or potential conflict of interest in its capacity as the Financial Adviser to our Group in relation to our Listing.

SCS Global's scope of work as the Financial Adviser of our Listing includes amongst others, the following:

(a) to conceptualise, plan and implement the IPO on the ACE Market considering the best interests of our Company subject to the applicable laws and regulations;

(b) to assist and support our Company in finalising the IPO structure, including the size and method of a public issue, the public issue price, the enlarged share capital and other related financial matters;

(c) to conceptualise and advise our Company's restructuring, equity and corporate structure in preparation for our Listing;

(d) to review with our Company and the Principal Adviser on the appropriate timing to launch the IPO, coordinate work plans and timelines prepared by the Principal Adviser for the due diligence working group of the IPO and monitor the timeliness in achieving our Company's objectives of our Listing;

(e) to assist our Company in compiling information and documents for our Listing;

(f) to assist our Company in reviewing the deliverables/reports prepared by the relevant professional advisers in relation to our Listing; and

(g) to support our Company in the verification of the contents of the Prospectus and applications, as well as to attend the drafting meetings, verification meetings and other meetings in relation to our Listing.

(iv) Declaration by Ong Eu Jin Partnership

Ong Eu Jin Partnership has given its written confirmation that there is no existing or potential conflict of interest in its capacity as the Solicitors to our Group in relation to our Listing.

(v) Declaration by PKF PLT

PKF PLT has given its written confirmation that there is no existing or potential conflict of interest in its capacity as the Auditors and Reporting Accountants to our Group in relation to our Listing.

(vi) Declaration by PROVIDENCE

PROVIDENCE has given its written confirmation that there is no existing or potential conflict of interest in its capacity as the IMR to our Group in relation to our Listing.

12. FINANCIAL INFORMATION

12.1 Historical Consolidated Financial Information

Our historical financial information throughout the Financial Years/Period Under Review has been prepared in accordance with MFRS and IFRS. The selected financial information included in this Prospectus is not intended to predict our Group's financial position, results and cash flows.

12.1.1 Consolidated statements of profit or loss and other comprehensive income

The following table sets out a summary of our consolidated statements of profit or loss and other comprehensive income for the Financial Years/Period Under Review and FPE 2023, which have been extracted from the Accountants' Report as set out in Section 13 of this Prospectus. It should be read with the "Management's Discussion and Analysis of Results of Operations and Financial Condition" and the Accountants' Report set out in Section 12.2 and Section 13 of this Prospectus, respectively.

	Audited			**Unaudited**	**Audited**
	FYE 2022	**FYE 2023**	**FYE 2024**	**FPE 2023**	**FPE 2024**
	RM'000	**RM'000**	**RM'000**	**RM'000**	**RM'000**
Revenue	52,033	75,058	114,428	91,100	95,561
Cost of goods sold	(40,983)	(60,044)	(94,682)	(76,714)	(73,896)
GP	**11,050**	**15,014**	**19,746**	**14,386**	**21,665**
Other income	643	797	662	554	654
Other expenses	(4,372)	(6,049)	(7,713)	(6,565)	(8,213)
Profit from operations	**7,321**	**9,762**	**12,695**	**8,375**	**14,106**
Finance costs	(892)	(1,586)	(3,723)	(2,804)	(4,927)
PBT	**6,429**	**8,176**	**8,972**	**5,571**	**9,179**
Tax expenses	(2,059)	(1,800)	(1,517)	(756)	(3,146)
Profit, representing total comprehensive income for the financial year/period ("PAT")	**4,370**	**6,376**	**7,455**	**4,815**	**6,033**
Total comprehensive income attributable to:					
Owners of the Company	4,283	6,338	7,342	4,901	6,010
Non-controlling interest	87	38	113	(86)	23
	4,370	**6,376**	**7,455**	**4,815**	**6,033**

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	Audited			Unaudited	Audited
	FYE 2022	**FYE 2023**	**FYE 2024**	**FPE 2023**	**FPE 2024**
	RM'000	**RM'000**	**RM'000**	**RM'000**	**RM'000**
EBITDA[1]	22,185	31,307	48,166	37,192	58,807
EBITDA margin (%)[2]	42.64	41.71	42.09	40.83	61.54
GP margin (%)[3]	21.24	20.00	17.26	15.79	22.67
PBT margin (%)[4]	12.36	10.89	7.84	6.12	9.61
PAT margin (%)[5]	8.40	8.49	6.52	5.29	6.31
Effective tax rate (%)[6]	32.03	22.02	16.91	13.57	34.27
Basic EPS (sen)[7]	0.65	0.96	1.11	0.74	0.91
Diluted EPS (sen)[8]	0.54	0.80	0.92	0.62	0.76

Notes:

(1) EBITDA is calculated as follows:

	Audited			Unaudited	Audited
	FYE 2022	**FYE 2023**	**FYE 2024**	**FPE 2023**	**FPE 2024**
	RM'000	**RM'000**	**RM'000**	**RM'000**	**RM'000**
PBT	6,429	8,176	8,972	5,571	9,179
Less:					
Interest income	(12)	(8)	-	-	(27)
Add:					
Finance costs	892	1,586	3,723	2,804	4,927
Depreciation	14,876	21,553	35,471	28,817	44,728
EBITDA	**22,185**	**31,307**	**48,166**	**37,192**	**58,807**

(2) EBITDA margin is calculated based on EBITDA divided by revenue.

(3) GP margin is calculated based on GP divided by revenue.

(4) PBT margin is calculated based on PBT divided by revenue.

(5) PAT margin is calculated based on PAT divided by revenue.

(6) Effective tax rate is calculated based on tax expenses divided by PBT.

(7) Basic EPS is calculated based on total comprehensive income attributable to owners of the Company divided by 662,453,200 Shares as at the LPD.

(8) Diluted EPS is calculated based on total comprehensive income attributable to owners of the Company divided by the enlarged number of 795,453,200 Shares upon our Listing.

12.1.2 Consolidated statements of financial position

The following table sets out our consolidated statements of financial position as at 31 January 2022, 31 January 2023, 31 January 2024 as well as 30 November 2024, which have been extracted from the Accountants' Report as set out in Section 13 of this Prospectus. It should be read with the "Management's Discussion and Analysis of Results of Operations and Financial Condition" and the Accountants' Report set out in Section 12.2 and Section 13 of this Prospectus.

	Audited			
	As at 31 January			As at 30 November
	2022	2023	2024	2024
	RM'000	RM'000	RM'000	RM'000
ASSETS				
Non-current assets				
Property, plant and equipment	43,108	66,065	129,648	159,395
Right-of-use assets	133	263	357	510
Investment properties	11,300	11,300	11,300	11,300
Intangible assets	-	-	18	18
Net investment in sub-lease(1)	-	-	6,705	3,632
Total non-current assets	**54,541**	**77,628**	**148,028**	**174,855**
Current assets				
Inventories	724	426	511	192
Trade receivables	9,494	17,066	22,799	13,170
Non-trade receivables, deposits and prepayments	644	1,002	5,907	2,892
Tax recoverable	349	355	923	1,079
Fixed deposits with licensed banks	864	593	874	546
Short-term cash investments	-	408	27	27
Net investment in sub-lease(1)	-	-	3,558	3,714
Cash and bank balances	9,464	8,376	8,983	11,849
Total current assets	**21,539**	**28,226**	**43,582**	**33,469**
Total assets	**76,080**	**105,854**	**191,610**	**208,324**

	Audited			
	As at 31 January			As at 30 November
	2022	2023	2024	2024
	RM'000	RM'000	RM'000	RM'000
EQUITY AND LIABILITIES				
Equity attributable to the owners of the Company				
Share capital	28,124	28,124	(2)38,265	(3)38,271
Reserves	8,945	15,283	22,626	28,629
Equity attributable to the owners of the Company	**37,069**	**43,407**	**60,891**	**66,900**
Non-controlling interest	161	199	312	335
Total equity	**37,230**	**43,606**	**61,203**	**67,235**
Non-current liabilities				
ICPS	3,890	2,690	(2)-	-
Deferred tax liabilities	6,654	8,241	9,995	12,766
Borrowings	14,464	25,298	51,834	54,019
Lease liabilities	-	-	8,473	6,405
Total non-current liabilities	**25,008**	**36,229**	**70,302**	**73,190**
Current liabilities				
Trade payables	7,504	10,039	16,143	6,275
Non-trade payables and accruals	1,747	3,359	6,248	8,017
Borrowings	4,323	12,329	31,271	47,096
Lease liabilities	160	292	5,017	6,256
ICPS	-	-	(2)1,396	-
Tax payable	108	-	30	255
Total current liabilities	**13,842**	**26,019**	**60,105**	**67,899**
Total liabilities	**38,850**	**62,248**	**130,407**	**141,089**
Total equity and liabilities	**76,080**	**105,854**	**191,610**	**208,324**
Total borrowings	18,787	37,627	83,105	101,115
Current ratio(4)	1.56	1.08	0.73	0.49
Gearing ratio(5)	0.51	0.87	1.36	1.51

Notes:

(1) The net investment in sub-lease represents the right-of-use assets (i.e. ICT hardware) leased by our Group from leasing companies, which are subsequently subleased to our customers. These leases are operating leases as our Group does not assume the ownership or substantial risks associated with ownership of these assets. The sublease term for ICT hardware to our customers typically extends over three years, leading to the recognition of the present value of payments to be received within one year (as current assets) and beyond one year (as non-current assets).

(2) As at 31 January 2024, our share capital of RM38.27 million comprises 587,133,200 Shares and 75,320,000 ICPS.

For information, the share capital recorded in our consolidated statement of financial position differs from the statutory record of RM44.30 million. This discrepancy arises as our Group allocated the value of the ICPS between a liability component (measured at fair value using the discounted cash flow method) and an equity component, in accordance with Malaysian Financial Reporting Standards (MFRS). For statutory records, on the other hand, the share capital arising from the ICPS is calculated by multiplying the number of ICPS by the issue price. Kindly refer to Note 22 of the Accountants' Report for further details of our Company's share capital.

(3) 70,000 ICPS had converted to 70,000 Shares on 12 November 2024.

(4) Computed based on current assets over current liabilities as at each financial year/period end.

(5) Computed based on total interest-bearing borrowings (excluding lease liabilities for right-of-use assets, finance lease of ICT assets and net investment in sub-lease) over equity attributable to owners of the Company as at each financial year/period end.

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12.1.3 Consolidated statements of cash flows

The following table sets out our consolidated statements of cash flows for the Financial Years/Period Under Review, which have been extracted from the Accountants' Report as set out in Section 13 of this Prospectus. It should be read with the "Management's Discussion and Analysis of Results of Operations and Financial Condition" and the Accountants' Report set out in Section 12.2 and Section 13 of this Prospectus, respectively.

	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FPE 2024**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Cash flows from operating activities				
PBT	6,429	8,176	8,972	9,179
Adjustments for:				
Depreciation of property, plant and equipment	14,750	21,441	35,324	44,572
Depreciation of right-of-use assets	126	112	147	156
Fair value gain on short-term cash investment	-	(8)	(9)	(1)
Gain on disposal of property, plant and equipment	(984)	(644)	(1,189)	(244)
Gain on early termination of right-of-use assets	-	-	-	(1)
Impairment on trade receivables	-	-	9	17
Interest expenses	885	1,583	3,722	4,920
Interest income	(12)	(8)	-	(27)
Property, plant and equipment written off	3	-	(1)	-
Right-of-use assets written off	2	-	-	-
Operating profit before working capital changes	**21,199**	**30,652**	**46,977**	**58,573**
(Increase)/Decrease in inventories	(402)	298	(85)	319
Decrease/(Increase) in net investment in sub-lease	5	-	(429)	2,936
(Increase)/Decrease in receivables	(3,267)	(7,930)	(10,646)	12,626
(Decrease)/Increase in payables	(1,432)	4,147	8,993	(8,100)
Cash generated from operations	**16,103**	**27,167**	**44,810**	**66,354**
Tax paid	(369)	(328)	(302)	(306)
Tax refunded	5	-	-	-
Net cash from operating activities	**15,739**	**26,839**	**44,508**	**66,048**

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	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FPE 2024**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Cash flows from investing activities				
Acquisition of cash investment	-	(500)	-	-
Acquisition of intangible asset	-	-	(18)	(5)
Acquisition of property, plant and equipment	(17,349)	(46,293)	(96,026)	(72,031)
Interest received	12	8	-	27
Net cash flows on acquisition of subsidiaries	263	-	-	-
Net changes in fixed deposits with licensed banks	(113)	271	(282)	328
Proceed from disposal of property, plant and equipment	3,282	2,539	2,986	1,037
Proceed from redemption of short-term cash investment	-	100	390	-
Utilisation of intangible asset	-	-	-	4
Net cash used in investing activities	**(13,905)**	**(43,875)**	**(92,950)**	**(70,640)**
Cash flows from financing activities				
Drawdown of term loans	14,230	26,411	66,300	38,184
Drawdown in revolving credit	-	-	-	4,800
Drawdown in invoice financing	-	-	-	9,800
Net changes in trust receipts	(1,829)	-	-	-
Dividend paid to ICPS holders	(1,506)	(1,506)	(1,506)	(1,506)
Interest paid	(491)	(1,276)	(3,510)	(4,810)
Issuance of ordinary shares	-	-	10,141	-
Repayment of lease liabilities	(398)	(109)	(1,555)	(4,236)
Repayment of term loans	(4,445)	(7,572)	(20,821)	(29,774)
Repayment of invoice financing	-	-	-	(5,000)
Net cash generated from financing activities	**5,561**	**15,948**	**49,049**	**7,458**
Net increase/(decrease) in cash and cash equivalents	**7,395**	**(1,088)**	**607**	**2,866**
Cash and cash equivalents at the beginning of the financial year	2,069	9,464	8,376	8,983
Cash and cash equivalents at the end of the financial year/period	**9,464**	**8,376**	**8,983**	**11,849**

Note:

(1) Less than RM1,000.

12.2 Management's Discussion and Analysis of Results of Operations and Financial Condition

The following discussion and segmental analysis of our consolidated financial statements for the Financial Years/Period Under Review should be read with the Accountants' Report included in Section 13 of this Prospectus.

12.2.1 Overview of our business

(i) Principal activities

We are an ICT Solutions provider principally involved in the provision of technology financing solutions, ICT hardware and software trading, ICT services, and cloud solutions and services. Our customer base comprises Channel Partners, Strategic Partners, private and public corporations, government linked corporations and agencies as well as retail customers. We are principally operating in Malaysia. In addition, we also serve customers in Singapore, Indonesia, Bangladesh, Taiwan and Canada during the Financial Years/Period Under Review.

For further details, please refer to Section 7.3 of this Prospectus.

(ii) Revenue

The revenue for the Financial Years/Period Under Review was derived from the following segments:

(a) Technology financing

We provide technology financing solutions with a combination of technology solutions to provide ICT Solutions, and financing solutions to provide customers with access to these ICT Solutions over an agreed duration. We receive a monthly leasing fee from our customers for ICT hardware and software provided on a leasing model. The typical tenure of these orders or contracts is between 3 to 5 years though there are some instances where the tenure is less than 3 years.

We also charge a rental fee for ICT hardware and software whereby these rental fees include provision of ICT services to our end-user. We provide both short-term rental (i.e. tenure is less than 6 months) and long-term rental (i.e. tenure is between 6 months and 5 years).

(b) Trading of ICT hardware and software

We engage in the trading of new ICT hardware and refurbished ICT hardware as well as ICT software. We record sales from the trading of ICT hardware and software. These sales are transaction-based in nature and typically do not include ICT maintenance and technical support services.

(c) Provision of ICT services

We charge service fees for providing ICT services which include managed services to provide maintenance and technical support services, proactive and analytical services for devices, data backup and device recovery services, security management, CNCS and refurbishment services.

(d) Provision of cloud solutions and services

We also engage in technology financing and trading of cloud solutions and services as well as ICT services specifically related to cloud solutions and services. We offer cloud solutions and services including infrastructure-as-a-service (IaaS), platform-as-a-service (PaaS), and ICT services. IaaS and PaaS can be rolled out through deployment models such as private cloud, public cloud and hybrid cloud. For private cloud deployment models, the cloud solutions may either be traded or rented to customers. In that respect, we earn from trading revenue or cloud platform rental fees. For public cloud deployment models, the cloud solutions are provided on a solution basis and charged based on a cloud solution fee. Hybrid cloud deployment models employ a hybrid of both private and public cloud deployment models.

We offer managed services to maintain and provide technical support services for IaaS and PaaS deployed through all 3 deployment models. We charge a service fee for the provision of these managed services.

We also charge a service fee for providing the ICT services such as ICT consultancy services, ICT implementation services, cloud infrastructure lifecycle management and hard disk sanitisation.

We are also a HRDC certified company to provide technical training sessions particularly on cloud solutions for Microsoft Corporation and Cisco Systems Inc. We charge a training fee to conduct these sessions.

(iii) Cost of goods sold

Our cost of goods sold comprises hardware and software costs, depreciation expenses, cost of refurbished ICT assets, subscription fees, staff costs, outsourcing costs, insurance expenses and other costs, which the details are as follows:

(i) Hardware and software costs

Hardware and software costs comprise the purchases of ICT hardware, accessories and software as well as rental of ICT hardware.

(ii) Depreciation expenses

Depreciation expenses is the main component for our cost of goods sold. We recognise the depreciation expenses for ICT assets that we own, which are leased/rented to our customers under the cost of goods sold. Our ICT assets' depreciation is computed on a straight-line basis over the estimated useful lives of the assets.

(iii) Cost of refurbished ICT assets

Cost of refurbished ICT assets represents the carrying value of our ICT assets at the point of time being disposed to our customers.

(iv) Subscription fees

Subscription fees comprise the payment made for the usage of the cloud platform and software.

(v) Staff costs

Staff costs comprise the staff salaries, allowances, sales commission and statutory contribution such as employer's contribution to Employees Provident Fund, Social Security Organisation, Employment Insurance System and Human Resources Development Fund for our employees involved in our Group's revenue generating business activities.

(vi) Outsourcing costs

Outsourcing costs comprise the costs of engaging third-party service providers to carry out the installation and maintenance works for our ICT services as well as cloud solutions and services.

(vii) Insurance expenses

Insurance expenses comprise the insurance premium paid for the purchase of equipment all-risk insurance policies which cover damage of loss to our ICT assets.

(viii) Other costs

Other costs mainly comprise, amongst others, transportation costs, cost of tender submission, system management expenses, electricity expenses and data center co-location expenses.

(iv) Other income

Other income mainly comprises, amongst others, properties rental income, interest income from fixed deposits placed with licensed bank, gain on disposal of property, plant and equipment, fair value gain on short-term cash investment, gain on realised foreign exchange differences, insurance claims, forfeiture of deposits, compensation for defects in ICT assets, gain on early termination of right-of-use assets and government grant.

(v) Other expenses

Other expenses mainly comprise, amongst others, staff costs, directors' remuneration, depreciation of property, plant and equipment, depreciation of right-of-use assets, professional fees, maintenance expenses, utility expenses, licence fees, rental of properties, insurance expenses, marketing expenses, office expenses, software and IT expenses.

(vi) Finance costs

Finance costs mainly comprise interest expense on lease liabilities, ICPS, bankers' acceptance and trust receipts as well as term loans.

(vii) Significant changes

There were no significant events subsequent to our audited consolidated financial statements for the FPE 2024 and up to the LPD, that has occurred, which may have a material effect on the financial position and results of our Group.

(viii) Exceptional and extraordinary items and audit qualifications

Save for the one-off expenses incurred for the Private Placement and Listing in the FYE 2024 and/or FPE 2024, there were no other exceptional or extraordinary items during the Financial Years/Period Under Review. In addition, the audited financial statements of our Group for the Financial Years/Period Under Review were not subject to any audit qualifications.

(ix) Significant factors affecting our business

Please refer to Section 9 of this Prospectus for the details of risk factors relating to our business and the industry in which we operate in. Some of these risk factors have an impact on our revenue and financial performance. The main factors which affect revenues and profits include but are not limited to the following:

(i) our growth depends on our ability to secure and renew orders and contracts;

(ii) we are dependent on some of our Strategic Partners;

(iii) our technology financing solution business is capital intensive;

(iv) we face credit and liquidity risks if there are delays in collection or non-recoverability of trade receivables;

(v) our business could suffer if we are unable to recruit and retain our key senior management personnel and qualified technical personnel;

(vi) our technology financing solution business is subject to fluctuations in interest rates;

(vii) our refurbished ICT hardware may become obsolete;

(viii) inadequacy of insurance coverage may cause significant loss and damage to us; and

(ix) we may face risks of security breaches.

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12.2.2 Review of our results of operations

(i) Revenue

Analysis of revenue by business segment

	Audited					
	FYE 2022		FYE 2023		FYE 2024	
	RM'000	%	RM'000	%	RM'000	%
Technology financing	22,383	43.02	33,115	44.12	49,359	43.14
Trading of ICT hardware and software	24,532	47.14	37,114	49.45	55,631	48.62
- *Sale of new ICT hardware and software*	*21,190*	*40.72*	*34,424*	*45.86*	*52,390*	*45.79*
- *Sale of refurbished ICT assets*	*3,342*	*6.42*	*2,690*	*3.59*	*3,241*	*2.83*
Provision of cloud solutions and services	5,061	9.73	4,576	6.10	9,161	8.00
Provision of ICT services	57	0.11	253	0.33	277	0.24
Total	**52,033**	**100.00**	**75,058**	**100.00**	**114,428**	**100.00**

	Unaudited		Audited	
	FPE 2023		FPE 2024	
	RM'000	%	RM'000	%
Technology financing	39,334	43.18	62,132	65.02
Trading of ICT hardware and software	46,020	50.51	25,011	26.17
- *Sale of new ICT hardware and software*	*44,361*	*48.69*	*22,702*	*23.76*
- *Sale of refurbished ICT assets*	*1,659*	*1.82*	*2,309*	*2.41*
Provision of cloud solutions and services	5,503	6.04	8,120	8.50
Provision of ICT services	243	0.27	298	0.31
Total	**91,100**	**100.00**	**95,561**	**100.00**

Analysis of revenue by customer type

	Audited					
	FYE 2022		FYE 2023		FYE 2024	
	RM'000	%	RM'000	%	RM'000	%
Strategic Partners	39,150	75.24	56,362	75.09	86,835	75.89
Channel Partners	4,586	8.81	6,527	8.69	9,549	8.34
Private and public corporations	6,807	13.08	11,165	14.88	16,991	14.85
Government-linked corporations and agencies	144	0.28	630	0.84	689	0.60
Retail customers	1,346	2.59	374	0.50	364	0.32
Total	**52,033**	**100.00**	**75,058**	**100.00**	**114,428**	**100.00**

	Unaudited		Audited	
	FPE 2023		FPE 2024	
	RM'000	%	RM'000	%
Strategic Partners	69,129	75.88	73,747	77.17
Channel Partners	5,793	6.36	8,317	8.70
Private and public corporations	15,373	16.88	12,328	12.90
Government-linked corporations and agencies	583	0.64	955	1.00
Retail customers	222	0.24	214	0.23
Total	**91,100**	**100.00**	**95,561**	**100.00**

Analysis of revenue by geographical location

	Audited					
	FYE 2022		FYE 2023		FYE 2024	
	RM'000	%	RM'000	%	RM'000	%
Malaysia	52,003	99.94	75,008	99.93	114,389	99.97
Singapore	9	0.02	50	0.07	39	0.03
Bangladesh	13	0.03	-	-	-	-
Indonesia	8	0.01	-	-	-	-
Taiwan	-	-	-	-	-	-
Canada	-	-	-	-	-	-
Total	**52,033**	**100.00**	**75,058**	**100.00**	**114,428**	**100.00**

	Unaudited		Audited	
	FPE 2023		FPE 2024	
	RM'000	%	RM'000	%
Malaysia	91,061	99.96	94,481	98.87
Singapore	39	0.04	-	-
Bangladesh	-	-	-	-
Indonesia	-	-	(1)	(2)
Taiwan	-	-	1,068	1.12
Canada	-	-	12	0.01
Total	**91,100**	**100.00**	**95,561**	**100.00**

Notes:

(1) Less than RM1,000.

(2) Less than 0.01%.

Comparison between FYE 2022 and FYE 2023

Our Group's revenue increased by RM23.03 million or 44.26% from RM52.03 million for the FYE 2022 to RM75.06 million for the FYE 2023. The increase in revenue was mainly attributable to the:

(a) increase in revenue from the sale of new ICT hardware and software by RM13.23 million or 62.44% from RM21.19 million for the FYE 2022 to RM34.42 million for the FYE 2023. This was mainly attributable to higher sales secured from our Strategic Partners by RM12.41 million from RM21.13 million for the FYE 2022 to RM33.54 million for the FYE 2023 to supply new ICT hardware and software to Government agencies. The sale of new ICT hardware and software to Strategic Partners contributed 90.38% of the revenue from the trading of ICT hardware and software for the FYE 2023;

(b) increase in revenue from the technology financing by RM10.74 million or 47.99% from RM22.38 million for the FYE 2022 to RM33.12 million for the FYE 2023. This was mainly attributable to the following:

    (1) additional 71 leasing and rental of new ICT hardware and software orders/contracts secured in the FYE 2023 which contributed RM9.00 million to our Group's total revenue for the FYE 2023. These orders/contracts were mainly secured from Strategic Partners and Channel Partner; and

    (2) 3 short-term rental orders secured for general election purposes which contributed RM1.91 million for the FYE 2023 (FYE 2022: nil); and

(c) increase in revenue from the provision of ICT services by RM0.19 million or 316.67% from RM0.06 million for the FYE 2022 to RM0.25 million for the FYE 2023. This was mainly due to the 4 new standalone ICT services orders secured by our Group in the FYE 2023 which contributed RM0.13 million to our Group's total revenue for the FYE 2023 (FYE 2022: nil).

The revenue from the provision of cloud solutions and services decreased by RM0.48 million or 9.49% from RM5.06 million for the FYE 2022 to RM4.58 million for the FYE 2023 mainly due to the decrease in revenue from ICT services by RM1.30 million from RM2.56 million for the FYE 2022 to RM1.26 million for the FYE 2023. This was mainly due to an ICT services project awarded from Telekom Malaysia Berhad which contributed RM1.80 million to our Group's revenue in the FYE 2022 (FYE 2023: nil), offset by an ICT services project secured from a Channel Partner amounting to RM0.45 million in the FYE 2023.

The decrease in revenue was also partially offset by the following:

(a) increase in revenue from cloud solutions by RM0.36 million from RM0.39 million for the FYE 2022 to RM0.75 million for the FYE 2023 as a result of higher sales secured from private corporations as well as Channel Partners for the FYE 2023 for hybrid cloud solutions;

(b) increase in revenue from training by RM0.28 million from RM0.05 million for the FYE 2022 to RM0.33 million for the FYE 2023 as a result of higher number of trainings sessions provided to our customers following HaaS being certified as a training provider by HRDC in April 2022; and

(c) increase in revenue from rental of cloud platform by RM0.28 million from RM1.22 million for the FYE 2022 to RM1.50 million for the FYE 2023 as a result of additional 13 orders/contracts secured in the FYE 2023 which contributed RM0.67 million to our Group's total revenue for the FYE 2023.

Comparison between FYE 2023 and FYE 2024

Our Group's revenue increased by RM39.37 million or 52.45% from RM75.06 million for the FYE 2023 to RM114.43 million for the FYE 2024. The increase in revenue was mainly attributable to the:

(a) increase in revenue from the sale of new ICT hardware and software by RM17.97 million or 52.21% from RM34.42 million for the FYE 2023 to RM52.39 million for the FYE 2024. This was mainly attributable to the following:

    (1) higher sales secured from our Strategic Partners by RM11.25 million from RM33.54 million for the FYE 2023 to RM44.79 million for the FYE 2024 to supply new ICT hardware and software to Government agencies. The sale of new ICT hardware and software to Strategic Partners contributed 80.52% of the revenue from the trading of ICT hardware and software for the FYE 2024; and

    (2) a sale of RM6.99 million for new ICT hardware and software to a leasing company for the FYE 2024 (FYE 2023: nil);

(b) increase in revenue from the technology financing by RM16.24 million or 49.03% from RM33.12 million for the FYE 2023 to RM49.36 million for the FYE 2024. This was mainly attributable to the additional 249 leasing and rental of new ICT hardware and software orders/contracts secured in the FYE 2024 which contributed RM20.51 million to our Group's total revenue for the FYE 2024. These orders/contracts were mainly secured from Strategic Partners; and

(c) increase in revenue from provision of cloud solutions and services by RM4.58 million or 100.00% from RM4.58 million for the FYE 2023 to RM9.16 million for the FYE 2024. This was mainly attributable to the following:

(1) increase in revenue from trading of cloud hardware and enterprise cloud software by RM3.24 million from RM0.74 million for the FYE 2023 to RM3.98 million for the FYE 2024 as a result of higher sales secured from the Channel Partners and Government agencies; and

(2) increase in revenue from rental of cloud platform by RM0.90 million from RM1.50 million for the FYE 2023 to RM2.40 million for the FYE 2024 as a result of the additional 14 orders/contracts secured in the FYE 2024 which contributed RM0.76 million for the FYE 2024.

The revenue from the provision of ICT services increased by RM0.03 million or 12.00% from RM0.25 million for the FYE 2023 to RM0.28 million for the FYE 2024. This was mainly due to the additional 2 standalone ICT services orders secured by our Group in the FYE 2024 which contributed RM0.02 million to our Group's total revenue for the FYE 2024.

Comparison between FPE 2023 and FPE 2024

Our Group's revenue increased by RM4.46 million or 4.90% from RM91.10 million for the FPE 2023 to RM95.56 million for the FPE 2024. The increase in revenue was mainly attributable to:

(a) increase in revenue from the technology financing by RM22.80 million or 57.97% from RM39.33 million for the FPE 2023 to RM62.13 million for the FPE 2024. This was mainly attributable to the following:

(1) additional 194 leasing and rental of new ICT hardware and software orders/contracts secured in the FPE 2024 which contributed RM12.80 million to our Group's total revenue for the FPE 2024. These orders/contracts were mainly secured from Strategic Partners; and

(2) additional 96 leasing and rental of new ICT hardware and software orders/contracts secured in the second half of FYE 2024 which contributed RM13.05 million to our Group's total revenue for the FPE 2024. These orders/contracts were mainly secured from Strategic Partners;

(b) increase in revenue from provision of cloud solutions and services by RM2.62 million or 47.64% from RM5.50 million for the FPE 2023 to RM8.12 million for the FPE 2024. This was mainly attributable to the increase in revenue from ICT services by RM2.20 million from RM0.76 million for the FPE 2023 to RM2.96 million for the FPE 2024 mainly attributable to an ICT services project awarded from a Channel Partner for implementing the cloud software; and

(c) increase in revenue from the provision of ICT services by RM0.06 million or 25.00% from RM0.24 million for the FPE 2023 to RM0.30 million for the FPE 2024. This was mainly attributable to an order to provide technical support services secured from a Strategic Partner which contributed RM0.04 million to our Group's total revenue for the FPE 2024. In the FPE 2023, our Group did not secure any orders with the said Strategic Partner for provision of ICT services.

The aforementioned increase in revenue was partially offset by the decrease in revenue from trading of ICT hardware and software by RM21.01 million or 45.65% from RM46.02 million for the FPE 2023 to RM25.01 million for the FPE 2024. This decrease was primarily due to a reduction in the sales of new ICT hardware and software, amounting to RM21.66 million, attributable to the following:

(1) decrease in sales to our Strategic Partners, which dropped by RM15.09 million, from RM36.85 million in the FPE 2023 to RM21.76 million in the FPE 2024. This was mainly due to lower number of new contracts from Strategic Partners for leasing and rental of new ICT hardware and software to government agencies in FPE 2024 as compared to FPE 2023.

Our Strategic Partners typically purchase new ICT hardware and software from our Group to fulfil the technology financing order/contracts. Accordingly, our trading revenue from Strategic Partners correlates to the value of new contracts awarded to them; and

(2) absence of sale of new ICT hardware and software to a leasing company for the FPE 2024 (FPE 2023: RM6.99 million).

(ii) Cost of goods sold

<u>Analysis of cost of goods sold by business segment</u>

	Audited					
	FYE 2022		**FYE 2023**		**FYE 2024**	
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**
Technology financing	15,078	36.79	22,603	37.64	35,411	37.40
Trading of ICT hardware and software	22,693	55.37	35,245	58.70	52,513	55.46
- *Sale of new ICT hardware and software*	*20,241*	*49.39*	*33,051*	*55.05*	*50,392*	*53.22*
- *Sale of refurbished ICT assets*	*2,452*	*5.98*	*2,194*	*3.65*	*2,121*	*2.24*
Provision of cloud solutions and services	3,196	7.80	2,006	3.34	6,557	6.93
Provision of ICT services	16	0.04	190	0.32	201	0.21
Total	**40,983**	**100.00**	**60,044**	**100.00**	**94,682**	**100.00**

	Unaudited		**Audited**	
	FPE 2023		**FPE 2024**	
	RM'000	**%**	**RM'000**	**%**
Technology financing	28,755	37.48	44,578	60.33
Trading of ICT hardware and software	43,920	57.25	23,917	32.37
- *Sale of new ICT hardware and software*	*42,607*	*55.54*	*21,942*	*29.70*
- *Sale of refurbished ICT assets*	*1,313*	*1.71*	*1,975*	*2.67*
Provision of cloud solutions and services	3,860	5.03	5,236	7.08
Provision of ICT services	179	0.24	165	0.22
Total	**76,714**	**100.00**	**73,896**	**100.00**

Analysis of cost of goods sold by cost component

	Audited					
	FYE 2022		FYE 2023		FYE 2024	
	RM'000	%	RM'000	%	RM'000	%
Hardware and software costs	20,826	50.82	34,058	56.72	53,330	56.33
Depreciation of ICT assets	14,684	35.83	21,358	35.57	35,152	37.13
Cost of refurbished ICT assets	2,298	5.61	1,895	3.16	1,797	1.89
Subscription	234	0.57	629	1.05	1,192	1.26
Staff costs	670	1.63	925	1.54	1,393	1.47
Outsourcing costs	1,763	4.30	529	0.88	621	0.66
Insurance expenses	364	0.89	330	0.55	551	0.58
Other costs(1)	144	0.35	320	0.53	646	0.68
Total	**40,983**	**100.00**	**60,044**	**100.00**	**94,682**	**100.00**

	Unaudited		Audited	
	FPE 2023		FPE 2024	
	RM'000	%	RM'000	%
Hardware and software costs	43,870	57.19	24,230	32.79
Depreciation of ICT assets	28,560	37.23	44,340	60.00
Cost of refurbished ICT assets	1,019	1.33	793	1.07
Subscription	930	1.21	596	0.81
Staff costs	1,095	1.43	1,618	2.19
Outsourcing costs	435	0.57	1,390	1.88
Insurance expenses	449	0.58	585	0.79
Other costs(1)	356	0.46	344	0.47
Total	**76,714**	**100.00**	**73,896**	**100.00**

Note:

(1) Other costs mainly comprise, amongst others, transportation costs, cost of tender submissions, system management expenses, electricity expenses and data center co-location expenses.

Comparison between FYE 2022 and FYE 2023

Our Group's cost of goods sold increased by RM19.06 million or 46.51% from RM40.98 million for the FYE 2022 to RM60.04 million for the FYE 2023. This was mainly due to the following:

(a) increase in cost of goods sold from trading of ICT hardware and software by RM12.56 million or 55.35% from RM22.69 million for the FYE 2022 to RM35.25 million for the FYE 2023. This was mainly due to the increase in the hardware and software costs by RM12.93 million in tandem with the increase in revenue from the sale of new ICT hardware and software. The aforementioned increase in cost of goods sold was partially offset by the decrease in the cost of refurbished ICT assets as a result of lower revenue in sale of refurbished ICT assets. For information, the cost of refurbished ICT assets varies depending on the ICT assets' carrying value at the point of time being disposed to our customers;

(b) increase in cost of goods sold from technology financing by RM7.52 million or 49.87% from RM15.08 million for the FYE 2022 to RM22.60 million for the FYE 2023. This was mainly due to the increase in depreciation expenses of ICT assets by RM6.57 million as a result of increase in ICT assets by RM0.17 million from RM41.52 million as at 31 January 2021 to RM41.69 million as at 31 January 2022 as well as the additional units of ICT assets purchased amounting to RM44.82 million for our orders/contracts to be fulfilled/delivered in the FYE 2023; and

(c) increase in cost of goods sold from provision of ICT services increased by RM0.17 million or 850.00% from RM0.02 million for the FYE 2022 to RM0.19 million for the FYE 2023. This was mainly due to the higher subscription fees for software used and higher outsourcing costs for rendering ICT services.

The cost of goods sold from provision of cloud solutions and services decreased by RM1.19 million or 37.19% from RM3.20 million for the FYE 2022 to RM2.01 million for the FYE 2023. This was mainly due to the decrease in outsourcing costs by RM1.33 million, which was mainly attributable to the completion of an ICT services project awarded from Telekom Malaysia Berhad in the FYE 2022. For information, a portion of the works in relation to this project was outsourced to other service provider due to the size and scope of works, to ensure timely completion of the project. The service provider was responsible for relocation of heavy IT equipment, project management and consultancy services. In the absence of this project, these services were typically handled in-house by our Group.

Comparison between FYE 2023 and FYE 2024

Our Group's cost of goods sold increased by RM34.64 million or 57.69% from RM60.04 million for the FYE 2023 to RM94.68 million for the FYE 2024. This was mainly due to the following:

(a) increase in cost of goods sold from trading of ICT hardware and software by RM17.26 million or 48.96% from RM35.25 million for the FYE 2023 to RM52.51 million for the FYE 2024. This was mainly due to the increase in hardware and software costs by RM17.35 million in tandem with the increase in revenue from the sale of new ICT hardware and software;

(b) increase in cost of goods sold from technology financing by RM12.81 million or 56.68% from RM22.60 million for the FYE 2023 to RM35.41 million for the FYE 2024. This was mainly due to the increase in depreciation expenses of ICT assets by RM13.13 million as a result of increase in ICT assets by RM22.06 million from RM41.69 million as at 31 January 2022 to RM63.75 million as at 31 January 2023 as well as the additional units of ICT assets purchased amounting to RM97.80 million for our orders/contracts to be fulfilled/delivered in the FYE 2024;

(c) increase in cost of goods sold from provision of cloud solutions and services by RM4.55 million or 226.37% from the RM2.01 million for the FYE 2023 to RM6.56 million for the FYE 2024. This was mainly due to the following:

(1) increase in hardware and software cost by RM2.78 million as a result of higher sales from trading of cloud hardware and enterprise cloud software of RM3.98 million (FYE 2023: RM0.74 million);

(2) increase in depreciation expenses of ICT assets by RM0.66 million as a result of increase in ICT assets by RM0.74 million from RM1.14 million as at 31 January 2022 to RM1.88 million as at 31 January 2023 as well as the additional units of ICT assets purchased amounting to RM2.32 million for our orders/contracts to be fulfilled/delivered in the FYE 2024;

(3) increase in subscription fees by RM0.52 million as a result of higher usage of cloud subscriptions to support the additional orders/contracts secured in the FYE 2024; and

(4) increase in staff costs by RM0.29 million as a result of 3 staffs who joined our Group in the second half of the FYE 2023 and their staff costs for the FYE 2024 was RM0.30 million (FYE 2023: RM0.10 million) and 1 new staff joined in the FYE 2024 and his staff costs was RM0.08 million.

The cost of goods sold from provision of ICT services maintained at RM0.20 million for the FYE 2024 (FYE 2023: RM0.19 million).

Comparison between FPE 2023 and FPE 2024

Our Group's cost of goods sold decreased by RM2.81 million or 3.66% from RM76.71 million for the FPE 2023 to RM73.90 million for the FPE 2024. This was mainly attributable to the decrease in cost of goods sold from trading of ICT hardware and software by RM20.00 million or 45.54% from RM43.92 million for the FPE 2023 to RM23.92 million for the FPE 2024. This was mainly due to the decrease in the hardware and software cost by RM19.86 million in tandem with the decrease in revenue from the sale of new ICT hardware and software.

The aforementioned decrease in cost of goods sold was partially offset by the following:

(a) increase in cost of goods sold from technology financing by RM15.82 million or 55.01% from RM28.76 million for the FPE 2023 to RM44.58 million for the FPE 2024. This was mainly due to the increase in depreciation expenses of ICT assets by RM15.19 million as a result of increase in ICT assets by RM62.01 million from RM63.75 million as at 31 January 2023 to RM125.76 million as at 31 January 2024 as well as additional units of ICT assets purchased amounting to RM71.15 million for our orders/contracts to be fulfilled/delivered in the FPE 2024; and

(b) increase in cost of goods sold from provision of cloud solutions and services by RM1.38 million or 35.75% from RM3.86 million for the FPE 2023 to RM5.24 million for the FPE 2024. This was mainly due to the following:

(1) increase in outsourcing costs by RM0.96 million mainly due to a portion of work of an ICT services project was outsourced to other service provider, who was responsible for providing technical configuration of cloud infrastructure; and

(2) increase in depreciation expenses of ICT assets by RM0.59 million as a result of increase in ICT assets by RM1.16 million from RM1.88 million as at 31 January 2023 to RM3.04 million as at 31 January 2024 as well as additional units of ICT assets purchased amounting to RM3.48 million for our orders/contracts to be fulfilled/delivered in the FPE 2024.

The cost of goods sold from provision of ICT services maintained at RM0.17 million for the FPE 2024 (FPE 2023: RM0.18 million).

(iii) GP and GP margin

Analysis of GP and GP margin by business segment

	Audited					
	FYE 2022		**FYE 2023**		**FYE 2024**	
	GP	**GP Margin**	**GP**	**GP Margin**	**GP**	**GP Margin**
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**
Technology financing	7,305	32.64	10,512	31.74	13,948	28.26
Trading of ICT hardware and software	1,839	7.50	1,869	5.04	3,118	5.60
- *Sale of new ICT hardware and software*	*949*	*4.48*	*1,373*	*3.99*	*1,998*	*3.81*
- *Sale of refurbished ICT assets*	*890*	*26.63*	*496*	*18.44*	*1,120*	*34.56*
Provision of cloud solutions and services	1,865	36.85	2,570	56.16	2,604	28.42
Provision of ICT services	41	71.93	63	24.90	76	27.44
Total	**11,050**	**21.24**	**15,014**	**20.00**	**19,746**	**17.26**

	Unaudited		**Audited**	
	FPE 2023		**FPE 2024**	
	GP	**GP Margin**	**GP**	**GP Margin**
	RM'000	**%**	**RM'000**	**%**
Technology financing	10,579	26.90	17,554	28.25
Trading of ICT hardware and software	2,100	4.56	1,094	4.37
- *Sale of new ICT hardware and software*	*1,754*	*3.95*	*760*	*3.35*
- *Sale of refurbished ICT assets*	*346*	*20.86*	*334*	*14.47*
Provision of cloud solutions and services	1,643	29.86	2,884	35.52
Provision of ICT services	64	26.34	133	44.63
Total	**14,386**	**15.79**	**21,665**	**22.67**

Comparison between FYE 2022 and FYE 2023

Our Group's GP increased by RM3.96 million or 35.84% from RM11.05 million for the FYE 2022 to RM15.01 million for the FYE 2023. The increase in GP was due to our revenue growth as explained in Section 12.2.2(i) above, particularly technology financing, which the GP increased by RM3.20 million and contributed 70.01% to our Group's GP for the FYE 2023.

Our Group's GP margin decreased by 1.24 percentage points from 21.24% for the FYE 2022 to 20.00% for the FYE 2023. This was mainly due to the following:

(a) decrease in GP margin from technology financing by 0.90 percentage points from 32.64% for the FYE 2022 to 31.74% for the FYE 2023. This was mainly due to RM26.18 million or 79.07% of our Group's revenue from technology financing segment for the FYE 2023 was contributed by our leasing and rental of new ICT hardware and software orders/contracts (FYE 2022: RM17.59 million or 78.58%) which generally yield lower margin as compared to short-term rental orders and extension of lease orders/contracts. For information, the depreciation expenses for the short-term rental orders and extension of lease orders/contracts are generally lower as the ICT assets leased for the short-term rental orders and extension of lease orders/contracts are used ICT assets with lower residual value; and

(b) decrease in GP margin from trading of ICT hardware and software by 2.46 percentage points from 7.50% for the FYE 2022 to 5.04% for the FYE 2023. This was mainly due to the following:

    (1) lower GP margin recorded for sale of new ICT hardware and software mainly due to lower rebate on purchases granted by the suppliers, which led to higher hardware and software cost. Rebates granted by the suppliers typically depend on, amongst others, purchase volume, value, timing, and negotiated terms;

    (2) lower GP margin recorded in the FYE 2023 for sale of refurbished ICT assets mainly due to higher selling price achieved in the FYE 2022. During the COVID-19 pandemic, the imposition of movement controls by Government led to a surge in demand for refurbished assets (due to increased demand and shortage of supply for ICT assets), thus enabling our Group to raise the selling prices. However, the GP margin for sale of refurbished ICT assets is not always consistent and can vary based on the amongst others, the specification and condition of the asset.

The GP margin in the provision of cloud solutions and services improved by 19.31 percentage points from 36.85% for the FYE 2022 to 56.16% for the FYE 2023. The lower GP margin for the FYE 2022 was mainly due to an ICT services project with a value of RM1.80 million awarded by Telekom Malaysia Berhad which has a lower profit margin as the said project involved outsourcing a portion of the works to other service providers which led to higher cost of goods sold. This project commenced in October 2021 and completed in November 2021. Kindly refer to Section 12.2.2(i) and (ii) for further details.

Comparison between FYE 2023 and FYE 2024

Our Group's GP increased by RM4.74 million or 31.58% from RM15.01 million for the FYE 2023 to RM19.75 million for the FYE 2024. The increase in GP was due to our revenue growth as explained in Section 12.2.2(i) above, particularly technology financing, which the GP increased by RM3.44 million from RM10.51 million for the FYE 2023 to RM13.95 million for the FYE 2024 and contributed 70.64% to our Group's GP.

Our Group's GP margin decreased by 2.74 percentage points from 20.00% for the FYE 2023 to 17.26% for the FYE 2024. This was mainly due to the following:

(a) decrease in GP margin in provision of cloud solutions and services by 27.74 percentage points from 56.16% for the FYE 2023 to 28.42% for the FYE 2024. This was mainly due to the following:

(1) higher sales from trading of cloud hardware and enterprise cloud software by RM3.24 million from RM0.74 million for the FYE 2023 to RM3.98 million for the FYE 2024 as explained in Section 12.2.2 (i) above. The sales from trading of cloud hardware and enterprise cloud software generally yield lower margin as our Group sources the cloud hardware and enterprise cloud software from suppliers and resells them to our customers which limits the margin charged to customers. For information, trading of cloud hardware and enterprise cloud software contributed 43.43% to the revenue of this business segment for the FYE 2024 (FYE 2023: 16.11%). As a result, the increase in revenue contribution from the trading of cloud hardware and enterprise cloud software in the FYE 2024 led to a decrease in the overall GP margin for the provision of cloud solutions and services segment; and

(2) higher cost of sales associated with hosting a hybrid cloud server for a project of a customer from healthcare industry. Specifically, expenses for the rental of data center and subscription fees in the FYE 2024 amounting to RM0.29 million (FYE 2023: RM0.04 million) as a result of amongst others, increased usage/higher scale of cloud infrastructure whereas revenue generated from this project is on fixed subscription basis throughout the project tenure.

(b) decrease in GP margin in technology financing segment by 3.48 percentage points from 31.74% for the FYE 2023 to 28.26% for the FYE 2024. This was mainly due to RM45.99 million or 93.18% of our Group's revenue from technology financing segment for the FYE 2024 was contributed by our leasing and rental of new ICT hardware and software orders/contracts (FYE 2023: RM26.18 million or 79.07%) which generally yield lower margin as compared to short-term rental orders and extension of lease orders/contracts. For information, the depreciation expenses for the short-term rental orders and extension of lease orders/contracts are generally lower as the ICT assets leased for the short-term rental orders and extension of lease orders/contracts are used ICT assets with lower residual value.

The GP margin in the trading of ICT hardware and software improved by 0.56 percentage points from 5.04% for the FYE 2023 to 5.60% for the FYE 2024. This was mainly attributable to higher revenue generated from the sale of refurbished ICT assets which generally yields better GP margin as compared to the sale of new ICT hardware and software. For information, our refurbished ICT assets mainly comprise ICT assets which had previously been utilised for our technology financing segment. Thus, such refurbished ICT assets have been depreciated, depending on the years utilised. As such, the sale of refurbished ICT assets generally yields better GP margin as compared to the sale of new ICT hardware and software, depending on the factors which include, amongst others, the specification and condition of the ICT assets as well as the accumulated depreciation expenses of refurbished ICT assets at time being disposed. Thus, the GP margin for the sale of refurbished ICT assets is not always consistent and can vary based on the aforementioned factors.

Comparison between FPE 2023 and FPE 2024

Our Group's GP increased by RM7.28 million or 50.59% from RM14.39 million for the FPE 2023 to RM21.67 million for the FPE 2024. The increase in GP was mainly attributable to the higher GP contributed by technology financing, whereby the GP increased by RM6.97 million and contributed 81.02% to our Group's GP for the FPE 2024.

Our Group's GP margin increased by 6.88 percentage points from 15.79% for the FPE 2023 to 22.67% for the FPE 2024. This was mainly attributable to the following:

(a) increase in GP margin from provision of cloud solutions and services by 5.66 percentage points from 29.86% for the FPE 2023 to 35.52% for the FPE 2024. This was mainly attributable to the higher revenue from the ICT services as mentioned in Section 12.2.2(i). The revenue from the provision of cloud services generally yield higher margin as our Group provides the services including amongst others, ICT consultancy services, implementation of cloud solutions and services, migration of customers' existing software application and data from on-premises infrastructure as well as hard disk sanitisation. For information, ICT services contributed 36.43% to the revenue of this business segment for the FPE 2024 (FPE 2023: 13.79%). As a result, the increase in revenue contribution from the ICT services in the FPE 2024 led to an increase in the overall GP margin for the provision of cloud solutions and services segment; and

(b) increase in GP margin from technology financing by 1.35 percentage points from 26.90% for the FPE 2023 to 28.25% for the FPE 2024. This was mainly attributable to the following:

    (1) the rate of increase in depreciation expenses stood at 55.06%, which was lower than the revenue growth of 57.97%, even though the absolute amount of depreciation expenses increased from RM27.59 million in FPE 2023 to RM42.78 million in the FPE 2024 in tandem with our Group's technology financing business revenue, which increased from RM39.33 million in FPE 2023 to RM62.13 million in FPE 2024. This was primarily attributable to a higher proportion of ICT software within our Group's ICT assets in FPE 2023, which have a shorter estimated useful life (thus higher depreciation rate) compared to ICT hardware. Consequently, a greater proportion of ICT software in a given financial period results in higher depreciation expenses for the Group.

    As at 30 November 2024, the net book value of the ICT software stood at RM6.87 million, representing 4.48% of the total net book value of the technology financing ICT assets, compared to RM9.40 million, or 7.40% of the total net book value as at 30 November 2023; and

    (2) similarly, the increase in insurance expenses was comparatively lower in relation to the growth in revenue, even though there was an absolute rise in insurance expenses from RM0.45 million in FPE 2023 to RM0.58 million in FPE 2024. This primarily resulted from the successful negotiations conducted by our Group's management with insurers, resulting in the attainment of lower insurance rates.

The aforementioned increase in GP margin was partially offset by the decrease in GP margin from trading of ICT hardware and software by 0.19 percentage points from 4.56% for the FPE 2023 to 4.37% for the FPE 2024. This was mainly due to the lower GP margin recorded for sale of new ICT hardware and software mainly due to the lower revenue generated for the FPE 2024 as explained in Section 12.2.2(i) above.

(iv) Other income

	Audited					
	FYE 2022		FYE 2023		FYE 2024	
	RM'000	%	RM'000	%	RM'000	%
Rental income	593	92.22	624	78.30	629	95.02
Interest income from fixed deposit	12	1.87	8	1.00	-	-
Gain on disposal of property, plant and equipment	-	-	90	11.29	(1)	0.06
Fair value gain on short-term cash investment	-	-	8	1.00	9	1.36
Gain on realised foreign exchange differences	-	-	-	-	(1)	0.08
Government grant	30	4.67	-	-	8	1.21
Others(2)	8	1.24	67	8.41	15	2.27
Total	**643**	**100.00**	**797**	**100.00**	**662**	**100.00**

	Unaudited		Audited	
	FPE 2023		FPE 2024	
	RM'000	%	RM'000	%
Rental income	524	94.62	521	79.62
Interest income from fixed deposit	-	-	27	4.13
Gain on disposal of property, plant and equipment	(1)	0.03	-	-
Fair value gain on short-term cash investment	9	1.61	(1)	0.12
Gain on realised foreign exchange differences	(1)	0.10	(1)	0.02
Government grant	8	1.52	-	-
Forfeiture of deposits from customer	-	-	72	11.07
Forfeiture of deposits from tenant	-	-	25	3.82
Others(2)	12	2.12	8	1.22
Total	**554**	**100.00**	**654**	**100.00**

Notes:

(1) Less than RM1,000.

(2) Others comprise amongst others, insurance claims, compensation for defects in ICT assets, gain on early termination of right-of-use assets, and compensation from employee on short notice period.

Comparison between FYE 2022 and FYE 2023

Our Group's other income increased by RM0.16 million or 25.00% from RM0.64 million for the FYE 2022 to RM0.80 million for the FYE 2023. This was mainly attributable to the following:

(a) gain on disposal of property, plant and equipment of RM0.09 million from the disposal of a company car;

(b) increase in rental income by RM0.03 million as a result of a new tenancy agreement entered into between our Group and a third party for a property located at Kajang commencing on 1 March 2022 with a rental of RM2,800 per month; and

(c) increase in others by RM0.06 million mainly due to insurance claims of RM0.07 million received for damaged ICT assets caused by flood and theft (FYE 2022: RM0.01 million).

Comparison between FYE 2023 and FYE 2024

Our Group's other income decreased by RM0.14 million or 17.50% from RM0.80 million for the FYE 2023 to RM0.66 million for the FYE 2024. The decrease in other income was mainly due to the following:

(a) lower gain of disposal or property, plant and equipment by RM0.09 million. During the FYE 2023, our Group has disposed a company car resulting in a gain on disposal of RM0.09 million; and

(b) decrease in others by RM0.05 million mainly arising from the lower insurance claims. For information, the insurance claims received for damaged ICT assets for the FYE 2024 was RM0.01 million (FYE 2023: RM0.07 million).

Comparison between FPE 2023 and FPE 2024

Our Group's other income increased by RM0.10 million or 18.18% from RM0.55 million for the FPE 2023 to RM0.65 million for the FPE 2024. The increase in other income was mainly attributable to the following:

(a) forfeiture of deposit from a technology financing contract amounting to RM0.07 million for the FPE 2024 mainly attributable to early termination of contract by the customer due to business underperformance and cash flow constraints by the customer; and

(b) forfeiture of deposit from the investment property rented to a third party amounting to RM0.03 million for the FPE 2024 mainly attributable to the early termination of tenancy agreement as the tenant informed that he had decided to relocate his business premises.

(v) Other expenses

	Audited					
	FYE 2022		**FYE 2023**		**FYE 2024**	
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**
Staff costs	2,184	49.96	3,454	57.10	4,213	54.62
Directors' remuneration	897	20.52	989	16.35	1,037	13.44
Depreciation of property, plant and equipment	66	1.51	83	1.37	172	2.23
Depreciation of right-of-use assets	126	2.88	112	1.85	147	1.91
Professional fees	251	5.74	651	10.76	654	8.48
Licence fees	21	0.48	73	1.21	103	1.34
Maintenance expenses	107	2.45	115	1.90	149	1.93
Utilities expenses	50	1.14	57	0.94	55	0.71
Rental	50	1.14	79	1.31	109	1.41
Insurance expenses	18	0.41	14	0.23	14	0.18
Loss on disposal of fixed asset	4	0.09	-	-	-	-
Marketing expenses	93	2.13	45	0.74	243	3.15
Office expenses	94	2.15	122	2.02	181	2.35
Loss on lease modification	-	-	12	0.20	-	-
Impairment loss on trade receivables	-	-	-	-	9	0.12
Software and IT expenses	118	2.70	136	2.25	64	0.83
Stamp duties	229	5.24	50	0.83	428	5.55
Others[(1)]	64	1.46	57	0.94	135	1.75
Total	**4,372**	**100.00**	**6,049**	**100.00**	**7,713**	**100.00**

	Unaudited		Audited	
	FPE 2023		FPE 2024	
	RM'000	%	RM'000	%
Staff costs	3,482	53.04	3,638	44.30
Directors' remuneration	863	13.15	1,112	13.54
Depreciation of property, plant and equipment	132	2.01	232	2.82
Depreciation of right-of-use assets	125	1.90	156	1.90
Professional fees	693	10.56	1,877	22.85
Licence fees	81	1.23	102	1.24
Maintenance expenses	136	2.07	132	1.61
Utilities expenses	46	0.70	53	0.65
Rental	89	1.36	75	0.91
Insurance expenses	13	0.20	15	0.18
Marketing expenses	184	2.80	165	2.01
Office expenses	165	2.51	175	2.13
Impairment loss on trade receivables	9	0.14	17	0.21
Software and IT expenses	44	0.67	52	0.63
Stamp duties	428	6.52	233	2.84
Others(1)	75	1.14	179	2.18
Total	**6,565**	**100.00**	**8,213**	**100.00**

Note:

(1) Others comprise amongst others, the bank charges, quit rent and assessment, filing fee, fines and penalties, annual general meeting expenses, security expenses, sinking fund, sponsorship, donation and gift, and entertainment.

Comparison between FYE 2022 and FYE 2023

Our Group's other expenses increased by RM1.68 million or 38.44% from RM4.37 million for the FYE 2022 to RM6.05 million for the FYE 2023. This was mainly due to the following:

(a) increase in staff costs by RM1.27 million as a result of the following:

 (1) 9 staffs who joined our Group in the second half of FYE 2022 and their staff cost for the FYE 2023 was RM0.99 million (FYE 2022: RM0.27 million); and

 (2) additional 11 headcounts in the FYE 2023 to support our expansion, and their staff cost for the FYE 2023 was RM0.51 million as well as annual salary adjustment; and

(b) increase in professional fees by RM0.40 million. The professional services were incurred in connection with our financing agreements with financial institutions, which were executed in FYE 2022. However, the associated professional fees were billed in FYE 2023.

The increase in other expenses was partially negated by the decrease in stamp duties by RM0.18 million due to lower facility amount of financing agreements executed in FYE 2023.

Comparison between FYE 2023 and FYE 2024

Our Group's other expenses increased by RM1.66 million or 27.44% from RM6.05 million for the FYE 2023 to RM7.71 million for the FYE 2024. This was mainly due to the following:

(a) increase in staff costs by RM0.76 million as a result of additional 12 headcounts in the FYE 2024 to support our business expansion, and their staff costs for the FYE 2024 was RM0.61 million as well as annual salary adjustment;

(b) increase in stamp duties by RM0.38 million for the execution of the financing agreements with the financial institutions;

(c) increase in marketing expenses by RM0.19 million for telemarketing, social media marketing and search engine marketing aimed at promoting our branding as well as e-commerce platform, and marketing expenses incurred for our Private Placement exercise; and

(d) increase in depreciation of property, plant and equipment by RM0.09 million as a result of the additions in renovations, purchase of furniture and fittings as well as computer and software.

Comparison between FPE 2023 and FPE 2024

Our Group's other expenses increased by RM1.64 million or 24.96% from RM6.57 million for the FPE 2023 to RM8.21 million for the FPE 2024. This was mainly due to the following:

(a) increase in professional fees by RM1.19 million mainly due to the recognition of Listing expenses;

(b) increase in Directors' remuneration by RM0.25 million primarily due to the appointment of 3 additional Directors during the period, increment in salaries and higher bonuses; and

(c) increase in staff costs by RM0.16 million mainly due to annual salary adjustments.

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(vi) Finance costs

	Audited					
	FYE 2022		FYE 2023		FYE 2024	
	RM'000	%	RM'000	%	RM'000	%
Interest expense on:						
- Lease liabilities	11	1.23	14	0.88	253	6.80
- ICPS	395	44.28	307	19.36	212	5.69
- Term loans	474	53.14	1,257	79.26	3,257	87.48
- Bankers' acceptances and trust receipts	5	0.56	5	0.31	-	-
Others	7	0.79	3	0.19	(1)	0.03
Total	**892**	**100.00**	**1,586**	**100.00**	**3,723**	**100.00**

	Unaudited		Audited	
	FPE 2023		FPE 2024	
	RM'000	%	RM'000	%
Interest expense on:				
- Lease liabilities	147	5.24	683	13.86
- ICPS	212	7.56	110	2.23
- Term loans	2,445	87.20	3,955	80.27
- revolving credit	-	-	86	1.75
- invoice financing	-	-	86	1.75
Others	-	-	7	0.14
Total	**2,804**	**100.00**	**4,927**	**100.00**

Note:

(1) Less than RM1,000.

Comparison between FYE 2022 and FYE 2023

Our Group's finance costs increased by RM0.70 million or 78.65% from RM0.89 million for the FYE 2022 to RM1.59 million for the FYE 2023. This was mainly due to higher interest expense on term loans by RM0.79 million as a result of the additional term loans of RM26.41 million drawdown from financial institutions for the acquisition of ICT assets.

Comparison between FYE 2023 and FYE 2024

Our Group's finance costs increased by RM2.13 million or 133.96% from RM1.59 million for the FYE 2023 to RM3.72 million for the FYE 2024. This was mainly due to higher interest expense on term loans by RM2.00 million as a result of the additional term loans of RM66.30 million drawdown from financial institutions for the acquisition of ICT assets.

Comparison between FPE 2023 and FPE 2024

Our Group's finance costs increased by RM2.13 million or 76.07% from RM2.80 million for the FPE 2023 to RM4.93 million for the FPE 2024. This was mainly due to the following:

(a) higher interest expense on term loans by RM1.51 million, was due to the additional term loans of RM38.18 million drawdown from financial institutions for the acquisition of ICT assets; and

(b) higher interest expense on lease liabilities by RM0.53 million as a result of the additional financing obtained from leasing companies for the acquisition of ICT assets and sub-lease of ICT assets.

(vii) PBT, PBT margin, PAT and PAT margin

	Audited			Unaudited	Audited
	FYE 2022	**FYE 2023**	**FYE 2024**	**FPE 2023**	**FPE 2024**
	RM'000	**RM'000**	**RM'000**	**RM'000**	**RM'000**
PBT	6,429	8,176	8,972	5,571	9,179
PBT margin (%)	12.36	10.89	7.84	6.12	9.61
PAT	4,370	6,376	7,455	4,815	6,033
PAT margin (%)	8.40	8.49	6.52	5.29	6.31

Comparison between FYE 2022 and FYE 2023

Our Group's PBT increased by RM1.75 million or 27.22% from RM6.43 million for the FYE 2022 to RM8.18 million for the FYE 2023. The increase in PBT was mainly attributable to the increase in GP by RM3.96 million as explained in Section 12.2.2(iii).

The aforementioned increase in PBT was partially offset by the following:

(a) increase in other expenses by RM1.68 million as explained in Section 12.2.2(v) above; and

(b) increase in finance costs by RM0.70 million as explained in Section 12.2.2(vi) above.

Our Group's PBT margin decreased from 12.36% for the FYE 2022 to 10.89% for the FYE 2023, which was mainly due to the decrease in GP margin from 21.24% for the FYE 2022 to 20.00% for the FYE 2023 as explained the Section 12.2.2(iii) above and higher finance costs.

Our Group's PAT increased by RM2.01 million or 46.00% from RM4.37 million for the FYE 2022 to RM6.38 million for the FYE 2023. The increase in PAT was mainly attributable to the following:

(a) higher PBT by RM1.75 million as explained in Section 12.2.2(vii) above; and

(b) lower tax expenses by RM0.26 million as explained in Section 12.2.2(viii) below.

Despite our Group's PBT margin decreased from 12.36% for the FYE 2022 to 10.89% for the FYE 2023, our Group's PAT margin improved slightly from 8.40% for the FYE 2022 to 8.49% for the FYE 2023. The improvement of PAT margin was attributable to the lower tax expenses.

Comparison between FYE 2023 and FYE 2024

Our Group's PBT increased by RM0.79 million or 9.66% from RM8.18 million for the FYE 2023 to RM8.97 million for the FYE 2024. The increase in PBT was mainly attributable to the increase in GP by RM4.74 million as explained in Section 12.2.2(iii).

The aforementioned increase in PBT was partially offset by the following:

(a) increase in other expenses by RM1.66 million as explained in Section 12.2.2(v) above; and

(b) increase in finance costs by RM2.13 million as explained in Section 12.2.2(vi) above.

Our Group's PBT margin decreased from 10.89% for the FYE 2023 to 7.84% for the FYE 2023, which was mainly due to the decrease in GP margin from 20.00% for the FYE 2023 to 17.26% for the FYE 2024 as explained in Section 12.2.2(iii) above and higher finance costs.

Our Group's PAT increased by RM1.08 million or 16.93% from RM6.38 million for the FYE 2023 to RM7.46 million for the FYE 2024. The increase in PAT was mainly attributable to the following:

(a) higher PBT by RM0.79 million as explained in Section 12.2.2(vii) above; and

(b) lower tax expenses by RM0.28 million as explained in Section 12.2.2(viii) below.

Our Group's PAT margin decreased from 8.49% for the FYE 2023 to 6.52% for the FYE 2024. The decrease in PAT margin was mainly due to the lower PBT margin by 3.05 percentage points. However, the decrease in PAT margin due to above was partially offset by the lower tax expenses.

Comparison between FPE 2023 and FPE 2024

Our Group's PBT increased by RM3.61 million or 64.81% from RM5.57 million for the FPE 2023 to RM9.18 million for the FPE 2024. The increase in PBT was mainly attributable to the increase in GP by RM7.28 million as explained in Section 12.2.2(iii).

The aforementioned increase in PBT was partially offset by the following:

(a) increase in other expenses by RM1.64 million as explained in Section 12.2.2(v) above; and

(b) increase in finance costs by RM2.13 million as explained in Section 12.2.2(vi) above.

Our Group's PBT margin increased from 6.12% for the FPE 2023 to 9.61% for the FPE 2024 was mainly attributable to the increase in GP margin from 15.79% for the FPE 2023 to 22.67% for the FPE 2024 as explained in Section 12.2.2(iii) above.

Our Group's PAT increased by RM1.21 million or 25.10% from RM4.82 million for the FPE 2023 to RM6.03 million for the FPE 2024. The increase in PAT was mainly attributable to the higher PBT by RM3.61 million as explained above, which was partially offset by higher tax expenses by RM2.39 million as explained in Section 12.2.2(viii) below.

Our Group's PAT margin increased from 5.29% for the FPE 2023 to 6.31% for the FPE 2024. This improvement in PAT margin was primarily driven by the higher PBT margin for the FPE 2024.

(viii) Tax expense

	Audited			Unaudited	Audited
	FYE 2022	**FYE 2023**	**FYE 2024**	**FPE 2023**	**FPE 2024**
	RM'000	**RM'000**	**RM'000**	**RM'000**	**RM'000**
Current tax					
- current year	325	423	111	43	484
- over provision in prior year/period	(265)	(209)	(348)	(348)	(108)
	60	214	(237)	(305)	376
Deferred tax					
- current year	1,491	2,056	2,362	1,678	2,637
- under/(over) provision in prior year/period	508	(470)	(608)	(617)	133
	1,999	1,586	1,754	1,061	2,770
Tax expenses	**2,059**	**1,800**	**1,517**	**756**	**3,146**
Statutory tax rate (%)	24.00	24.00	24.00	24.00	24.00
Effective tax rate (%)	32.03	22.02	16.91	13.57	34.27

Comparison between FYE 2022 and FYE 2023

The tax expenses decreased by RM0.26 million or 12.62% from RM2.06 million for the FYE 2022 to RM1.80 million for the FYE 2023.

Our Group's effective tax rate of 32.03% for the FYE 2022 was higher than the statutory tax rate of 24.00% mainly due to the net effects of the following:

(a) under provision of deferred tax in prior year of RM0.51 million due to under-estimation of capital allowances on property, plant and equipment in the year of assessment 2021;

(b) non-deductible expenses of RM0.32 million which comprise amongst others, depreciation expenses, interest expense on ICPS, stamp duty on financing facilities, service tax and non-deductible professional fees; and

(c) over provision of current tax in prior year of RM0.27 million.

Our Group's effective tax rate of 22.02% for the FYE 2023 was lower than the statutory tax rate of 24.00% mainly due to the net effects of the following:

(a) non-deductible expenses of RM0.48 million, which comprise amongst others, depreciation expenses, interest expense on ICPS, stamp duty on financing facilities, service tax and non-deductible professional fees;

(b) over provision of deferred tax in prior year of RM0.47 million due to lower taxable profit for the year of assessment 2022 that resulted in higher unabsorbed capital allowances than the amount initially provided for; and

(c) over provision of current tax in the prior year of RM0.21 million.

Comparison between FYE 2023 and FYE 2024

The tax expenses decreased by RM0.28 million or 15.56% from RM1.80 million for the FYE 2023 to RM1.52 million for the FYE 2024.

Our Group's effective tax rate of 16.91% for the FYE 2024 was lower than the statutory tax rate of 24.00% mainly due to the net effects of the following:

(a) over provision of deferred tax in prior year of RM0.61 million due to lower taxable profit for the year of assessment 2023 than the profit before tax reported for the FYE 2023 as a result of the adjusted deductible expenses which led to unutilised tax losses;

(b) over provision of current tax in prior year of RM0.35 million; and

(c) non-deductible expenses of RM0.32 million, which comprise amongst others, depreciation expenses, interest expense on ICPS, stamp duty on financing facilities, service tax and non-deductible professional fees.

Comparison between FPE 2023 and FPE 2024

The tax expenses increased by RM2.39 million or 314.47% from RM0.76 million for the FPE 2023 to RM3.15 million for the FPE 2024.

Our Group's effective tax rate of 34.27% for the FPE 2024 was higher than the statutory tax rate of 24.00% mainly due to the net effects of the following:

(a) non-deductible expenses of RM0.79 million, which comprise amongst others, non-deductible professional fees, depreciation expenses, interest expense on ICPS, staff related expenses, stamp duty on financing and service tax; and

(b) deferred tax assets not recognised during the financial period of RM0.26 million.

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12.2.3 Review of financial position

(i) Assets

	Audited			
	As at 31 January			As at 30 November
	2022	2023	2024	2024
	RM'000	RM'000	RM'000	RM'000
Non-current assets				
Property, plant and equipment	43,108	66,065	129,648	159,395
Right-of-use assets	133	263	357	510
Investment properties	11,300	11,300	11,300	11,300
Intangible assets	-	-	18	18
Net investment in sub-lease	-	-	6,705	3,632
Total non-current assets	**54,541**	**77,628**	**148,028**	**174,855**
Current assets				
Inventories	724	426	511	192
Trade receivables	9,494	17,066	22,799	13,170
Non-trade receivables, deposits and prepayments	644	1,002	5,907	2,892
Tax recoverable	349	355	923	1,079
Fixed deposit with licensed bank	864	593	874	546
Short-term cash investments	-	408	27	27
Net investment in sub-lease	-	-	3,558	3,714
Cash and bank balances	9,464	8,376	8,983	11,849
Total current assets	**21,539**	**28,226**	**43,582**	**33,469**
Total assets	**76,080**	**105,854**	**191,610**	**208,324**

Comparison between 31 January 2022 and 31 January 2023

Non-current assets

Our Group's non-current assets increased by RM23.09 million or 42.34% from RM54.54 million as at 31 January 2022 to RM77.63 million as at 31 January 2023. This was mainly attributable to the increase in property, plant and equipment by RM22.96 million arising from the acquisition of property, plant and equipment during the year amounting to RM46.29 million, of which RM46.06 million or 99.50% of the total acquisition was for the ICT assets to support our technology financing business for the orders/contracts to be fulfilled/delivered in the FYE 2023.

Current assets

Our Group's current assets increased by RM6.69 million or 31.06% from RM21.54 million as at 31 January 2022 to RM28.23 million as at 31 January 2023 mainly attributable to the increase in trade receivables by RM7.58 million in respect of the higher sales from trading of ICT hardware and software towards the end of the FYE 2023.

The aforementioned increase in current assets was partially offset by the decrease in cash and bank balances by RM1.08 million.

Comparison between 31 January 2023 and 31 January 2024

Non-current assets

Our Group's non-current assets increased by RM70.40 million or 90.69% from RM77.63 million as at 31 January 2023 to RM148.03 million as at 31 January 2024. This was mainly attributable to the following:

(a) increase in property, plant and equipment by RM63.58 million arising from the acquisition of property, plant and equipment during the year amounting to RM100.70 million, of which RM100.12 million or 99.42% of the total acquisition was for ICT assets to support our technology financing business for the orders/contracts to be fulfilled/delivered in the FYE 2024; and

(b) increase in net investment in sub-lease by RM6.71 million as a result of the additional ICT hardware and software leased from leasing companies which were then sub-leased to our customers.

Current assets

Our Group's current assets increased by RM15.35 million or 54.37% from RM28.23 million as at 31 January 2023 to RM43.58 million as at 31 January 2024 mainly attributable to the following:

(a) increase in trade receivables by RM5.73 million in respect of the higher sales from trading of ICT hardware and software and provision of cloud solutions and services towards the end of the FYE 2024;

(b) increase in non-trade receivables, deposits and prepayments by RM4.91 million mainly attributable to the following:

    (1) increase in amount owed by non-trade receivables by RM3.92 million from a leasing company before issuing invoice and transferring ownership of ICT asset to the leasing company;

    (2) prepayment of professional fees related to our Listing amounting to RM0.34 million;

    (3) increase in bank guarantee by RM0.25 million for technology financing contract entered with an oil and gas company; and

(c) increase in net investment in sub-lease by RM3.56 million as a result of the additional ICT hardware and software leased from leasing companies which was then sub-leased to our customers.

Comparison between 31 January 2024 and 30 November 2024

Non-current assets

Our Group's non-current assets increased by RM26.83 million or 18.12% from RM148.03 million as at 31 January 2024 to RM174.86 million as at 30 November 2024. This was mainly attributable to the increase in property, plant and equipment by RM29.75 million arising from the acquisition of property, plant and equipment during the period amounting to RM75.11 million, of which RM71.15 million or 94.73% of the total acquisition was for the ICT assets to support our technology financing business for the orders/contracts to be fulfilled/delivered in the FPE 2024.

The aforementioned increase in non-current assets was partially offset by the decrease in net investment in-sub-lease attributed to the collection of lease payments of ICT assets from our technology financing customers.

Current assets

Our Group's current assets decreased by RM10.11 million or 23.20% from RM43.58 million as at 31 January 2024 to RM33.47 million as at 30 November 2024 mainly due to the following:

(a) decrease in trade receivables by RM9.63 million mainly attributable to lower sales from trading of ICT hardware and software; and

(b) decrease in non-trade receivables, deposits and prepayments by RM3.02 million was mainly due to the full repayment of the amount owed by a leasing company during the period.

The aforementioned decrease in current assets was partially offset by the increase in cash and bank balances by RM2.87 million.

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(ii) Liabilities

	Audited			
	As at 31 January			As at 30 November
	2022	2023	2024	2024
	RM'000	RM'000	RM'000	RM'000
Non-current liabilities				
ICPS	3,890	2,690	-	-
Deferred tax liabilities	6,654	8,241	9,995	12,766
Borrowings	14,464	25,298	51,834	54,019
Lease liabilities	-	-	8,473	6,405
Total non-current liabilities	**25,008**	**36,229**	**70,302**	**73,190**
Current liabilities				
Trade payables	7,504	10,039	16,143	6,275
Non-trade payables and accruals	1,747	3,359	6,248	8,017
Borrowings	4,323	12,329	31,271	47,096
Lease liabilities	160	292	5,017	6,256
ICPS	-	-	1,396	-
Tax payable	108	-	30	255
Total current liabilities	**13,842**	**26,019**	**60,105**	**67,899**
Total liabilities	**38,850**	**62,248**	**130,407**	**141,089**

Comparison between 31 January 2022 and 31 January 2023

Non-current liabilities

Our Group's non-current liabilities increased by RM11.22 million or 44.86% from RM25.01 million as at 31 January 2022 to RM36.23 million as at 31 January 2023. This was mainly due to the following:

(a) increase in borrowings by RM10.84 million as a result of the additional term loans of RM26.41 million drawdown from financial institutions for the acquisition of ICT assets; and

(b) increase in deferred tax liability by RM1.59 million arising from temporary difference between capital allowance claimed in excess of depreciation of our Group's property, plant and equipment.

The aforementioned increase in non-current liabilities was offset by the decrease in ICPS by RM1.20 million following the dividends payment to our ICPS holders.

Current liabilities

Our Group's current liabilities increased by RM12.18 million or 88.01% from RM13.84 million as at 31 January 2022 to RM26.02 million as at 31 January 2023. This was mainly due to the following:

(a) increase in borrowings by RM8.01 million as a result of the additional term loans of RM26.41 million drawdown from financial institutions for the acquisition of ICT assets;

(b) increase in trade payables by RM2.54 million as a result higher purchases towards the end of the FYE 2023; and

(c) increase in non-trade payables and accruals by RM1.61 million arising mainly from the deposit received from our customer as security deposits for the technology financing orders/contracts entered between our Group and customer. The security deposits will be refunded to our customer upon the expiry of the orders/contracts.

Comparison between 31 January 2023 and 31 January 2024

Non-current liabilities

Our Group's non-current liabilities increased by RM34.07 million or 94.04% from RM36.23 million as at 31 January 2023 to RM70.30 million as at 31 January 2024. This was mainly due to the following:

(a) increase in borrowings by RM26.53 million as a result of the additional term loans of RM66.30 million drawdown from financial institutions for the acquisition of ICT assets; and

(b) increase in lease liabilities by RM8.47 million as a result of additional financing of RM14.51 million obtained from leasing companies for the acquisition of ICT assets and sub-lease of ICT hardware and software.

Current liabilities

Our Group's current liabilities increased by RM34.09 million or 131.01% from RM26.02 million as at 31 January 2023 to RM60.11 million as at 31 January 2024. This was mainly due to the following:

(a) increase in borrowings by RM18.94 million as a result of the additional term loans of RM66.30 million drawdown from financial institutions for the acquisition of ICT assets;

(b) increase in trade payables by RM6.10 million as a result of higher purchases towards the end of the FYE 2024;

(c) increase in lease liabilities by RM4.73 million as a result of additional financing of RM14.51 million obtained from leasing companies for the acquisition of ICT assets and sub-lease of ICT hardware and software; and

(d) increase in non-trade payables and accruals by RM2.89 million mainly due to the following:

    (1) the purchases of software that has already been received by our Company but is pending the supplier's issuance of the invoice; and

(2) increase in deposits received from our customer as security deposits for the technology financing orders/contracts entered between our Group and customers. The security deposits will be refunded to our customers upon the expiry of the orders/contracts.

Comparison between 31 January 2024 and 30 November 2024

Non-current liabilities

Our Group's non-current liabilities increased by RM2.89 million or 4.11% from RM70.30 million as at 31 January 2024 to RM73.19 million as at 30 November 2024. This was due to the following:

(a) increase in deferred tax liabilities by RM2.77 million arising from temporary difference between capital allowance claimed in excess of depreciation of our Group's property, plant and equipment; and

(b) increase in borrowings by RM2.19 million as a result of additional term loans of RM38.18 million drawdown from financial institutions for the acquisition of ICT assets.

The aforementioned increase in non-current liabilities was partially offset by the decrease in lease liabilities by RM2.06 million mainly due to the repayment of the financing obtained from the leasing companies.

Current liabilities

Our Group's current liabilities increased by RM7.79 million or 12.96% from RM60.11 million as at 31 January 2024 to RM67.90 million as at 30 November 2024. This was mainly due to the following:

(a) increase in borrowings by RM15.83 million as a result of the additional term loans of RM38.18 million drawdown from financial institutions for the acquisition of ICT assets as well as drawdown of short-term borrowings of RM14.60 million for working capital purposes; and

(b) increase in non-trade payables and accruals by RM1.77 million mainly due to the following:

  (1) higher advance billings to our customers; and

  (2) increase in deposits received from our customer as security deposits for the technology financing orders/contracts entered between our Group and customers. The security deposits will be refunded to our customers upon the expiry of the orders/contracts;

  which was partially offset by a decrease in accrual of purchases following the issuance of invoices by the suppliers during the period.

The aforementioned increase in current liabilities was partially offset by the decrease in trade payables by RM9.86 million as a result of lower purchases towards the end of the period.

12.3 Impact of Foreign Exchange Rates, Interest Rates and/or Commodity Prices on Our Group's Operations

(i) Impact of foreign exchange rates

There was no material impact of fluctuation of foreign exchange rates on our Group's operations during the Financial Years/Period Under Review. The gain and/or loss of foreign exchange during the Financial Years/Period Under Review are as follows:

	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FPE 2024**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Realised gain on foreign exchange	-	-	(1)	(1)
Realised loss on foreign exchange	4	(1)	-	22
Unrealised gain on foreign exchange	-	(1)	-	-
Unrealised loss on foreign exchange	(1)	-	-	-

Note:

(1) Less than RM1,000.

(ii) Impact of interest rates

Our exposure to changes in interest rate arises from the floating rate bank borrowings which is pegged to the base financing rate as stipulated by our financial institutions that may change from time to time. We do not hedge against interest rate risks.

The table below sets out our interest coverage ratios over the Financial Years/Period Under Review:-

	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FPE 2024**
	RM'000	**RM'000**	**RM'000**	**RM'000**
PBT	6,429	8,176	8,972	9,179
Add: Finance costs	892	1,586	3,723	4,927
Earnings before interest and tax	**7,321**	**9,762**	**12,695**	**14,106**
Finance costs	892	1,586	3,723	4,927
Interest coverage ratio[(1)]	**8.21**	**6.16**	**3.41**	**2.86**

Note:

(1) Computed based on earnings before interest and tax over finance costs for the respective financial year/period.

Our interest coverage ratios range between 2.86 times to 8.22 times for the Financial Years/Period Under Review indicating that our Group has been able to generate sufficient profits from operations to meet our interest-serving obligations.

Our financial performance for the Financial Years/Period Under Review were not materially affected by fluctuations in interest rates. However, any major increase in interest rates would raise the cost of our borrowings and our finance costs, which may have an adverse effect on our financial performance.

(iii) Impact of commodity prices

As at the LPD, our Group is not affected by fluctuations in commodity prices.

12.4 Impact of Inflation

During the Financial Years/Period Under Review, our financial performance was not materially affected by inflation. However, there is no assurance that any significant increase in the future inflation rate will not adversely affect our business, financial performance or financial condition. Any significant increase in our cost of goods sold in the future may adversely affect our operations and performance if we are unable to pass on the higher costs to our customers through an increase in selling prices and/or leasing/rental fees.

12.5 Impact of Government, Economic, Fiscal or Monetary Policies

We are subject to the risks of government, economic, fiscal or monetary policies, where any unfavourable change may materially affect our business operations, financial performance and prospects of the industry in which we operate. During the Financial Years/Period Under Review, our results were not adversely affected by any unfavourable changes relating to government, economic, fiscal or monetary policies. There is no assurance that our financial performance will not be adversely affected by the impact of changes in government, economic, fiscal or monetary policies or factors moving forward.

12.6 Liquidity and Capital Resources

12.6.1 Working capital

We finance our operations with cash generated from our operations, credit extended by trade creditors and/or financial institutions and leasing companies as well as existing cash and bank balances. Our facilities from financial institutions and leasing companies comprise term loans, bank overdrafts, bank guarantee, operating and finance lease.

The decision to utilise either internally generated funds or borrowings for our business operations depends on, amongst others, our cash and bank balances, expected cash inflows, future working capital requirements, future capital expenditure requirements and interest rates on borrowings. We carefully consider our cash position and ability to obtain further financing before making significant capital commitments.

Our Board is confident that our working capital will be sufficient for our existing and foreseeable requirements for a period of 12 months from the date of this Prospectus, taking into consideration the following:

(a) our cash and cash equivalents of approximately RM14.31 million (excluding fixed deposit of RM1.01 million pledged as securities for banking facility granted) as at the LPD;

(b) proceeds amounting to RM22.50 million (excluding RM4.10 million listing expenses) expected to be raised from our Public Issue; and

(c) our total banking facilities limit as at the LPD of RM216.25 million, of which RM177.59 million have been utilised.

At this juncture, we do not foresee any circumstances which may materially affect our liquidity.

There are no legal, financial or economic restrictions on subsidiaries' ability to distribute cash dividends or transfer funds within our Group in the form of loans or advances subject to the availability of distributable reserves, funds and compliance with any applicable local laws, rules and regulations and any applicable financial covenants.

12.6.2 Review of cash flows

	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FPE 2024**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Net cash from operating activities	15,739	26,839	44,508	66,048
Net cash used in investing activities	(13,905)	(43,875)	(92,950)	(70,640)
Net cash from financing activities	5,561	15,948	49,049	7,458
Net increase/(decrease) in cash and cash equivalents	**7,395**	**(1,088)**	**607**	**2,866**
Cash and cash equivalents at the beginning of the financial year	2,069	9,464	8,376	8,983
Cash and cash equivalents at the end of the financial year/period	**9,464**	**8,376**	**8,983**	**11,849**

FYE 2022

Net cash from operating activities

For the FYE 2022, our Group's operating profit before changes in working capital was RM21.20 million. After accounting for the following key items, we recorded net cash inflow from operating activities of RM15.74 million:

(a) increase in receivables of RM3.27 million, which was mainly due to higher trade receivables as a result of higher sales from trading of ICT hardware and software towards the end of the FYE 2022;

(b) decrease in payables of RM1.43 million, which was mainly due to the intercompany elimination of trade payables following the completion of the Acquisition of HaaS on 22 November 2021;

(c) increase in inventories of RM0.40 million for fulfilment/delivery of our trading of ICT hardware and software orders towards the year end; and

(d) tax paid amounting to RM0.37 million.

Net cash used in investing activities

For the FYE 2022, our Group recorded net cash used in investing activities of RM13.91 million mainly due to the acquisition of property, plant and equipment of RM17.35 million mainly consisting of the ICT assets for our orders/contracts to be fulfilled/delivered in the FYE 2022.

The net cash used in investing activities above was partially offset by the following:

(a) proceeds from the disposal of property, plant and equipment amounting to RM3.28 million mainly from the disposal of ICT assets returned by our customers upon expiry of orders/contracts; and

(b) net cash inflow amounting to RM0.26 million as a result of the consolidation of HaaS upon completion of the Acquisition of HaaS on 22 November 2021.

Net cash from financing activities

For the FYE 2022, our Group recorded net cash inflow from financing activities of RM5.56 million which was mainly attributable to the drawdown of term loans amounting to RM14.23 million for the acquisition of ICT assets.

However, the net cash inflow from financing activities above was partially offset by the following:

(a) repayment of term loans of RM4.45 million;

(b) settlement of short-term borrowings such as bankers' acceptance and trust receipts amounting to RM1.83 million;

(c) payment of dividends to our ICPS holders of RM1.51 million; and

(d) payment of interest amounting to RM0.49 million.

FYE 2023

Net cash from operating activities

For the FYE 2023, our Group's operating profit before changes in working capital was RM30.65 million. After accounting for the following key items, we recorded net cash inflow from operating activities of RM26.84 million:

(a) increase in receivables of RM7.93 million, which was mainly due to higher trade receivables as a result of higher sales from trading of ICT hardware and software towards the end of the FYE 2023; and

(b) increase in payables of RM4.15 million, which was mainly due to higher purchases towards the end of the FYE 2023 from our Group.

Net cash used in investing activities

For the FYE 2023, our Group recorded net cash used in investing activities of RM43.87 million mainly due to the acquisition of property, plant and equipment of RM46.29 million mainly consisting of ICT assets for our orders/contracts to be fulfilled/delivered in the FYE 2023.

The net cash used in investing activities above was partially offset by the proceeds from disposal of property, plant and equipment amounting to RM2.54 million mainly from the disposal of ICT assets returned by our customers upon expiry of orders/contracts.

Net cash from financing activities

For the FYE 2023, our Group recorded net cash inflow from financing activities of RM15.95 million, which was mainly attributable to the drawdown of term loans of RM26.41 million for the acquisition of ICT assets.

However, the net cash inflow from financing activities was partially offset by the following:

(a) repayment of term loans of RM7.57 million;

(b) payment of dividends to our ICPS holders of RM1.51 million; and

(c) payment of interest amounting to RM1.28 million.

FYE 2024

Net cash from operating activities

For the FYE 2024, our Group's operating profit before changes in working capital was RM46.98 million. After accounting for the following key items, we recorded net cash inflow from operating activities of RM44.51 million:

(a) increase in receivables of RM10.65 million, which was mainly due to the following:

   (1) higher trade receivables from our customers as a result of higher sales from trading of ICT hardware and software and provision of cloud solutions and services towards the end of the FYE 2024; and

   (2) increase in non-trade receivables, deposits and prepayments as a result of the increase in amount owed by non-trade receivables from a leasing company before issuing invoice and transferring ownership of ICT asset to the leasing company, prepayment related to the professional fees for our Listing, and bank guarantee for technology financing contract entered with an oil and gas company; and

(b) increase in payables of RM8.99 million, which was mainly due to the following:

   (1) higher purchases towards the end of the FYE 2024 from our Group; and

   (2) increase in non-trade payables and accruals for the purchases of software that has already been received by our Company but is pending the supplier's issuance of the invoice and deposits received from our customer as security deposits for the technology financing orders/contracts entered between our Group and customers. The security deposits will be refunded to our customers upon the expiry of the orders/contracts.

Net cash used in investing activities

For the FYE 2024, our Group recorded net cash used in investing activities of RM92.95 million mainly due to the acquisition of property, plant and equipment of RM100.70 million, of which RM96.03 million or 95.36% of the total acquisition was paid by cash. The acquisition of property, plant and equipment mainly consisting of ICT assets for our orders/contracts to be fulfilled/delivered in the FYE 2024.

The net cash used in investing activities above was partially offset by the proceeds from disposal of property, plant and equipment amounting to RM2.99 million mainly from the disposal of ICT assets returned by our customers upon expiry of orders/contracts.

Net cash from financing activities

For the FYE 2024, our Group recorded net cash inflow from financing activities of RM49.05 million which was mainly attributable to the following:

(a) drawdown of term loans of RM66.30 million for the acquisition of ICT assets; and

(b) the proceeds of RM10.14 million raised from the Private Placement exercise following the issuance of 53,375,700 Shares at RM0.19 per Share.

However, the net cash inflow from financing activities above was offset by the following:

(a) repayment of term loans of RM20.82 million;

(b) payment of interest amounting to RM3.51 million;

(c) repayment of lease liabilities of RM1.56 million; and

(d) payment of dividends to our ICPS holders of RM1.51 million.

FPE 2024

Net cash from operating activities

For the FPE 2024, our Group's operating profit before changes in working capital was RM58.57 million. After accounting for the following key items, we recorded net cash inflow from operating activities of RM66.05 million:

(a) decrease in receivables of RM12.63 million, which was mainly due to the following:

(1) lower trade receivables from our customers as a result of lower sales from trading of ICT hardware and software; and

(2) decrease in non-trade receivables, deposits and prepayments mainly due to full repayment of the amount owed by a leasing company during the period; and

(b) decrease in payables of RM8.10 million, which was mainly due to the lower trade payables to our suppliers as a result of lower purchases towards the end of the period. This was partially offset by the increase in non-trade payables and accruals mainly due to the following:

(1) higher advance billings to our customers; and

(2) increase in deposits received from our customer as security deposits for the technology financing orders/contracts entered between our Group and customers. The security deposits will be refunded to our customers upon the expiry of the orders/contracts;

which was partially offset by a decrease in accrual of purchases following the issuance of invoices by the suppliers during the period.

Net cash used in investing activities

For the FPE 2024, our Group recorded net cash used in investing activities of RM70.64 million mainly due to the acquisition of property, plant and equipment of RM75.11 million, of which RM72.03 million or 95.90% of the total acquisition was paid by cash. The acquisition primarily comprised ICT assets required to fulfil and deliver our orders/contracts in the FPE 2024.

The net cash used in investing activities above was partially offset by the proceeds from disposal of property, plant and equipment amounting to RM1.04 million mainly from the disposal of ICT assets returned by our customers upon expiry of orders/contracts.

Net cash from financing activities

For the FPE 2024, our Group recorded net cash inflow from financing activities of RM7.46 million which was mainly attributable to the drawdown of term loans of RM38.18 million for the acquisition of ICT assets and drawdown of short-term borrowings of RM14.60 million for working capital purposes.

However, the net cash inflow from financing activities above was offset by the following:

(a) repayment of term loans of RM29.77 million;

(b) repayment of short-term borrowings of RM5.00 million;

(c) payment of interest amounting to RM4.81 million;

(d) repayment of lease liabilities of RM4.24 million; and

(e) payment of dividends to our ICPS holders of RM1.51 million.

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12.7 Borrowings

All of our borrowings are secured, interest-bearing and denominated in RM. Our total outstanding borrowings as at 30 November 2024 stood at RM101.12 million (excluding lease liabilities for ICT assets[(1)]), details of which are set out below:

	Purposes	Security	Tenure	Interest rate per annum	As at 30 November 2024
				%	RM'000
Interest-bearing short-term borrowings, payable within 1 year:					
Term loans	To finance the purchase of ICT assets	(a) first party assignment of rental/lease proceeds by the subsidiary to the bank duly acknowledged by the Strategic Partner(s); (b) third party assignment of lease proceeds by Strategic Partner(s) to the bank duly acknowledged by the principal project awarder(s); (c) upfront placement of amount equivalent to 2 months principal amount for each tranche to be drawn (amount to be earmarked in escrow account); and (d) specific debenture over the assets to be delivered under the contract financed by the bank.	3 to 10 years	4.20 to 5.99	37,036
	To refinance the purchase of property	(a) multiple charges over our Group's investment properties; (b) jointly and severally guaranteed by our directors, DS Ng, Lim Kok Kwang and Kwan Thean Poh; and (c) guarantee from our Company and our Promoter, ICT Zone Holding.	20 years	4.32	400

	Purposes	Security	Tenure	Interest rate per annum	As at 30 November 2024
				%	RM'000
	To finance working capital	(a) jointly and severally guaranteed by Loh Kuo Hsiung and Lee Reng Kwan ; (b) guarantee issued by Syarikat Jaminan Pembiayaan Perniagaan Berhad ("**SJPP**"); and (c) corporate guarantee from our Promoter, ICT Zone Holding.	7 years	5.40	60
Revolving credit and invoice financing	To finance working capital	(a) guarantee by SJPP which provides a guarantee of 90.00% on the financing amount; (b) SJPP-Government Guarantee under Government Guarantee Scheme Madani; and (c) corporate guarantee by the Company.	Less than 1 year	5.06 to 5.15	9,600
Interest-bearing short-term borrowings, payable after 1 year:					
Term loans	To finance the purchase of ICT assets	(a) first party assignment of rental/lease proceeds by the subsidiary to the bank duly acknowledged by the Strategic Partner(s); (b) third party assignment of lease proceeds by Strategic Partner(s) to the bank duly acknowledged by the principal project awarder(s); (c) upfront placement of amount equivalent to 2 months principal amount for each tranche to be drawn (amount to be earmarked in escrow account); and (d) specific debenture over the assets to be delivered under the contract financed by the bank.	3 to 5 years	4.20 to 5.99	47,041

Purposes	Security	Tenure	Interest rate per annum	As at 30 November 2024
			%	**RM'000**
To refinance the purchase of property	(a) multiple charges over our Group's investment properties; (b) jointly and severally guaranteed by our directors, DS Ng, Lim Kok Kwang and Kwan Thean Poh; and (c) guarantee from our Company and our Promoter, ICT Zone Holding.	20 years	4.32	6,684
To finance working capital	(a) jointly and severally guaranteed by Loh Kuo Hsiung and Lee Reng Kwan ; (b) guarantee issued by Syarikat Jaminan Pembiayaan Perniagaan Berhad; and (c) corporate guarantee from our Promoter, ICT Zone Holding.	7 years	5.40	294
Total borrowings				**101,115**
Gearing (times)				
After conversion of ICPS but before IPO and utilisation of proceeds(2)				**1.51**
After conversion of ICPS, IPO and utilisation of proceeds(3)				**1.11**

Notes:

(1) Lease liabilities as at 30 November 2024 as follows:

	Tenure	Interest rate per annum %	As at 30 November 2024 RM'000
Lease liabilities payable within 1 year			
(a) Finance and operating lease of ICT hardware	1 year to 5 years	1.97 to 7.80	6,067
(b) Rental of offices	2 years to 6 years	5.99 to 8.11	189
Lease liabilities payable after 1 year			
(a) Finance and operating lease of ICT hardware	1 year to 5 years	1.97 to 7.80	6,064
(b) Rental of offices	2 years to 6 years	5.99 to 8.11	341
			12,661

(2) Computed based on our pro forma consolidated equity attributable to the owners of the Company of RM66.90 million in the pro forma consolidated statements of financial position after conversion of ICPS, and before the IPO and utilisation of proceeds.

(3) Computed based on our pro forma consolidated equity attributable to the owners of the Company of RM90.94 million in the pro forma consolidated statements of financial position after conversion of ICPS, IPO and utilisation of proceeds.

As at the LPD, we do not have any borrowings which are non-interest bearing and/or in foreign currency.

We have not defaulted on payments of principal sums and/or interests in respect of any of our borrowings throughout the Financial Years/Period Under Review and up to the LPD.

As at the LPD, neither our Company nor our subsidiary is in breach of any terms, conditions or covenants associated with the credit arrangement or bank loan which can materially affect our financial position and results or business operations or the investments by holders of our securities.

During the Financial Years/Period Under Review and up to the LPD, we did not experience any claw back or reduction in the facilities limit granted to us by our lenders.

12.8 Types of Financial Instruments Used, Treasury Policies and Objectives

As at the LPD, save for our borrowings as disclosed in Section 12.7 of this Prospectus, we do not utilise any other financial instruments.

Our main treasury policy is to maintain sufficient working capital to finance our operations coupled with adequate credit facilities to meet commitments arising from our operational expenditure, capital expenditure and financial liabilities. We finance our operations and capital expenditure mainly through cash generated from our operations, credit extended by our trade creditors and/or financial institution and leasing companies. The primary objective is to have sustainable shareholders' equity to ensure we have the ability to continue as a going concern and grow our business in order to maximise shareholders' value. We review and manage our capital structure to maintain the debt-to-equity ratio at an optimal level based on our business requirements and prevailing economic conditions.

12.9 Material Capital Commitments, Litigation and Contingent Liabilities

12.9.1 Material capital commitments

As at the LPD, save as disclosed below, there are no other material capital commitment incurred or known to be incurred by us that have a material adverse impact on our results of operations or financial position:

Material capital commitments	**RM'000**
Approved but not contracted for	
(a) Purchase ICT hardware and software	18,500
Total	**18,500**

We expect to fund the above material capital commitments from the proceeds raised from our Public Issue.

Please refer to Section 4.8 and Section 7.26 of this Prospectus for further details pursuant to the utilisation of proceeds from our Public Issue as well as our business strategies and future plans.

12.9.2 Material litigation and contingent liabilities

As at the LPD, we are not engaged in any material litigation, claim or arbitration either as plaintiff or defendant and there is no proceeding pending or threatened or any fact likely to give rise to any proceeding which might materially or adversely affect our position or business.

As at the LPD, save for the potential claim as disclosed in Section 15.8, our Directors confirm that there are no material contingent liabilities incurred by our Group, which upon becoming enforceable may have a material effect on our Group's business, financial performance or position.

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12.10 Key Financial Ratios

The key financial ratios of our Group for the Financial Years/Period Under Review are as follows:

	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FPE 2024**
Trade receivables turnover (days)(1)	54	65	64	57
Trade payables turnover (days)(2)	67	53	50	46
Inventory turnover (days)(3)	5	3	2	1
Current ratio (times)(4)	1.56	1.08	0.73	0.49
Gearing ratio (times)(5)	0.51	0.87	1.36	1.51

Notes:

(1) Computed based on average trade receivables over revenue for the financial year/period and multiplied by 365/304 days for respective financial year/period.

(2) Computed based on average trade payables over cost of goods sold for the financial year/period and multiplied by 365/304 days for respective financial year/period.

(3) Computed based on average inventories over costs of goods sold for the financial year/period and multiplied by 365/304 days for respective financial year/period.

(4) Computed based on current assets over current liabilities as at each financial year/period end.

(5) Computed based on total interest-bearing borrowings (excluding lease liabilities for right-of-use assets, finance lease of ICT assets and net investment in sub-lease) over equity attributable to owners of the Company as at each financial year/period end.

12.10.1 Trade receivables turnover

Our trade receivables turnover period (in days) for the Financial Years/Period Under Review is stated as below:

	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FPE 2024**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Opening trade receivables	5,989	9,494	17,066	22,799
Closing trade receivables	9,494	17,066	22,799	13,170
Average trade receivables	7,742	13,280	19,933	17,985
Revenue	52,033	75,058	114,428	95,561
Trade receivables turnover period (days)	**54**	**65**	**64**	**57**

Generally, the credit periods granted by our Group to our customers is 60 days. Other credit terms are assessed and approved on a case-by-case basis after taking into consideration various factors such as our customers' historical payment trend, creditworthiness, quantum of amount owing and length of business relationship with us.

Our trade receivables turnover period ranges from 54 days to 65 days for the Financial Years/Period Under Review. The trade receivables turnover period of 54 days and 57 days for the FYE 2022 and FPE 2024 respectively, were within the normal credit periods granted to our customers. Our trade receivables turnover period for the FYE 2023 and FYE 2024 of 65 days and 64 days, respectively, exceeded our normal credit periods granted to our customers.

Our trade receivables turnover period increased from 54 days for the FYE 2022 to 65 days for the FYE 2023 mainly due to the increase in trade receivables as a result of higher sales from trading of ICT hardware and software towards the end of the FYE 2023. As at 31 January 2023, RM14.55 million or 85.24% of our total trade receivables were not past due.

Our trade receivables turnover period of 64 days for the FYE 2024 which exceeded our normal credit periods was mainly due to the increase in trade receivables as a result of higher sales from trading of ICT hardware and software and provision of cloud solutions and services towards the end of the FYE 2024. As at 31 January 2024, RM22.41 million or 98.29% of our trade receivables were not past due.

Our trade receivables turnover period decreased from 64 days for the FYE 2024 to 57 days for the FPE 2024 mainly attributable to the decrease in trade receivables as a result of lower sales from trading of ICT hardware and software.

As part of our credit control process, our finance team closely monitors our ageing report and regularly assess the collectability of trade receivables on an individual customer basis to ensure prompt payment within the credit period granted. Our Group will assess the collectability of trade receivables on an individual basis and collective customer basis and impairment will be made for customers where recoverability is uncertain, based on our past dealings, current and forward-looking economic conditions. Further, for any trade receivables which have exceeded the credit period, we will follow up with our customers on the outstanding receivables, and where appropriate, provide for specific impairments on those trade receivables where recoverability is uncertain based on our dealings with these customers. During the Financial Years/Period Under Review, we have not experienced any significant bad debts or major dispute with our trade receivables. However, an impairment on trade receivables of RM8,649 and RM17,490 have been made during the FYE 2024 and FPE 2024 respectively, due to difficulties in collecting payment from a customer who has been unresponsive despite repeated follow-ups as well as a customer who is currently undergoing liquidation. As at the LPD, the outstanding amount from these 2 customers remain unpaid and our Group has suspended all business dealings with them.

The ageing analysis of our trade receivables as at 30 November 2024 is as follows:

		Exceeding credit period				
	Within credit period	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**More than 90 days**	**Total**
Trade receivables (RM'000)	10,448	33	21	2,300	368	**13,170**
% of trade receivables	*79.33*	*0.25*	*0.16*	*17.46*	*2.80*	***100.00***
Subsequent collections up to LPD (RM'000)	10,445	33	21	26	368	**10,893**
Net trade receivables after subsequent collections (RM'000)	**3**	**-**	**-**	**(1)2,274**	**-**	**2,277**

Note:

(1) The overdue trade receivables amounting to RM2.27 million are due from the Enfrasys Group in relation to an ICT services project rendered for its end customer, which is a government agency. Under the agreed payment terms, Enfrasys Group will only settle the outstanding receivables within 30 days after receiving full payment from the government agency.

Our Group has been continuously following up with the Enfrasys Group via calls and emails. As at the LPD, based on our communication with the Enfrasys Group, we were informed that it had received partial payment of RM1.00 million from the government agency. While Enfrasys Group is contractually obligated to settle the receivables only upon full receipt of payment from the government agency, we are currently in discussions with the Enfrasys Group to explore the possibility of a partial repayment, rather than deferring the settlement until full payment is received.

As at the LPD, we have collected RM10.89 million or 82.71% of the trade receivables as at 30 November 2024. The remaining RM2.28 million or 17.29% of the trade receivables as at 30 November 2024 is still outstanding as at the LPD.

With respect to overdue trade receivables, our Board is of the view that these trade receivables are recoverable taking into consideration of our relationship with these customers, their payment history and their credentials. We have taken a constant effort to recover the outstanding amount including follow-up calls and correspondences.

12.10.2 Trade payables turnover

Our trade payables' turnover period (in days) for the Financial Years/Period Under Review is stated as below:

	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FPE 2024**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Opening trade payables	7,594	7,504	10,039	16,143
Closing trade payables	7,504	10,039	16,143	6,275
Average trade payables	7,549	8,772	13,091	11,209
Cost of goods sold	40,983	60,044	94,682	73,896
Trade payables turnover period (days)	**67**	**53**	**50**	**46**

The normal trade credit terms granted by our suppliers to our Group is 60 days.

Our trade payables turnover period ranges from 46 days to 67 days for the Financial Years/Period Under Review. The higher trade payable turnover period of 67 days for FYE 2022 was mainly due to extended credit periods given by the suppliers during the COVID-19 pandemic. Our trade payables turnover period subsequently decreased to 53 days for the FYE 2023, 50 days for the FYE 2024. This was mainly attributable to the higher purchases made on cash basis and prepayment by our Group. The trade payables turnover period decreased from 50 days for the FYE 2024 to 46 days for the FPE 2024 was mainly due to the lower purchases towards the end of the period.

The ageing analysis of our trade payables as at 30 November 2024 is as follows:

		Exceeding credit period				**Total**
	Within credit period	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**More than 90 days**	
Trade payables (RM'000)	6,130	145	-	-	-	**6,275**
% of total trade payables	*97.69*	*2.31*	-	-	-	***100.00***
Subsequent payments up to LPD (RM'000)	6,130	145	-	-	-	**6,275**
Net trade payables after subsequent payments (RM'000)	**-**	**-**	**-**	**-**	**-**	**-**

As at the LPD, all of the trade payables outstanding as at 30 November 2024 has been paid.

To maintain a good working relationship with our suppliers, we closely monitor the timing of our payment obligation and ensure that prompt payment to our suppliers. Should there be any anticipated delay in our payment, we will inform our suppliers in advance and seek their consent, if necessary. Besides, we also monitor and manage the timing of our payment to ensure that we capitalise on the credit terms granted to us by our suppliers.

As at the LPD, save for the potential claim by Rhipe Malaysia Sdn Bhd as disclosed in Section 15.8, there are no disputes in respect of our trade payables and no legal action has been initiated by our suppliers to demand for payment. Further, we do not expect any dispute or legal action to be initiated by our suppliers.

12.10.3 Inventory turnover

Our inventory turnover days for the Financial Years/Period Under Review is stated as below:

	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FPE 2024**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Opening inventories	322	724	426	511
Closing inventories	724	426	511	192
Average inventories	523	575	469	352
Cost of goods sold	40,983	60,044	94,682	73,896
Inventory turnover (days)	**5**	**3**	**2**	**1**

Our inventories which consist, amongst others, computers, laptops, printers, projectors and related peripheral devices as well as software purchased from our suppliers, are primarily held for our trading purposes and to replace defective ICT hardware as needed. While we generally arrange for ICT hardware and software to be delivered directly from the suppliers' warehouses to our customers' locations upon receiving requests for quotations or purchase orders, there are instances when we maintain inventory. This can occur due to factors such as timing discrepancies between order placements and delivery schedules, or to ensure prompt replacement of defective items.

Our inventory turnover decreased from 5 days for the FYE 2022 to 3 days for the FYE 2023, 2 days for the FYE 2024, and further reduced to 1 day for the FPE 2024. We constantly endeavour to maintain a minimum inventory level to minimise our storage costs while balancing the need for timely fulfilment and replacement.

12.10.4 Current ratio

Our current ratio throughout the Financial Years/Period Under Review is stated as follows:

	Audited			
	As at 31 January			**As at 30 November**
	2022	**2023**	**2024**	**2024**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Current assets	21,539	28,226	43,582	33,469
Current liabilities	13,842	26,019	60,105	67,899
Current ratio (times)	**1.56**	**1.08**	**0.73**	**0.49**

Our Group's current ratio ranges from 0.49 times to 1.56 times for the Financial Years/Period Under Review.

Our Group's current ratio decreased from 1.56 times as at 31 January 2022 to 1.08 times as at 31 January 2023 mainly due to the net effects of the following:

(i) increase in borrowings repayable within one year by RM8.01 million as a result of the additional term loans of RM26.41 million drawdown from financial institutions for the acquisition of ICT assets. The additional term loans resulted in an increase in borrowings repayable within one year while the acquisition of ICT assets was recorded as addition in property, plant and equipment under non-current assets;

(ii) increase in trade payables by RM2.54 million as a result of higher purchases towards the end of the FYE 2023 from our Group;

(iii) increase in non-trade payables and accruals by RM1.61 million as a result of the deposit received from our customer as security deposits for the technology financing orders/contracts entered between our Group and customer. The security deposits will be refunded to our customer upon the expiry of the orders/contracts; and

(iv) increase in trade receivables by RM7.58 million in respect of the higher sales from trading of ICT hardware and software towards the end of the FYE 2023.

Our Group recorded a net current liabilities as at 31 January 2024. Our Group's current ratio decreased from 1.08 times as at 31 January 2023 to 0.73 times as at 31 January 2024 mainly due to the net effects of the following:

(i) increase in borrowings repayable within one year by RM18.94 million as a result of additional term loans of RM66.30 million drawdown from financial institution for the acquisition of ICT assets. The additional term loans resulted in an increase in borrowings repayable within one year while the acquisition of ICT assets was recorded as addition in property, plant and equipment under non-current assets;

(ii) increase in trade payable by RM6.10 million as a result of higher purchases towards the end of the FYE 2024 from our Group;

(iii) increase in lease liabilities repayable within one year by RM4.73 million as a result of additional financing of RM14.51 million obtained from leasing companies for the acquisition of ICT assets and sub-lease of ICT hardware and software; and

(iv) increase in non-trade payables and accruals by RM2.89 million mainly due to the following:

 (a) the purchases of software that has already been received by our Company but is pending the supplier's issuance of the invoice; and

 (b) increase in deposits received from our customer as security deposits for the technology financing orders/contracts entered between our Group and the customers. The security deposits will be refunded to our customers upon the expiry of the orders/contracts.

(v) increase in trade receivables by RM5.73 million in respect of the higher sales from trading of ICT hardware and software and provision of cloud solutions and services towards the end of the FYE 2024;

(vi) increase in non-trade receivables, deposits and prepayments by RM4.91 million mainly attributable to the following:

 (a) increase in amount owed by non-trade receivables by RM3.92 million from a leasing company before issuing invoice and transferring ownership of ICT asset to the leasing company;

 (b) prepayment of professional fees related to our Listing amounting to RM0.34 million;

 (c) increase in bank guarantee by RM0.25 million for technology financing contract entered with an oil and gas company; and

(vii) increase in net investment in sub-lease by RM3.56 million as a result of the additional ICT hardware and software leased from leasing companies which was then sub-leased to our customers.

Our Group recorded a net current liabilities as at 30 November 2024. Our Group's current ratio decreased from 0.73 times as at 31 January 2024 to 0.49 times as at 30 November 2024 mainly due to the net effects of the following:

(i) increase in borrowings repayable within one year by RM15.83 million as a result of additional term loans of RM38.18 million drawdown from financial institution for the acquisition of ICT assets as well as drawdown of short-term borrowings of RM14.60 million for working capital purposes. The additional term loans resulted in an increase in borrowings repayable within one year while the acquisition of ICT assets was recorded as addition in property, plant and equipment under non-current assets;

(ii) decrease in trade payables by RM9.86 million as a result of lower purchases towards the end of the period;

(iii) decrease in trade receivables by RM9.63 million as a result of lower sales from trading of ICT hardware and software; and

(iv) decrease in non-trade receivables, deposits and repayments mainly due to full repayment of the amount owed by a leasing company during the period.

Notwithstanding that our Group recorded net current liabilities as at 30 November 2024, our Group is able to meet the short-term obligations as our Group has unbilled order books amounting to RM95.88 million to be billed and collected within a year. In addition, we are able to pay all our dues as and when it arise with our positive cash flow from operating activities. For the Financial Years/Period Under Review, our Group's net cash from operating activities is as follows:

	Audited			
	FYE 2022	**FYE 2023**	**FYE 2024**	**FPE 2024**
Net cash from operating activities	15,739	26,839	44,508	66,048

For information, based on our pro forma consolidated financial position as at 30 November 2024, after our IPO and utilisation of proceeds, our Group's current ratio is 0.85 times.

12.10.5 Gearing ratio

Our gearing ratio throughout the Financial Years/Period Under Review is as follows:

	Audited			
	As at 31 January			**As at 30 November**
	2022	**2023**	**2024**	**2024**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Total borrowings(1)	18,787	37,627	83,105	101,115
Equity attributable to owners of the Company	37,069	43,407	60,891	66,900
Gearing ratio (times)	**0.51**	**0.87**	**1.36**	**1.51**

Note:

(1) Computed based on total interest-bearing borrowings (excluding lease liabilities for right-of-use assets, finance lease of ICT assets and net investment in sub-lease) over equity attributable to owners of the Company as at the end of each financial year/period.

Our Group's gearing ratio increase from 0.51 times as at 31 January 2022 to 0.87 times as at 31 January 2023 mainly due to the additional term loans of RM26.41 million drawdown from financial institutions for the acquisition of ICT assets.

Our Group's gearing ratio increase from 0.87 times as at 31 January 2023 to 1.36 times as at 31 January 2024 mainly due to the additional term loans of RM66.30 million drawdown from financial institutions for the acquisition of ICT assets. The increase in gearing ratio was partially offset by the issuance of Shares pursuant to the Private Placement amounting to RM10.14 million and increase in retained earnings by RM7.34 million.

Our Group's gearing ratio increase from 1.36 times as at 31 January 2024 to 1.51 times as at 30 November 2024 mainly due to the additional term loan of RM38.18 million drawdown from financial institutions for the acquisition of ICT assets as well as drawdown of short-term borrowings of RM14.60 million for working capital purposes.

After our Group's successful listing on the LEAP Market of Bursa Securities, our Group has been able to leverage on external debt financing, such as bank borrowings from financial institutions to expand our technology financing segment continuously. Generally, in normal circumstances, our Group obtained a margin of financing ranging between 65% to 99% from the financial institutions to acquire ICT assets to support our technology financing segment's growth. Hence, the amount sourced from external debt financing to acquire the ICT assets is a larger proportion than our Group's internally generated funds. Our Group's gearing ratio increased from 0.51 times as at 31 January 2022 to 1.51 times as at 30 November 2024, reflecting the higher financial leverage in our Group in acquiring ICT assets to support our technology financing segment's growth.

We take cognisance of the continual increase in gearing ratio over the Financial Years/Period Under Review. Whilst the total borrowings of our Group increased from RM18.79 million to RM101.12 million during the Financial Years/Period Under Review, our total assets have similarly increased from RM76.08 million to RM208.32 million, as term loans were utilised to acquire ICT assets which are recorded under "property, plant and equipment" in our Group's non-current assets. Despite the higher gearing ratio, we had been able to repay the borrowings as and when they become due, from the increasing positive cash flow from operating activities over the Financial Years/Period Under Review, as illustrated in Section 12.10. Moving forward, we are confident that we will be able to repay the borrowings as and when they become due, as our Group has unbilled order books amounting to RM95.88 million to be billed and collected within a year from the 30 November 2024.

Based on our pro forma consolidated financial position as at 30 November 2024, after our IPO and utilisation of proceeds, our Group's gearing ratio is expected to be 1.11 times.

12.11 Trend Information

As at the LPD, after all reasonable enquiries, our Board confirms that our operations have not been and are not expected to be affected by any of the following:

(i) known trends, demands, commitments, events or uncertainties that have had or that we reasonably expect to have, a material favourable or unfavourable impact on our Group's financial performance, position and operations other than those discussed in Section 7 and Section 9;

(ii) material commitments for capital expenditure save as disclosed in Section 12.9.1;

(iii) unusual, infrequent events or transactions or any significant economic changes that have materially affected the financial performance, position and operations of our Group save as discussed in Section 9;

(iv) known trends, demands, commitments, events or uncertainties that have resulted in a substantial increase in our Group's revenue save for those that had been discussed in Section 9; and

(v) known trends, demands, commitments, events or uncertainties that are reasonably likely to make our Group's historical financial statements not necessarily indicative of the future financial performance and position other than those discussed in Section 7, Section 8 and Section 9.

Our Board is optimistic about the future prospects of our Group given the positive outlook of ICT Solution industry as set out in the IMR Report in Section 8, our Group's competitive strengths set out in Section 7.7 and our Group's intention to implement the future plans and business strategies as set out in Section 7.26.

12.12 Order Book

As at the LPD, we have secured total unbilled order book amounting to RM242.81 million, the details of which are as follows:

		Expected timeline to be recognised			
	Unbilled amount as at the LPD	**FYE 2026**	**FYE 2027**	**FYE 2028**	**After FYE 2028**
	RM'000	**RM'000**	**RM'000**	**RM'000**	**RM'000**
Technology financing	[(1)]236,565	76,455	80,252	51,163	28,695
Provision of cloud solutions and services	6,246	3,132	2,322	530	262
Total	**242,811**	[(2)]**79,587**	**82,574**	**51,693**	**28,957**

Notes:

(1) As at the LPD, RM179.61 million or 75.92% of the total order book for technology financing amounting to RM236.57 million is contributed by the Strategic Partners.

(2) Outstanding order book as at the LPD to be billed and collected from 16 April 2025 to 31 January 2026.

12.13 Dividend Policy

As our Company is an investment holding company, our income and therefore our ability to pay dividends is dependent upon the dividends we receive from our subsidiaries, present or future. Our subsidiaries will require its financiers' consent (if any) as set out in the respective facility agreements to pay dividends to our Company. Save for compliance with the solvency requirement under the Act, which is applicable to all Malaysian companies, there are no legal, financial, or economic restrictions on the ability of our existing subsidiary to transfer funds in the form of cash dividends, loans or advances to us. Moving forward, the payment of dividends or other distributions by our subsidiaries will depend on their distributable profits, operating results, financial condition, capital expenditure plans, business expansion plans and other factors that their respective boards of directors deem relevant.

Dividend payments, capital gains and profits from dealing in our Shares will not be subject to Malaysian taxation (not applicable to entities including companies with trading of shares as their principal activity). No withholding tax is imposed on the above transactions.

Our Board intends to recommend and distribute a dividend of up to 20.00% of the annual audited profit attributable to the owners of our Company after our Listing. Any dividend declared will be at the discretion of our Board and any final dividends declared will be subject to the approval of our shareholders at our annual general meeting. You should take note that this dividend policy merely describes our current intention and shall not constitute legally binding statements in respect of our future dividends that are subject to our Board's discretion.

During the Financial Years/Period Under Review and up to the LPD, save for the dividend declared and paid to our ICPS holders, our Group did not declare or pay any dividends to our shareholders.

	FYE 2022	FYE 2023	FYE 2024	FPE 2024	1 December 2024 up to the LPD
	RM'000	RM'000	RM'000	RM'000	RM'000
Dividends declared and paid to ICPS holders	1,506	1,506	1,506	1,506	-

Our Company does not intend to declare any dividends prior to our Listing.

All the above dividends were paid using internally generated funds. The dividends paid will not affect the execution and implementation of our future plans or business strategies.

12.14 Capitalisation and Indebtedness

The table below summarises our capitalisation and indebtedness as at 28 March 2025 and after adjusting for the effects of the Public Issue including the utilisation of proceeds.

	Unaudited	I	II
	As at 28 March 2025	After our IPO	After I and utilisation of proceeds
	RM'000	RM'000	RM'000
Indebtedness			
Current			
Secured and guaranteed:			
Term loans	43,224	43,224	43,224
Unsecured and unguaranteed:			
Lease Liabilities	6,327	6,327	6,327
	49,551	**49,551**	**49,551**
Non-current			
Secured and guaranteed:			
Term loans	54,820	54,820	54,820
Unsecured and unguaranteed:			
Lease Liabilities	8,336	8,336	8,337
Financial guarantees[(1)]	362	362	362
	63,518	**63,518**	**63,519**
Total indebtedness	**113,069**	**113,069**	**113,070**
Capitalisation			
Shareholder's equity	71,282	97,882	96,367
Total capitalisation	**71,282**	**97,882**	**96,367**
Total capitalisation and indebtedness	**184,351**	**210,951**	**209,437**
Gearing ratio[(2)]	**1.58**	**1.15**	**1.17**

Notes:

(1) Financial guarantees consist of performance guarantee to customers and bank guarantee.

(2) Calculated based on total indebtedness (excluding financial guarantees) divided by total capitalisation.

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Our ref: PKF PLT/NCP

Date: 25 April 2025

The Board of Directors
ICT Zone Asia Berhad
Ground Floor, Block H, Excella Business Park,
Jalan Ampang Putra,
55100 Kuala Lumpur,
Malaysia.

Dear Sirs,

REPORTING ACCOUNTANTS' OPINION ON THE CONSOLIDATED FINANCIAL STATEMENTS CONTAINED IN THE ACCOUNTANTS' REPORT OF ICT ZONE ASIA BERHAD ("ICT ZONE ASIA" OR "THE COMPANY" OR "THE GROUP")

Opinion

We have audited the financial information of ICT Zone Asia, which comprise the consolidated statements of financial position as at 30 November 2024, 31 January 2024, 31 January 2023 and 31 January 2022, consolidated statements of profit or loss and other comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows of the Group for the financial period/years ended 30 November 2024, 31 January 2024, 31 January 2023 and 31 January 2022 and notes to the Consolidated Financial Statements as set out on pages 4 to 93 (collectively referred to herein as "the Consolidated Financial Statements").

This report has been prepared for inclusion in the Prospectus of ICT Zone Asia in connection with the listing and quotation of the entire issued share capital of ICT Zone Asia on the ACE Market of Bursa Malaysia Securities Berhad ("Bursa Securities"). This report is required by the Prospectus Guidelines issued by the Securities Commission Malaysia ("SC") ("Prospectus Guidelines") and is given for the purpose of complying with Paragraph 10.03 of the Prospectus Guidelines and for no other purpose. We do not assume responsibility to any other person for the content of this report.

In our opinion, the Consolidated Financial Statements give a true and fair view of the consolidated financial position of the Group as at 30 November 2024, 31 January 2024, 31 January 2023 and 31 January 2022 and of its consolidated financial performance and their cash flows for the financial period/years ended 30 November 2024, 31 January 2024, 31 January 2023 and 31 January 2022 in accordance with Malaysian Financial Reporting Standards and IFRS Accounting Standards.

Basis for Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the *Reporting Accountants' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence and Other Ethical Responsibilities

We are independent of the Group in accordance with the *By-Laws (on Professional Ethics, Conduct and Practice)* of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* ("IESBA Code"), and we have fulfilled our ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Responsibilities of the Directors for the Consolidated Financial Statements

The Directors of the Company ("Directors") are responsible for the preparation of the Consolidated Financial Statements so as to give a true and fair view in accordance with Malaysian Financial Reporting Standards and IFRS Accounting Standards. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of the Consolidated Financial Statements that are free from material misstatements, whether due to fraud or error.

In preparing the Consolidated Financial Statements, the Directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Reporting Accountants' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an accountants' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.

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Reporting Accountants' Responsibilities for the Audit of the Consolidated Financial Statements (continued)

- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our accountants' report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our accountants' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including and significant deficiencies in internal control that we identify during our audit.

Other Reporting Responsibilities

This report has been prepared solely to comply Chapter 10. Part II Division 1: Equity of the Prospectus Guidelines as issued by the Securities Commission Malaysia and inclusion in the prospectus of ICT Zone Asia in connection with the listing and quotation of the entire enlarged issued share capital of ICT Zone Asia on the ACE Market of Bursa Malaysia Securities Berhad and should not be relied upon for any other purposes. We do not assume responsibility to any other person for the content of this report.

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CHARTERED ACCOUNTANTS

NG CHEW PEI
03373/06/2026 J
CHARTERED ACCOUNTANT

Kuala Lumpur

ICT ZONE ASIA BERHAD
Registration No.: 201901003459 (1312785-X)
(Incorporated in Malaysia)
AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Note	Audited 1.2.2024 to 30.11.2024 RM	Unaudited 1.2.2023 to 30.11.2023 RM	Audited 1.2.2023 to 31.1.2024 RM	Audited 1.2.2022 to 31.1.2023 RM	Audited 1.2.2021 to 31.1.2022 RM
Revenue	5	95,561,601	91,099,526	114,428,481	75,058,009	52,033,451
Cost of goods sold		(73,896,038)	(76,713,825)	(94,682,153)	(60,044,098)	(40,982,715)
Gross profit		21,665,563	14,385,701	19,746,328	15,013,911	11,050,736
Other income	6	653,914	553,950	662,065	797,772	642,824
Other expenses		(8,213,327)	(6,564,490)	(7,713,147)	(6,048,900)	(4,372,363)
Profit from operations		14,106,150	8,375,161	12,695,246	9,762,783	7,321,197
Finance costs	8	(4,926,848)	(2,803,761)	(3,722,628)	(1,586,390)	(892,302)
Profit before tax	9	9,179,302	5,571,400	8,972,618	8,176,393	6,428,895
Tax expense	10	(3,146,444)	(756,018)	(1,517,479)	(1,800,223)	(2,059,169)
Profit, representing total comprehensive income, for the financial period/year		6,032,858	4,815,382	7,455,139	6,376,170	4,369,726
Total comprehensive income attributable to:						
Owners of the company		6,009,608	4,900,918	7,342,413	6,337,534	4,282,772
Non-controlling interest		23,250	(85,536)	112,726	38,636	86,954
		6,032,858	4,815,382	7,455,139	6,376,170	4,369,726
Earnings per ordinary share (sen)	11					
Basic		1.02	0.88	1.33	1.19	0.80
Diluted		0.91	0.78	1.17	1.04	0.70

ICT ZONE ASIA BERHAD
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CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Note	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
ASSETS					
Non-current assets					
Property, plant and equipment	12	159,394,616	129,648,226	66,065,182	43,108,313
Right-of-use assets	13	509,767	356,683	263,272	133,457
Investment properties	14	11,300,000	11,300,000	11,300,000	11,300,000
Intangible assets	15	18,386	17,591	-	-
Net investment in sub-lease	16	3,632,433	6,705,925	-	-
		174,855,202	148,028,425	77,628,454	54,541,770
Current assets					
Inventories	17	191,675	510,940	425,745	723,721
Trade receivables	18	13,169,706	22,798,591	17,065,848	9,494,055
Non-trade receivables, deposits and prepayments	19	2,892,433	5,907,318	1,002,483	644,077
Tax recoverable		1,078,727	922,818	354,467	348,720
Fixed deposits with licensed banks	20	546,003	873,877	592,577	864,114
Short-term cash investments	21	27,488	26,738	407,647	-
Net investment in sub-lease	16	3,713,705	3,557,834	-	-
Cash and bank balances		11,848,559	8,983,395	8,376,361	9,463,683
		33,468,296	43,581,511	28,225,128	21,538,370
TOTAL ASSETS		208,323,498	191,609,936	105,853,582	76,080,140

The accompanying notes form an integral part of the financial statements.

ICT ZONE ASIA BERHAD
Registration No.: 201901003459 (1312785-X)
(Incorporated in Malaysia)
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CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (CONTINUED)

	Note	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
EQUITY AND LIABILITIES					
Equity attributable to owners of the Company					
Share capital	22	38,270,893	38,265,287	28,123,904	28,123,904
Reserves	23	28,629,303	22,625,301	15,282,888	8,945,354
Equity attributable to owners of the Company		66,900,196	60,890,588	43,406,792	37,069,258
Non-controlling interest		335,454	312,204	199,478	160,842
Total equity		67,235,650	61,202,792	43,606,270	37,230,100
Non-current liabilities					
Irredeemable Convertible Preference Shares	22	-	-	2,690,367	3,889,857
Deferred tax liabilities	24	12,765,923	9,995,160	8,240,882	6,654,787
Borrowings	25	54,018,748	51,833,736	25,297,456	14,463,803
Lease liabilities	26	6,404,511	8,472,834	-	-
		73,189,182	70,301,730	36,228,705	25,008,447
Current liabilities					
Trade payables	27	6,274,555	16,143,183	10,039,074	7,503,419
Non-trade payables and accruals	28	8,016,955	6,247,893	3,358,694	1,747,202
Borrowings	25	47,095,923	31,271,494	12,329,169	4,323,155
Lease liabilities	26	6,256,347	5,017,184	291,670	159,597
Irredeemable Convertible Preference Shares	22	-	1,396,237	-	-
Tax payable		254,886	29,423	-	108,220
		67,898,666	60,105,414	26,018,607	13,841,593
Total liabilities		141,087,848	130,407,144	62,247,312	38,850,040
TOTAL EQUITY AND LIABILITIES		208,323,498	191,609,936	105,853,582	76,080,140

The accompanying notes form an integral part of the financial statements.

ICT ZONE ASIA BERHAD
Registration No.: 201901003459 (1312785-X)
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AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

		← Attributable to the owners of the Company →					
	Note	**Share capital RM**	**Retained earnings RM**	**Merger reserve RM**	**Sub-total RM**	**Non-controlling interests RM**	**Total equity RM**
At 1 February 2021		28,123,904	12,966,686	(8,106,000)	32,984,590	-	32,984,590
Acquisition of subsidiary		-	(256,334)	58,230	(198,104)	73,888	(124,216)
Profit, representing total comprehensive income for the financial year		-	4,282,772	-	4,282,772	86,954	4,369,726
At 31 January 2022		28,123,904	16,993,124	(8,047,770)	37,069,258	160,842	37,230,100
Profit, representing total comprehensive income for the financial year		-	6,337,534	-	6,337,534	38,636	6,376,170
At 31 January 2023		28,123,904	23,330,658	(8,047,770)	43,406,792	199,478	43,606,270
Issuance of shares	22	10,141,383	-	-	10,141,383	-	10,141,383
Profit, representing total comprehensive income for the financial year		-	7,342,413	-	7,342,413	112,726	7,455,139
At 31 January 2024		38,265,287	30,673,071	(8,047,770)	60,890,588	312,204	61,202,792
Profit, representing total comprehensive income for the financial period		-	6,009,608	-	6,009,608	23,250	6,032,858
Conversion of Irredeemable Convertible Preference Shares	22	5,606	(5,606)	-	-	-	-
At 30 November 2024		38,270,893	36,677,073	(8,047,770)	66,900,196	335,454	67,235,650

The accompanying notes form an integral part of the financial statements.

ICT ZONE ASIA BERHAD
Registration No.: 201901003459 (1312785-X)
(Incorporated in Malaysia)
AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Note	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
Cash flows from operating activities					
Profit before tax		9,179,302	8,972,618	8,176,393	6,428,895
Adjustments for:					
Depreciation of property, plant and equipment		44,571,508	35,324,249	21,440,874	14,749,795
Depreciation of right-of-use assets		155,939	146,703	111,693	125,792
Fair value gain on short-term cash investment		(750)	(9,091)	(7,647)	-
Gain on disposal of property, plant and equipment	(i)	(243,564)	(1,188,623)	(643,708)	(983,774)
Impairment on trade receivables		17,490	8,649	-	-
Interest expenses		4,919,735	3,722,056	1,582,906	885,392
Interest income		(27,363)	-	(7,913)	(11,975)
Gain on early termination of right-of-use assets		(408)	-	-	-
Property, plant and equipment written off		-	219	-	3,311
Right-of-use assets written off		-	-	-	1,876
Operating profit before working capital changes		58,571,889	46,976,780	30,652,598	21,199,312
Decrease/(Increase) in inventories		319,265	(85,195)	297,976	(401,525)
Decrease/(Increase) in net investment in sub-lease		2,936,148	(428,780)	-	4,785
Decrease/(Increase) in receivables		12,626,280	(10,646,226)	(7,930,200)	(3,267,245)
(Decrease)/Increase in payables		(8,099,566)	8,993,307	4,147,148	(1,431,920)
Cash generated from operations		66,354,016	44,809,886	27,167,522	16,103,407

The accompanying notes form an integral part of the financial statements.

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CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

	Note	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
Cash generated from operations		66,354,016	44,809,886	27,167,522	16,103,407
Tax paid		(306,127)	(302,129)	(328,095)	(369,401)
Tax refunded		-	-	-	5,100
Net cash from operating activities		66,047,889	44,507,757	26,839,427	15,739,106
Cash flows from investing activities					
Acquisition of cash investment		-	-	(500,000)	-
Acquisition of intangible asset		(4,500)	(17,591)	-	-
Acquisition of property, plant and equipment	(ii)	(72,030,837)	(96,026,442)	(46,293,104)	(17,348,551)
Interest received		27,363	-	7,913	11,975
Net cash flows on acquisition of subsidiaries	(iii)	-	-	-	263,331
Net changes in fixed deposits with licensed banks		327,874	(281,300)	271,537	(113,868)
Proceeds from disposal of property, plant and equipment		1,037,041	2,985,551	2,539,069	3,282,161
Utilisation of intangible asset		3,705	-	-	-
Proceed from redemption of short-term cash investment		-	390,000	100,000	-
Net cash used in investing activities		(70,639,354)	(92,949,782)	(43,874,585)	(13,904,952)

The accompanying notes form an integral part of the financial statements.

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CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

	Note	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
Cash flows from financing activities					
Drawdown of term loans	(iv)	38,183,806	66,299,930	26,411,000	14,230,000
Drawdown in revolving credit	(iv)	4,800,000	-	-	-
Drawdown in invoice financing	(iv)	9,800,000	-	-	-
Net changes in trust receipts	(iv)	-	-	-	(1,828,461)
Dividend paid to ICPS holders	(iv)	(1,506,400)	(1,506,400)	(1,506,400)	(1,506,400)
Interest paid		(4,809,572)	(3,509,786)	(1,275,996)	(490,764)
Issuance of ordinary shares		-	10,141,383	-	-
Repayment of lease liabilities	(iv)	(4,236,840)	(1,554,743)	(109,435)	(398,084)
Repayment of term loans	(iv)	(29,774,365)	(20,821,325)	(7,571,333)	(4,445,468)
Repayment of invoice financing	(iv)	(5,000,000)	-	-	-
Net cash generated from financing activities		7,456,629	49,049,059	15,947,836	5,560,823
Net increase/ (decrease) in cash and cash equivalents		2,865,164	607,034	(1,087,322)	7,394,977
Cash and cash equivalents at 1 February 2024/2023/2022/2021		8,983,395	8,376,361	9,463,683	2,068,706
Cash and cash equivalents at 30 November 2024/ 31 January	(v)	11,848,559	8,983,395	8,376,361	9,463,683

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CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

Notes:

(i) Gain on disposal of property, plant and equipment

During the financial period/year ended, the Group made the following disposal of property, plant and equipment:

	Audited 30.11.2024 RM	**Audited 31.1.2024 RM**	**Audited 31.1.2023 RM**	**Audited 31.1.2022 RM**
Revenue - disposal of asset (Note 5)	1,037,041	2,985,148	2,449,069	3,282,161
Carrying value of property, plant and equipment (ICT assets)	(793,477)	(1,796,919)	(1,895,361)	(2,298,387)
	243,564	1,188,229	553,708	983,774
Gain on disposal of property, plant and equipment (Note 6)	-	394	90,000	-
	243,564	1,188,623	643,708	983,774

(ii) Acquisition of property, plant and equipment

During the financial period/year ended, the Group made the following cash payments to purchase property, plant and equipment:

	Audited 30.11.2024 RM	**Audited 31.1.2024 RM**	**Audited 31.1.2023 RM**	**Audited 31.1.2022 RM**
Purchase of property, plant and equipment	75,111,375	100,704,440	46,293,104	17,348,551
Less: Finance lease arrangements	(3,080,538)	(4,677,998)	-	-
Cash payment on purchase of property, plant and equipment	72,030,837	96,026,442	46,293,104	17,348,551

(iii) Net cash flows on acquisition of subsidiaries

	Audited 30.11.2024 RM	**Audited 31.1.2024 RM**	**Audited 31.1.2023 RM**	**Audited 31.1.2022 RM**
Purchase consideration	-	-	-	480,000
Less: Cash and cash equivalents of subsidiary acquired	-	-	-	(743,331)
Net cash inflow on acquisition	-	-	-	(263,331)

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CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

Notes: (continued)

(iv) Reconciliation of liabilities arising from financing activities

Audited	1 February 2024/2023/ 2022/2021 RM	Non-cash flows RM	Cash flows RM	30 November 2024/31 January RM
30.11.2024				
Term loans	83,105,230	-	8,409,441	91,514,671
Revolving credit	-	-	4,800,000	4,800,000
Invoice financing	-	-	4,800,000	4,800,000
Lease liabilities	13,490,018	3,407,680	(4,236,840)	12,660,858
ICPS	1,396,237	110,163	(1,506,400)	-
31.1.2024				
Term loans	37,626,625	-	45,478,605	83,105,230
Lease liabilities	291,670	14,753,091	(1,554,743)	13,490,018
ICPS	2,690,367	212,270	(1,506,400)	1,396,237
31.1.2023				
Term loans	18,786,958	-	18,839,667	37,626,625
Lease liabilities	159,597	241,508	(109,435)	291,670
ICPS	3,889,857	306,910	(1,506,400)	2,690,367
31.1.2022				
Term loans	9,002,426	-	9,784,532	18,786,958
Trust receipts	1,828,461	-	(1,828,461)	-
Lease liabilities	156,141	401,540	(398,084)	159,597
ICPS	5,001,628	394,629	(1,506,400)	3,889,857

(v) Cash and cash equivalents

Cash and cash equivalents comprise of cash and bank balances.

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1. General information

The Company is a public limited company limited by shares that is incorporated and domiciled in Malaysia. The Company has been listed on the LEAP Market for more than 3 years, since 15 December 2020.

The Company is principally engaged in the business of an investment holding company.

The principal activities and details of the subsidiaries are as set out as follows:-

Name of subsidiaries	Effective equity interest 30.11.2024	31.1.2024	31.1.2023	31.1.2022	Principal activities
ICT Zone Ventures Bhd.	100%	100%	100%	100%	Provision of ICT Solutions, management of investment schemes, technology financing as well as leasing and factoring facilities services
ICT Zone Sdn. Bhd.	100%	100%	100%	100%	Trading, repairing and servicing of computers and related parts and accessories
Techfin Capital Sdn. Bhd.	100%	100%	100%	100%	Dormant. Provide information technology financing
HaaS Techonolgies Sdn. Bhd.	58.25%	58.25%	58.25%	58.25%	Information technologies and cloud solutions and provider; training and consultancy; software distribution and development

The registered office and principal place of business are as follows:

Registered office	-	B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No.1 Medan Syed Putra Utara, 59200 Kuala Lumpur
Principal place of business	-	Ground Floor, Block H, Excella Business Park, Jalan Ampang Putra, 55100 Kuala Lumpur

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2. Listing scheme

The Company has been listed on the LEAP Market for more than 3 years, 15 December 2020, which meets the requirements under Rule 3A.02(1)(a) of the ACE Market Listing Requirement of Bursa Securities ("ACE LR") which stipulates that a transfer applicant must have been listed for at least 2 years on the LEAP Market at the time of application for a transfer of listing from the LEAP Market to the ACE Market.

As at the date of the report, the issued share capital of ICT Zone Asia is RM44,297,383 comprising 662,453,200 ICT Zone Asia shares.

Initial public offering

The Listing entails the listing and quotation of the entire enlarged issued ICT Zone Asia shares on the ACE Market of Bursa Securities.

Pursuant to Rule 3A.02(1)(d) of the ACE LR, ICT Zone Asia shall undertake the Proposed Public Offering pursuant to Rule 3A.02(1)(d) of the ACE LR as part of transfer of listing from the LEAP Market to the ACE Market Initiative.

In conjunction with and as an integral part of the listing and quotation of the entire issued share capital of the Company on ACE Market of Bursa Securities.

The details of the listing scheme is as following:

(i) Public Issue

The public issue of 133,000,000 new shares ("Public Issue Shares"), representing approximately 17% of the enlarged total number of share of the Company upon listing on ACE Market of Bursa Securities at an issue price of RM0.20 per share allocated in the following manner:

- 39,772,800 Public Issue Shares will be made available for application by the malaysia public by way of balloting;
- 89,090,800 Public Issue Shares will be made available for application by the Placement to selected Bumiputera investors as approved by the Ministry of Investment, Trade and Industry of Malaysia; and
- 4,136,400 Public Issue Shares will be made available for application by eligible persons.

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2. Listing scheme (continued)

(ii) Proposed Listing

The admission of the listing and quotation of the entire enlarged issued share capital of the Company of 795,453,200 shares on the ACE Market of Bursa Securities.

3. Basis of preparation

(a) Statement of compliance

The Consolidated Financial Statements have been prepared in accordance with MFRS and IFRS Accounting Standards.

Standards issued and effective

On 1 February 2024, the Company has adopted the following accounting standards, amendments and interpretations which are mandatory for annual financial periods beginning on or after 1 January 2024:

Description
- Amendments to MFRS 16, *Leases*: Lease Liability in a Sale and Leaseback
- Amendments to MFRS 101, *Presentation of Financial Statements*: Non-current Liabilities with Covenants
- Amendments to MFRS 7 *Financial Instruments* and MFRS 107 *Statement of Cash Flows: Disclosures* – Supplier Finance Arrangements

Adoption of the above MFRSs, amendments to MFRSs did not have any significant impact on the Consolidated Financial Statements of the Group.

(b) Standards issued but not yet effective

Certain new accounting standards and interpretations have been issued but not yet effective for 30 November 2024 reporting periods and have not been early adopted by the Group. These standards are not expected to have a material impact on the Group in the current or future reporting periods.

(c) Basis of measurement

The Consolidated Financial Statements have been prepared on the historical cost basis unless otherwise as indicated in the summary of significant accounting policies.

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3. Basis of preparation (continued)

(d) Functional and presentation currency

The Consolidated Financial Statements are presented in Ringgit Malaysia ("RM") which is also the functional currency of the Group.

(e) Significant accounting estimates and judgements

Estimates and judgements are continually evaluated by the Directors and management and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The estimates and judgements that affect the application of the Group's accounting policies and disclosures, and have a significant risk of causing a material adjustment to the carrying amounts of assets, liabilities, income and expenses are discussed below:

(i) Income taxes

There are certain transactions and computations for which the ultimate tax determination may be different from the initial estimate. The Group recognises tax liabilities based on its understanding of the prevailing tax laws and estimates of whether such taxes will be due in the ordinary course of business. Where the final outcome of these matters is different from the amounts that were initially recognised, such difference will impact the income tax and deferred tax provisions in the year in which such determination is made.

(ii) Depreciation of property, plant and equipment

The estimates for the residual values, useful lives and related depreciation charges for the property, plant and equipment are based on commercial and production factors which could change significantly as a result of technical innovations and competitors' actions in response to the market conditions.

The Group anticipates that the residual values of its property, plant and equipment will be insignificant. As a result, residual values are not being taken into consideration for the computation of the depreciable amount.

Changes in the expected level of usage and technological development could impact the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised.

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3. Basis of preparation (continued)

(e) Significant accounting estimates and judgements (continued)

(iii) Impairment of non-financial assets

When the recoverable amount of an asset is determined based on the estimate of the value in use of the cash-generating unit to which the asset is allocated, the management is required to make an estimate of the expected future cash flows from the cash-generating unit and also to apply a suitable discount rate in order to determine the present value of those cash flows.

(iv) Provision for expected credit losses ("ECLs") of trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on the payment profiles of sales over a period of 36 months before the end of the reporting period and the corresponding historical credit losses experienced within this period.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The historical observed default rates are updated and changes in the forward-looking estimates are analysed at every end of the reporting period.

(v) Deferred tax assets and liabilities

Deferred tax implications arising from the changes in corporate income tax rates are measured with reference to the estimated realisation and settlement of temporary differences in the future periods in which the tax rates are expected to apply, based on the tax rates enacted or substantively enacted at the reporting date. While management's estimates on the realisation and settlement of temporary differences are based on the available information at the reporting date, changes in business strategy, future operating performance and other factors could potentially impact on the actual timing and amount of temporary differences realised and settled. Any difference between the actual amount and the estimated amount would be recognised in the profit or loss in the period in which actual realisation and settlement occurs.

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3. Basis of preparation (continued)

(e) Significant accounting estimates and judgements (continued)

(vi) Classification between Investment Properties

The Group determines whether a property qualifies as an investment property and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independent of the other assets held by the Group.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately (or leased out separately under a finance lease), the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes.

Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as investment property.

(vii) Revaluation of Investment Properties

The Group carries its investment properties at fair value, with changes in fair value being recognised in the profit or loss. The valuation of these properties are carried out by independent professional property valuers by reference to open market values using the comparison method as disclosed in Note 14 to the financial statements.

4. Material accounting policies

(a) Basis of consolidation

(i) Subsidiaries

Subsidiaries are entities, including structured entities, controlled by the Group. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

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4. Material accounting policies (continued)

(a) Basis of consolidation (continued)

(i) Subsidiaries (continued)

Control is achieved when the Group has:
- power over the investee;
- exposure, or rights, to variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect the amount of the Group's return.

Inter-company transactions, balances and unrealised gains on transaction between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Investments in subsidiaries are measured in the Company's statement of financial position at cost less any accumulated impairment losses, unless the investment is classified as held for sale or distribution. The cost of investment includes transaction costs.

(ii) Common control entities

Business combination involving entities under common control are accounted for by applying the merger accounting principles. The assets and liabilities of the combining entities are reflected at their carrying amounts reported in the consolidated financial statements.

In a business combination involving entities under common control, any difference between the cost of the merger and the share capital of the "acquired" entity is reflected within equity as merger reserve.

The consolidated financial statements of profit or loss and other comprehensive income reflects the results of the combining entities for the full year and the comparatives are presented as if the entities had always been consolidated since the date for which the entities had come under common control.

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4. Material accounting policies (continued)

(a) Basis of consolidation (continued)

(iii) Loss of control

Upon loss of control of a subsidiary, the Group derecognises the assets and liabilities of the subsidiary, any non-controlling interest and the other components of equity related to subsidiary. Any surplus or deficit arising on the loss of control is recognised in the profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently it is accounted for as equity accounted investee or as an available-for-sale financial asset depending on the level of influence retained.

In the previous years, if the Group retained any interest in the previous subsidiary, such interest was measured at the carrying amount at the date that control was lost and their carrying amount would be regarded as cost on initial measurement of the investment.

(iv) Transaction eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

Unrealised gain arising from transactions with equity accounted associates are eliminated against the investments to the extent of the Group's interest in the associates and jointly controlled entities, Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(b) Revenue and other income

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

A performance obligation may be satisfied set a point in time or over time. The amount of revenue recognised is the amount allocate to satisfied performance obligation.

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4. Material accounting policies (continued)

(b) Revenue and other income (continued)

The Group transfers control of a goods and services over time and thereafter satisfied a performance obligation and recognised revenue over time, if one of the following criteria is met:

- The customer simultaneously receives and consume the benefits provided by the Group's performance as the Group performances;
- The Group's performance, creates or enhance an asset that the customer control as the assets is created or enhanced; or
- The Group's performance does not create an asset with an alternatives use to the Group and the Group has an enforceable right to payment for performance complete to date.

(i) Sales of goods

The Group sells a range of computer hardware to local and outside Malaysia customers. Revenue are recognised at a point in time when control of the asset is transferred, being when the products are delivered to the customer. The contract price is variable for different contracts as the revenue is recognised based on the assets price. The normal credit term is 60 days upon delivery.

Trade receivables are recognised when the goods are delivered as this is the point in time that consideration is unconditional because only the passage of time required before the payment is due.

In order to determine the point in time at which the customer obtain control of a promised asset and satisfies the performance obligation, the Group has considered indicators of the transfer of control, which include, but are not limited to, the following:

(a) The Group has present right to payment for the asset;
(b) The customer had legal title to the assets;
(c) The Group has transferred physical possession of the asset;
(d) The customer has the significant risks and rewards of ownership of the asset; and
(e) The customer has accepted the asset.

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4. Material accounting policies (continued)

(b) Revenue and other income (continued)

(ii) Lease income

Lease income from the ICT asset is recognised in profit or loss on a straight-line basis over the term of the lease and when the services are rendered. In the event invoices are yet to be issued at the year end, the revenue is accrued to the extent of the services rendered at the end of the reporting period.

(iii) Services

Services is the provision of ICT services that comprise of corrective and preventative maintenance.

(iv) Dividend income

Dividend income is recognised in profit or loss only when:

(a) the Group's or the Company's right to receive payment of the dividend is established;
(b) it is probable that the economic benefits associated with the dividend will flow to the Group or the Company; and
(c) the amount of the dividend can be measured reliably.

(v) Rendering of networking and cloud services

Revenue from rendering of networking and cloud services. The revenue is recognised overtime in proportion to the services performed on the contract at the end of the reporting date and based on services furnished to the customer as the customer simultaneously receive and consume the benefit provided by the services rendered. The normal credit term is 30 days to 60 days upon issuance of the sale invoice.

The customer pays the amount based on invoice. If the services rendered by the Group exceed the payment, a contract asset is recognised. If the payment receives exceed the services rendered, a contract liability is recognised.

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4. Material accounting policies (continued)

(c) Employee benefits expense

(i) Short-term benefits

Short-term employment benefits such as wages, salaries, bonuses and social security contributions are recognised as an expense in the financial year in which the associated services are rendered by employees of the Group.

Short-term accumulating compensated absences, such as paid annual leave, are recognised when services are rendered by employees that increase their entitlement to future compensated absences, and short-term non-accumulating compensated absences such as sick leave are recognised when the absences occur.

(ii) Defined contribution plans

The Group's contribution to defined contribution plans is charged to the profit or loss in the period to which they relate. Once the contributions have been paid, the Group has no further liability in respect of the defined contribution plans.

(d) Tax expense

(i) Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity.

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4. Material accounting policies (continued)

(d) Tax expense (continued)

(ii) Deferred tax

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the statements of financial position.

Deferred tax liabilities are recognised for all taxable temporary differences other than those that arise from goodwill or excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the business combination costs or from the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit.

The carrying amounts of deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient future taxable profits will be available to allow all or part of the deferred tax assets to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on the tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transactions either in other comprehensive income or directly in equity and deferred tax arising from a business combination is included in the resulting goodwill or excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the business combination cost.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same taxation authority.

Deferred tax assets are recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

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4. Material accounting policies (continued)

(e) Impairment

(i) Financial assets

The Group recognises loss allowances for expected credit losses on financial assets measured at amortised cost, expected credit losses are a probability-weighted estimate of credit losses.

The Group measures loss allowances at an amount equal to lifetime expected credit loss, except for cash and bank balances. Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit loss.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit loss, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information, where available.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of the asset, which 12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within the 12-months after the reporting date. The maximum period considered when estimating expected credit losses is the maximum contractual period over which Company is exposed to credit risk.

The Group estimates the expected credit losses on trade receivables using a provision matrix with reference to historical credit loss experience.

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4. Material accounting policies (continued)

(e) Impairment (continued)

(i) Financial assets (continued)

An impairment loss in respect of financial assets measured at amortised cost is recognised in profit or loss and the carrying amount of the asset is reduced through the use of an allowance amount.

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The gross carrying amount of a financial asset is written off (either partially or full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery amounts due.

(ii) Non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when an annual impairment assessment for an asset is required, the Group make an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's fair value less costs to sell and its value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units ("CGU")).

In assessing value in use, the estimated future cash flows expected to be generated by the asset are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where the carrying amount of an asset exceeds its recoverable amount, the asset is written down to its recoverable amount. Impairment losses recognised in respect of a CGU or groups of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to those units or groups of units and then, to reduce the carrying amount of the other assets in the unit or groups of units on a pro-rata basis.

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4. Material accounting policies (continued)

(e) Impairment (continued)

(ii) Non-financial assets (continued)

Impairment losses are recognised in profit or loss except for assets that are previously revalued where the revaluation was taken to other comprehensive income. In this case the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss unless the asset is measured at revalued amount, in which case the reversal is treated as a revaluation increase. Impairment loss on goodwill is not reversed in a subsequent period.

(f) Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. When significant parts of property, plant and equipment are required to be replaced in intervals, the Company recognises such parts as individual assets with specific useful lives and depreciation, respectively. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the property, plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

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4. Material accounting policies (continued)

(f) Property, plant and equipment (continued)

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

ICT assets	20% - 33%
Motor vehicles	20%
Office equipment	20%
Furniture and fittings	10% - 20%
Computer and software	20% - 50%
Signboard	10%
Renovation	20%

The carrying amount of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable.

The residual value, useful life and depreciation method are reviewed at each financial year end, and adjusted prospectively, if appropriate.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal.

Any gain or loss on derecognition of the asset is included in the profit or loss in the year the asset is derecognised.

(g) Investment properties

Investment properties are properties held to earn rentals or for capital appreciation or both, but not use in the production or supply of goods or services or for administrative purposes or sale in the ordinary course of business.

Investment property is recognised as an asset when, and only when, it is probable that the future economic benefits that are associated with the investment property will flow to the entity and the cost can be measured reliably.

Investment properties are measured initially at cost including transaction costs. The cost of a purchased investment property comprises its purchase price and any directly attributable expenditure.

Subsequent to initial recognition, investment properties are measured at fair value with any changes therein recognised in profit or loss for the period in which they arise.

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4. Material accounting policies (continued)

(g) Investment properties (continued)

An investment property is derecognised on disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal.

The gain or loss arising from derecognition of the asset is determined as the difference between the net disposal proceeds and the carrying amount of the item and is recognised in profit or loss in the year the asset is derecognised.

(h) Financial assets

(i) Initial recognition and measurement

Financial assets are recognised when, and only when, the Group and the Company become party to the contractual provision of the instrument.

At initial recognition, the Group and the Company measure a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset.

A trade receivable without a significant financing component is initially measured at the transaction price.

(ii) Subsequent measurement

The Group and the Company classify their financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss), and
- those to be measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

The Group and the Company reclassified debt investments when and only when its business model for managing those asset changes.

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4. Material accounting policies (continued)

(h) Financial assets (continued)

(ii) Subsequent measurement (continued)

(a) Amortised cost

Financial asset is measured at amortised cost when the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income from financial asset measured at amortised cost is recognised in profit or loss using the effective interest method. Any gain or loss on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gain and losses.

(b) Fair value through profit or loss ("FVTPL")

All financial assets not measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes derivative financial assets (except for a derivative that is a designated and effective hedging instrument).

Financial assets categorised as FVTPL are subsequently measured at their fair value. Net gains or losses, including any interest or dividend income, are recognised in the profit or loss.

(iii) Derecognition

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group and the Company have transferred substantially all the risk and rewards of ownership. On derecognition of a financial asset, the difference between the carrying amount of the financial asset and the sum of consideration received (including any new asset obtained less any new liability assumed) shall be recognised in profit or loss.

Any cumulative gain or loss arise from fair value changes in equity investment that had been recognised in other comprehensive income is transferred within equity when the equity investment is derecognised whereas any cumulative gain or loss arise from fair value changes in debt investment that had been recognised in other comprehensive income is transferred to profit or loss when the debt investment is derecognised.

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4. Material accounting policies (continued)

(i) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, deposits with financial institution with maturities of less than 3 months, and highly liquid investments that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents are presented net of bank overdrafts and pledged deposits.

(j) Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Group and the Company become party to the contractual provision of the instrument.

At initial recognition, the Group and the Company measure a financial liability at its fair value plus, in the case of a financial liability not at FVTPL, transaction costs that are directly attributable to the issue of the financial liability.

(ii) Subsequent measurement

All financial liabilities are measured at amortised cost using the effective interest method.

Interest expense and foreign exchange gains and losses are recognised in profit or loss.

(iii) Derecognition

A financial liability is derecognised when the obligation under the liability is extinguished. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability.

The difference between the carrying amount of a financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liability assumed, is recognised in profit or loss.

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4. Material accounting policies (continued)

(k) Leases

(i) Initial recognition and measurement

(a) As a lessee

The Group recognises right-of-use asset and lease liability at the commencement date of the lease.

The right-of-use asset is initially measured at cost, which comprises as follows:

- the initial amount of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred; and
- an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate.

Variable lease payments that do not depends on an index or a rate are excluded from lease liability and right-of-use asset and recognised in profit or loss in the period in which the event or condition that triggers those payments occurs.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Leases for which the Group is a lessor are classified as finance or operating leases.

Leases which transfer substantially all of the risks and rewards incidental to ownership of the underlying asset is a finance lease; if not, then it is an operating lease.

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4. Material accounting policies (continued)

(k) Leases (continued)

(i) Initial recognition and measurement (continued)

(b) As a lessor

The Group recognises assets held under a finance lease in its statement of financial position and presents them as a receivable at an amount equal to the net investment in the lease. Initial direct costs, other than those incurred by manufacturer or dealer lessors, are included in the initial measurement of the investment in the lease.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. It assesses the lease classification of a sublease with reference to the right- of-use asset arising from the head lease. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sublease as an operating lease.

(ii) Subsequent measurement

(a) As a lessee

The right-of-use asset is subsequently depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset to the Group by the end of the lease term or if the cost of the right-of-use asset reflects that the Group will exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. In addition, the right-of-use asset is periodically reduced by impairment losses determined in accordance with Note 4(f)(ii) to the financial statements, if any, and adjusted for certain remeasurements of the lease liability.

The carrying amount of lease liability is subsequently increased by interest on the lease liability and reduced by lease payments made. It is remeasured when there is a change in lease term, assessment of an option to purchase the underlying asset, future lease payments arising from the change in an index or rate, the Group's estimate of the amount expected to be payable under a residual value guarantee or in-substance fixed lease payments.

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4. Material accounting policies (continued)

(k) Leases (continued)

(ii) Subsequent measurement (continued)

(a) As a lessee (continued)

When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

(b) As a lessor

Finance income from finance leases is recognised over the lease term, based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease whereas lease income from operating leases is recognised in profit or loss on a straight-line basis over the lease term.

(l) Equity instrument

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

(i) Ordinary shares

Ordinary shares are recorded at the proceeds received, net of directly attributable incremental transaction costs. Ordinary shares are classified as equity. Dividends on ordinary shares are recognised from equity in the period in which they are distributed.

(ii) Irredeemable Convertible Preference Shares ("ICPS")

The Group evaluates the terms of an issued financial instrument to determine whether it contains both a liability and an equity component. The proceeds of a ICPS are allocated to the liability component measured at fair value, using the discounted cash flow method, and balance to the equity component.

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4. Material accounting policies (continued)

(m) Fair value measurements

Fair value of an asset or a liability, except for share-based payment and lease transactions, is determined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market or in the absence of a principal market, in the most advantageous market which must be accessible to by the Group and the Company.

For non-financial asset, the fair value measurement considers a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

When measuring the fair value of an asset or a liability, the Group and the Company use observable market data as far as possible. Fair value are categories into different levels in a fair value hierarchy based on the input used in the valuation techniques as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Unobservable inputs for the asset or liability.

The Group and the Company recognise transfers between levels of the fair value hierarchy as of the date of the event or change in circumstances that caused the transfer.

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5. Revenue

The revenue of the Group consists of the following:

	Audited 1.2.2024 to 30.11.2024 RM	Unaudited 1.2.2023 to 30.11.2023 RM	Audited 1.2.2023 to 31.1.2024 RM	Audited 1.2.2022 to 31.1.2023 RM	Audited 1.2.2021 to 31.1.2022 RM
Revenue from contract customers					
At point in time					
Sales of assets	1,037,041	1,406,907	2,985,148	2,449,069	3,282,161
Trading	26,043,410	46,976,195	57,022,512	35,405,045	22,093,142
Gain on disposal of net investment in sub-lease	26,793	268,095	1,208,155	-	-
IT services	3,249,184	562,901	1,689,250	1,272,054	2,616,349
Training	9,800	321,414	321,414	326,557	52,106
	30,366,228	49,535,512	63,226,479	39,452,725	28,043,758
At over time					
Cloud solution and service	659,874	917,655	1,052,764	988,984	390,920
Other source of income					
Lease income	64,194,389	40,593,992	50,005,639	34,616,300	23,598,760
Interest income from net investment in sub-lease	341,110	52,367	143,599	-	13
	64,535,499	40,646,359	50,149,238	34,616,300	23,598,773
	95,561,601	91,099,526	114,428,481	75,058,009	52,033,451

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6. Other income

	Audited 1.2.2024 to 30.11.2024 RM	Unaudited 1.2.2023 to 30.11.2023 RM	Audited 1.2.2023 to 31.1.2024 RM	Audited 1.2.2022 to 31.1.2023 RM	Audited 1.2.2021 to 31.1.2022 RM
Government grant	-	8,406	8,406	-	30,200
Interest income from fixed deposits	27,363	-	-	7,913	11,975
Gain on disposal of property, plant and equipment	-	150	394	90,000	-
Gain on realised exchange differences	130	572	572	-	-
Fair value gain on short-term cash investment	750	8,935	9,091	7,647	-
Rental income	520,652	524,164	629,040	624,192	593,392
Others	105,019	11,723	14,562	68,020	7,257
	653,914	553,950	662,065	797,772	642,824

7. Employee benefits expense

	Audited 1.2.2024 to 30.11.2024 RM	Unaudited 1.2.2023 to 30.11.2023 RM	Audited 1.2.2023 to 31.1.2024 RM	Audited 1.2.2022 to 31.1.2023 RM	Audited 1.2.2021 to 31.1.2022 RM
(a) Staff cost:					
Salaries, allowances and bonus	4,074,599	3,523,070	4,149,782	3,485,767	2,328,706
Contributions to defined contribution plan	515,773	430,960	517,609	422,791	252,675
Social security contributions	49,450	39,502	47,737	37,100	24,702
Other short-term employee benefits	616,429	582,806	823,188	432,624	247,070
	5,256,251	4,576,338	5,538,316	4,378,282	2,853,153

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7. Employee benefits expense (continued)

	Audited 1.2.2024 to 30.11.2024 RM	Unaudited 1.2.2023 to 30.11.2023 RM	Audited 1.2.2023 to 31.1.2024 RM	Audited 1.2.2022 to 31.1.2023 RM	Audited 1.2.2021 to 31.1.2022 RM
(b) Directors' remuneration:					
Salary and other emoluments	997,500	722,493	949,200	874,850	805,722
Contributions to defined contribution plan	98,114	96,420	117,254	110,796	88,380
Social security contributions	3,051	44,025	3,497	3,700	3,385
Other short-term employee benefits	13,750	-	34,993	-	-
	1,112,415	862,938	1,104,944	989,346	897,487
	6,368,666	5,439,276	6,643,260	5,367,628	3,750,640
Recognised in:					
Cost of sales	1,617,996	1,094,504	1,393,102	924,690	669,291
Other expenses	4,750,670	4,344,772	5,250,158	4,442,938	3,081,349

8. Finance costs

	Audited 1.2.2024 to 30.11.2024 RM	Unaudited 1.2.2023 to 30.11.2023 RM	Audited 1.2.2023 to 31.1.2024 RM	Audited 1.2.2022 to 31.1.2023 RM	Audited 1.2.2021 to 31.1.2022 RM
Interest expense on:					
- trust receipts	-	-	-	4,943	5,675
- revolving credit	85,334	-	-	-	-
- invoice financing	86,292	-	-	-	-
- lease liabilities	682,603	146,613	253,136	13,592	11,359
- ICPS	110,163	212,270	212,270	306,910	394,628
- term loans	3,955,343	2,444,878	3,256,650	1,257,461	473,730
Others	7,113	-	572	3,484	6,910
	4,926,848	2,803,761	3,722,628	1,586,390	892,302

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9. Profit before tax

	Audited 1.2.2024 to 30.11.2024 RM	Unaudited 1.2.2023 to 30.11.2023 RM	Audited 1.2.2023 to 31.1.2024 RM	Audited 1.2.2022 to 31.1.2023 RM	Audited 1.2.2021 to 31.1.2022 RM
Profit before tax is arrived at after charging:					
Auditors' remunerations					
Audit fees	73,583	69,091	82,601	90,500	83,500
Material expenses					
Depreciation of					
- property, plant and equipment	44,571,508	28,691,724	35,324,249	21,440,874	14,749,795
- right-of-use assets	155,939	124,732	146,703	111,693	125,792
Impairment on trade receivables	17,490	8,649	8,649	-	-
Property, plant and equipment written-off	-	-	219	-	3,311
Right-of-use assets written-off	-	-	-	-	1,876

10. Tax expense

	Audited 1.2.2024 to 30.11.2024 RM	Unaudited 1.2.2023 to 30.11.2023 RM	Audited 1.2.2023 to 31.1.2024 RM	Audited 1.2.2022 to 31.1.2023 RM	Audited 1.2.2021 to 31.1.2022 RM
Current tax					
- current year	483,788	43,086	110,996	423,241	324,960
- overprovision in prior period/year	(108,107)	(347,795)	(347,795)	(209,113)	(265,374)
	375,681	(304,709)	(236,799)	214,128	59,586
Deferred tax (Note 24)					
- current year	2,637,270	1,678,103	2,361,994	2,056,337	1,491,116
- under/(over) provision in prior period/year	133,493	(617,376)	(607,716)	(470,242)	508,467
	2,770,763	1,060,727	1,754,278	1,586,095	1,999,583
	3,146,444	756,018	1,517,479	1,800,223	2,059,169

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10. Tax expense (continued)

Reconciliation of tax expense

	Audited 1.2.2024 to 30.11.2024 RM	Unaudited 1.2.2023 to 30.11.2023 RM	Audited 1.2.2023 to 31.1.2024 RM	Audited 1.2.2022 to 31.1.2023 RM	Audited 1.2.2021 to 31.1.2022 RM
Profit before tax	9,179,302	5,571,400	8,972,618	8,176,393	6,428,895
Tax calculated using statutory tax rate at 24%	2,203,032	1,337,136	2,153,428	1,962,334	1,542,935
Non-deductible expenses	789,622	392,351	319,553	476,510	319,412
Non-taxable income	(133,413)	(232,791)	(38,763)	(18,159)	(1,741)
Deferred tax assets not recognised in prior period/year (Utilisation of deferred tax assets not recognised during the financial period/year)	261,817	224,492	38,772	58,893	(44,530)
	3,121,058	1,721,188	2,472,990	2,479,578	1,816,076
Overprovision of income tax in prior period/year	(108,107)	(347,795)	(347,795)	(209,113)	(265,374)
Under/(Over)provision of deferred tax in prior period/year	133,493	(617,375)	(607,716)	(470,242)	508,467
	3,146,444	756,018	1,517,479	1,800,223	2,059,169

The Group has unutilised tax losses and unabsorbed capital allowance amounting to RM2,206,804 and RM6,689,528 (30.11.2023: RM918,192 and RM14,048,752, 31.1.2024: RM2,212,851 and RM6,117,044, 31.1.2023: RM1,314,625 and RM2,061,551 and 31.1.2022: RMNIL and RMNIL) available of offsetting against future taxable profits.

The unabsorbed capital allowances disclosed above is available indefinitely for offsetting against future taxable profit whereas unutilised tax losses can be carried forward for a period of 10 years of assessment ("YA") to set off against future taxable profits as follows:

Group	RM	Utilised up to
YA 2023	1,308,578	YA 2033
YA 2024	898,226	YA 2034

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11. Earnings per share

Basic/Diluted earnings per share of the Group is calculated by dividing net profit for the financial period/year attributable to owners of the parent by the weighted average number of ordinary shares in issue during the financial period/year.

(a) Basic earnings per share

	Audited 1.2.2024 to 30.11.2024	Unaudited 1.2.2023 to 30.11.2023	Audited 1.2.2023 to 31.1.2024	Audited 1.2.2022 to 31.1.2023	Audited 1.2.2021 to 31.1.2022
Total comprehensive income attributable to owners of the Company (RM)	6,009,608	4,900,918	7,342,413	6,337,534	4,282,772
Weighted average number of ordinary shares in issue (units)	587,137,102	546,612,391	554,132,611	533,757,500	533,757,500
Basic earning per share (sen)	1.02	0.90	1.33	1.19	0.80

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11. Earnings per share (continued)

(b) Diluted earnings per share

	Audited 1.2.2024 to 30.11.2024	Unaudited 1.2.2023 to 30.11.2023	Audited 1.2.2023 to 31.1.2024	Audited 1.2.2022 to 31.1.2023	Audited 1.2.2021 to 31.1.2022
Total comprehensive income attributable to owners of the Company (RM)	6,009,608	4,900,917	7,342,413	6,337,534	4,282,772
Weighted average number of ordinary shares in issue (units)	587,137,102	546,612,391	554,132,611	533,757,500	533,757,500
ICPS (units)	75,250,000	75,320,000	75,320,000	75,320,000	75,320,000
Weighted average number of ordinary shares in issue for diluted earnings per share (units)	662,387,102	621,932,391	629,452,611	609,077,500	609,077,500
Diluted earning per share (sen)	0.91	0.79	1.17	1.04	0.70

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12. Property, plant and equipment

	ICT assets RM	Motor vehicles RM	Office equipment RM	Furniture and fittings RM	Computer and software RM	Signboard RM	Renovation RM	Total RM
30.11.2024								
Cost								
At 1 February 2024	198,320,350	286,287	762,269	749,410	696,222	64,795	399,803	201,279,136
Additions	74,628,686	-	26,743	80,445	58,536	-	316,965	75,111,375
Disposals/Written off	(4,668,699)	-	-	-	-	-	-	(4,668,699)
At 30 November 2024	268,280,337	286,287	789,012	829,855	754,758	64,795	716,768	271,721,812
Accumulated depreciation								
At 1 February 2024	69,521,762	286,286	673,330	460,004	483,372	54,815	151,341	71,630,910
Charge for the financial period	44,340,055	-	29,140	44,094	54,629	2,064	101,526	44,571,508
Disposals/Written off	(3,875,222)	-	-	-	-	-	-	(3,875,222)
At 30 November 2024	109,986,595	286,286	702,470	504,098	538,001	56,879	252,867	112,327,196
Carrying amount								
At 30 November 2024	158,293,742	1	86,542	325,757	216,757	7,916	463,901	159,394,616

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12. Property, plant and equipment (continued)

	ICT assets RM	Motor vehicles RM	Office equipment RM	Furniture and fittings RM	Computer and software RM	Signboard RM	Renovation RM	Total RM
31.1.2024								
Cost								
At 1 February 2023	115,298,964	286,287	855,749	589,083	532,462	81,175	258,116	117,901,836
Additions	100,115,446	-	24,301	190,057	163,760	-	210,876	100,704,440
Disposals/Written off	(17,094,060)	-	(117,781)	(29,730)	-	(16,380)	(69,189)	(17,327,140)
At 31 January 2024	198,320,350	286,287	762,269	749,410	696,222	64,795	399,803	201,279,136
Accumulated depreciation								
At 1 February 2023	49,666,950	286,286	758,701	452,791	450,861	68,721	152,344	51,836,654
Charge for the financial year	35,151,953	-	32,393	36,754	32,511	2,471	68,167	35,324,249
Disposals/Written off	(15,297,141)	-	(117,764)	(29,541)	-	(16,377)	(69,170)	(15,529,993)
At 31 January 2024	69,521,762	286,286	673,330	460,004	483,372	54,815	151,341	71,630,910
Carrying amount								
At 31 January 2024	128,798,588	1	88,939	289,406	212,850	9,980	248,462	129,648,226

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12. Property, plant and equipment (continued)

	ICT assets RM	Motor vehicles RM	Office equipment RM	Furniture and fittings RM	Computer and software RM	Signboard RM	Renovation RM	Total RM
31.1.2023								
Cost								
At 1 February 2022	82,655,321	526,287	802,817	498,112	507,056	81,175	191,636	85,262,404
Additions	46,057,315	-	52,932	90,971	25,406	-	66,480	46,293,104
Disposals	(13,413,672)	(240,000)	-	-	-	-	-	(13,653,672)
At 31 January 2023	115,298,964	286,287	855,749	589,083	532,462	81,175	258,116	117,901,836
Accumulated depreciation								
At 1 February 2022	39,827,436	518,286	733,617	439,177	435,476	66,243	133,856	42,154,091
Charge for the financial year	21,357,825	8,000	25,084	13,614	15,385	2,478	18,488	21,440,874
Disposals	(11,518,311)	(240,000)	-	-	-	-	-	(11,758,311)
At 31 January 2023	49,666,950	286,286	758,701	452,791	450,861	68,721	152,344	51,836,654
Carrying amount								
At 31 January 2023	65,632,014	1	97,048	136,292	81,601	12,454	105,772	66,065,182

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12. Property, plant and equipment (continued)

	ICT assets RM	Motor vehicles RM	Office equipment RM	Furniture and fittings RM	Computer and software RM	Signboard RM	Renovation RM	Total RM
31.1.2022								
Cost								
At 1 February 2021	77,955,403	526,287	726,338	464,000	454,703	77,200	186,853	80,390,784
Reclassification	-	-	17,410	(17,410)	-	-	-	-
Additions	17,210,427	-	54,787	43,852	36,540	2,945	-	17,348,551
Acquisition of subsidiary	1,492,045	-	6,319	7,670	19,313	1,030	4,783	1,531,160
Disposals/Written off	(14,002,554)	-	(2,037)	-	(3,500)	-	-	(14,008,091)
At 31 January 2022	82,655,321	526,287	802,817	498,112	507,056	81,175	191,636	85,262,404
Accumulated depreciation								
At 1 February 2021	36,433,141	510,287	702,821	434,647	406,085	63,325	118,707	38,669,013
Reclassification	-	-	10,296	(10,296)	-	-	-	-
Charge for the financial year	14,684,140	7,999	18,545	11,814	11,362	2,662	13,273	14,749,795
Acquisition of subsidiary	414,322	-	3,294	3,012	18,916	256	1,876	441,676
Disposals/Written off	(11,704,167)	-	(1,339)	-	(887)	-	-	(11,706,393)
At 31 January 2022	39,827,436	518,286	733,617	439,177	435,476	66,243	133,856	42,154,091
Carrying amount								
At 31 January 2022	42,827,885	8,001	69,200	58,935	71,580	14,932	57,780	43,108,313

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12. Property, plant and equipment (continued)

The Group's ICT assets included ICT assets in progress, amounting to RM3,158,463 (31.1.2024: RM1,458,183, 31.1.2023: RM149,197 and 31.1.2022: RM178,738). These assets in the process of being developed or deployed to customers.

13. Right-of-use assets

	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
Carrying amount				
At 1 February 2024/2023/2022/ 2021	356,683	263,272	133,457	90,095
Addition	318,028	240,114	241,508	22,514
Acquisition of subsidiary	-	-	-	148,516
Early termination	(9,005)	-	-	-
Written off	-	-	-	(1,876)
Depreciation charge	(155,939)	(146,703)	(111,693)	(125,792)
At 30 November 2024/31 January	509,767	356,683	263,272	133,457

14. Investment properties

	Freehold properties RM	Leasehold property RM	Total RM
Audited			
Fair value			
30.11.2024			
At 1 February 2024/30 November	1,800,000	9,500,000	11,300,000
31.1.2024			
At 1 February 2023/31 January	1,800,000	9,500,000	11,300,000
31.1.2023			
At 1 February 2022/31 January	1,800,000	9,500,000	11,300,000
31.1.2022			
At 1 February 2021/31 January	1,800,000	9,500,000	11,300,000

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14. Investment properties (continued)

	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
Recognised in profit or loss:				
Rental income	520,652	629,040	624,192	593,392

The fair value of the investment properties of the Group at 31 January 2024 is determined by a valuation carried out by Messrs. Knight Frank Malaysia Sdn. Bhd., an independent professional valuer, based on the open market values on comparison approach.

The Group has pledged investment properties with a carrying amount of RM9,500,000 to licensed bank to secure banking facilities granted to the Group as disclosed in Note 25 to the financial statements.

Fair value measurement of the investment properties was categorised as follows:

	Level 2 RM	Level 3 RM	Total RM
30.11.2024			
Freehold properties	1,800,000	-	1,800,000
Leasehold property	-	9,500,000	9,500,000
	1,800,000	9,500,000	11,300,000
31.1.2024			
Freehold properties	1,800,000	-	1,800,000
Leasehold property	-	9,500,000	9,500,000
	1,800,000	9,500,000	11,300,000
31.1.2023			
Freehold properties	1,800,000	-	1,800,000
Leasehold property	-	9,500,000	9,500,000
	1,800,000	9,500,000	11,300,000
31.1.2022			
Freehold properties	1,800,000	-	1,800,000
Leasehold property	-	9,500,000	9,500,000
	11,300,000	-	11,300,000

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14. Investment properties (continued)

Level 2 Fair Value

Level 2 fair values of land and buildings have been generally derived during sales comparison approach. Sales price of comparable properties in close proximity are adjusted for differences in key attributes such as property site. The most significant input into this valuation approach is price per square foot of comparable properties.

Level 3 Fair Value

Level 3 fair value of office buildings have been derived from the income approach. The change in level 2 to level 3 due to the change in the method of valuation used during the period/year. The most significant input are average gross rental and capitalisation rate.

15. Intangible assets

	Audited 30.11.2024 RM	**Audited 31.1.2024 RM**	**Audited 31.1.2023 RM**	**Audited 31.1.2022 RM**
Carbon credit				
At cost				
At 1 February 2024/2023/2022/2021	17,591	-	-	-
Addition	4,500	17,591	-	-
Utilisation	(3,705)	-	-	-
At 30 November 2024/31 January	18,386	17,591	-	-

The fair value of the intangible assets of the Group is determined based on quoted prices (unadjusted) in active markets.

	Audited Level 1 RM	**Audited Level 2 RM**	**Audited Level 3 RM**	**Audited Total RM**
30.11.2024				
Carbon credit	18,386	-	-	18,386
31.1.2024				
Carbon credit	17,591	-	-	17,591

Level 1 Fair Value

Level 1 fair value of carbon credit have been generally derived from quoted price under Bursa Voluntary Carbon Market.

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16. Net investment in sub-lease

	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
At 1 February 2024/2023/2022/2021	10,263,759	-	-	-
Addition	45,320	11,043,134	-	-
Interest income from net investment in sub-lease	341,110	143,599	-	-
Lease payment received	(3,304,051)	(922,974)	-	-
At 30 November 2024/31 January	7,346,138	10,263,759	-	-
Represented by:				
Within one year	3,713,705	3,557,834	-	-
Between one to five years	3,632,433	6,705,925	-	-
	7,346,138	10,263,759	-	-
Recognised in profit or loss:				
Interest income from net investment in sub-lease	341,110	143,599	-	-

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17. Inventories

Inventories comprised of ICT hardware and software to be consumed in the rendering for leasing services.

	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
At cost:				
Finished goods	191,675	510,940	425,745	723,721
Recognised in profit or loss				
Inventories recognised as cost of sales	23,043,272	50,673,933	33,062,185	22,100,669

18. Trade receivables

	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
Trade receivables				
- Third parties	13,195,845	22,795,440	17,065,848	9,482,577
- Related party	-	11,800	-	-
	13,195,845	22,807,240	17,065,848	9,482,577
Less: Impairment				
At 1 February 2024/2023/ 2022/2021	(8,649)	-	-	-
Addition	(17,490)	(8,649)	-	-
At 30 November 2024/31 January	(26,139)	(8,649)	-	-
Accrued revenue	-	-	-	11,478
	13,169,706	22,798,591	17,065,848	9,494,055

The normal trade credit terms of the Group are 60 days (31.12.2024, 31.12.2023 and 31.12.2022: 60 days). Other credit terms are assessed and approved on a case-by-case basis.

Significant related party transactions are disclosed in Note 32 to the financial statements.

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19. Non-trade receivables, deposits and prepayments

	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
Non-trade receivables	1,008,378	4,330,802	238,177	65,819
Deposits	129,687	170,975	144,215	112,709
Prepayments	1,754,368	1,405,541	620,091	465,549
	2,892,433	5,907,318	1,002,483	644,077

20. Fixed deposits with licensed banks

The amount was deposited with a licensed bank as the Islamic fixed deposit is pledged to licensed bank for banking facilities. The effective profit rate of the Islamic fixed deposit is between 2.04% to 2.05% per annum (31.1.2024: 1.59% to 6.89%, 31.1.2023: 1.85% to 2.10% and 31.1.2022: 3.05% to 3.25% per annum). The maturity of Islamic deposit as at the end of the financial period/year is 1 to 6 months (31.1.2024: 12 months, 31.1.2023: 3 to 11 months and 31.1.2022: 3 to 11 months).

21. Short-term cash investment

	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
At fair value				
Cash management fund with investment management company	27,488	26,738	407,647	-

22. Share capital

	Note	Audited 30.11.2024 Number of shares	Audited 30.11.2024 RM
Issued and fully paid:			
- ordinary shares	(a)	587,203,200	29,247,383
- ICPS	(b)	75,250,000	9,023,510
Total share capital		662,453,200	38,270,893

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22. Share capital (continued)

	Note	Audited 31.1.2024 Number of shares	Audited 31.1.2024 RM
Issued and fully paid:			
- ordinary shares	(a)	587,133,200	29,233,383
- ICPS	(b)	75,320,000	9,031,904
Total share capital		662,453,200	38,265,287

	Note	Audited 31.1.2023 Number of shares	Audited 31.1.2023 RM
Issued and fully paid:			
- ordinary shares	(a)	533,757,500	19,092,000
- ICPS	(b)	75,320,000	9,031,904
Total share capital		609,077,500	28,123,904

		Audited 31.1.2022 Number of shares	Audited 31.1.2022 RM
Issued and fully paid:			
- ordinary shares	(a)	533,757,500	19,092,000
- ICPS	(b)	75,320,000	9,031,904
Total share capital		609,077,500	28,123,904

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22. Share capital (continued)

(a) Issued and fully paid ordinary shares

	Audited 30.11.2024	Audited 31.1.2024	Audited 31.1.2023	Audited 31.1.2022	Audited 30.11.2024	Audited 31.1.2024	Audited 31.1.2023	Audited 31.1.2022
	Number of shares				RM	RM	RM	RM
At 1 February 2024/2023/ 2022/2021	587,133,200	533,757,500	533,757,500	533,757,500	29,233,383	19,092,000	19,092,000	19,092,000
Issuance	-	53,375,700	-	-	-	10,141,383	-	-
Conversion of ICPS	70,000	-	-	-	14,000	-	-	-
At 30 November 2024/31 January	587,203,200	587,133,200	533,757,500	533,757,500	29,247,383	29,233,383	19,092,000	19,092,000

The holder of ordinary shares is entitled to receive dividends as and when declared by the Company. All ordinary shares carry one (1) vote per share without restriction and rank equally with regards to the Company's residual interests.

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22. Share capital (continued)

(b) Irredeemable Convertible Preference Shares ("ICPS")

	Audited 30.11.2024	Audited 31.1.2024	Audited 31.1.2023	Audited 31.1.2022	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
		Number of shares						
At 1 February 2024/2023/ 2022/2021	75,320,000	75,320,000	75,320,000	75,320,000	9,031,904	9,031,904	9,031,904	9,031,904
Conversion of ICPS	(70,000)	-	-	-	(8,400)	-	-	-
At 30 November 2024/31 January	75,250,000	75,320,000	75,320,000	75,320,000	9,023,504	9,031,904	9,031,904	9,031,904

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22. Share capital (continued)

(b) Irredeemable Convertible Preference Shares ("ICPS") (continued)

	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
ICPS – Liabilities Component				
At 1 February 2024/2023/2022/ 2021	1,396,237	2,690,367	3,889,857	5,001,628
Accrued interest	110,163	212,270	306,910	394,629
Less: Dividend	(1,506,400)	(1,506,400)	(1,506,400)	(1,506,400)
	-	1,396,237	2,690,367	3,889,857
Non-current				
ICPS	-	-	2,690,367	3,889,857
Current				
ICPS	-	1,396,237	-	-
	-	1,396,237	2,690,367	3,889,857

The salient features of the ICPS are as follows:

(i) A cumulative preference dividend rate of 10% per annum of the ICPS issue price shall be paid annually in arrears after 31 July each calendar year out of the distributable profits of the Company.

(ii) One (1) ICPS can be converted into one (1) new ordinary share of the Company at a price of RM0.20.

(iii) The ICPS may be converted at any time within 5 years commencing on and including 22 January 2020 ("Issue Date") up to and including 22 January 2025 ("Maturity Date"). Any remaining ICPS that are not converted by Maturity Date shall be automatically converted into new ordinary shares of the Company.

(iv) The ICPS holders have the same rights as ordinary shareholders as regards to receiving notices, reports and audited financial statements and attending general meetings. They are however not entitled to any voting rights or participation in any rights, allotments and/or other distribution in the Company until and unless such holders convert their ICPS into new shares of the Company except in the following circumstances:

- On a proposal to reduce the Company's share capital;
- On a proposal for the disposal of the whole of the Company's property, business and undertaking;
- On a proposal that affects their rights and privileges attached to the ICPS;
- On a proposal to wind up the Company; and
- During the winding up of the Company.

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23. Reserves

	Note	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
Distributable					
Merger reserve	(a)	(8,047,770)	(8,047,770)	(8,047,770)	(8,047,770)
Retained earnings	(b)	36,677,073	30,673,071	23,330,658	16,993,124
		28,629,303	22,625,301	15,282,888	8,945,354

(a) Merger reserve

The distributable merger reserve is of deficit amounted to RM8,047,770. This arose from the merger of ICT Zone Ventures Sdn. Bhd. ("ICT Zone Ventures"), ICT Zone Sdn. Bhd. ("ICT Zone"), Techfin Capital Sdn. Bhd. ("Techfin") and HaaS Technologies Sdn. Bhd. ("HaaS") and is based on the difference between the amounts recorded as cost of merger, which comprised the share capitals issued by the Company and the nominal value of ICT Zone Venture's, ICT Zone's, Techfin's and HaaS's share capitals that merged under pooling of interest method of accounting.

(b) Retained earnings

Under the single tier system introduced by the Finance Act, 2007 in Malaysia which came into effect from the year of assessment 2008, dividends paid under this system are tax exempt in the hands of shareholders. As such, the whole retained earnings may be distributed to shareholders as tax exempt dividends.

24. Deferred tax liabilities

	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
At 1 February 2024/2023/2022/2021	9,995,160	8,240,882	6,654,787	4,655,204
Recognised in profit or loss (Note 10)	2,770,763	1,754,278	1,586,095	1,999,583
At 30 November 2024/31 January	12,765,923	9,995,160	8,240,882	6,654,787

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24. Deferred tax liabilities (continued)

The components and movements of deferred tax liabilities and assets prior to offsetting are as follows:

	Right-of-use asset RM	Property, plant and equipment RM	Net investment in sub-lease RM	Total RM
Deferred tax liabilities of the Group				
At 1 February 2024	908,423	17,851,145	3,051,985	21,811,553
Recognised in profit or loss	(869,787)	(2,907,273)	(1,288,912)	(5,065,972)
At 30 November 2024	38,636	14,943,872	1,763,073	16,745,581
At 1 February 2023	78,866	8,405,411	998,742	9,483,019
Recognised in profit or loss	829,557	9,445,734	2,053,243	12,328,534
At 31 January 2024	908,423	17,851,145	3,051,985	21,811,553
At 1 February 2022	117,317	6,190,009	881,906	7,189,232
Recognised in profit or loss	(38,451)	2,215,402	116,836	2,293,787
At 31 January 2023	78,866	8,405,411	998,742	9,483,019
At 1 February 2021	24,324	3,572,927	1,081,060	4,678,311
Recognised in profit or loss	92,993	2,617,082	(199,154)	2,510,921
At 31 January 2022	117,317	6,190,009	881,906	7,189,232

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24. Deferred tax liabilities (continued)

	Others RM	Unabsorbed capital allowance and unutilised tax loss RM	Lease liabilities RM	Total RM
Deferred tax assets of the Group:				
At 1 February 2024	(7,156,148)	(1,327,559)	(3,332,686)	(11,816,393)
Recognised in profit or loss	6,820,663	(277,928)	1,294,000	7,836,735
At 30 November 2024	(335,485)	(1,605,487)	(2,038,686)	(3,979,658)
At 1 February 2023	43,481	(383,598)	(902,020)	(1,242,137)
Recognised in profit or loss	(7,199,629)	(943,961)	(2,430,666)	(10,574,256)
At 31 January 2024	(7,156,148)	(1,327,559)	(3,332,686)	(11,816,393)
At 1 February 2022	-	(572,670)	38,225	(534,445)
Recognised in profit or loss	43,481	189,072	(940,245)	(707,692)
At 31 January 2023	43,481	(383,598)	(902,020)	(1,242,137)
At 1 February 2021	-	-	(23,107)	(23,107)
Recognised in profit or loss	-	(572,670)	61,332	(511,338)
At 31 January 2022	-	(572,670)	38,225	(534,445)

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24. Deferred tax liabilities (continued)

Deferred tax assets have not been recognised in respect of the following items (stated at gross):

	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
Provisions	2,292,221	27,972	-	-
Others	609,061	239,431	-	-
	2,901,282	267,403	-	-

25. Borrowings

	Note	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
Non-current					
Term loans	(a)	54,018,748	51,833,736	25,297,456	14,463,803
Current					
Term loans	(a)	37,495,923	31,271,494	12,329,169	4,323,155
Revolving credit	(b)	4,800,000	-	-	-
Invoice financing	(c)	4,800,000	-	-	-
		47,095,923	31,271,494	12,329,169	4,323,155
		101,114,671	83,105,230	37,626,625	18,786,958

(a) Term loan

The maturity structure of the term loans can be analysed as follows:

	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
Repayable within one (1) year	37,495,923	31,271,494	12,329,169	4,323,155
Repayable between two (2) to five (5) years	48,648,920	46,286,673	19,341,900	8,336,545
More than five (5) years	5,369,828	5,547,063	5,955,556	6,127,258
	91,514,671	83,105,230	37,626,625	18,786,958

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25. Borrowings (continued)

(a) Term loan (continued)

Term loan 1

The term loans are secured by the following:

(i) Multiple charges over the Investment Properties of the Company as disclosed in Note 14 to the financial statements;

(ii) Jointly and severally guaranteed by certain Directors of the Company; and

(iii) Guarantee from the holding company.

The term loan was obtained to refinance of a nine-story stratified office tower and is repayable over a period of twenty (20) years. The effective interest rate of the bank borrowings at the end of the reporting period is ranged at 4.32% (31.1.2024: 4.58%, 31.1.2023: 4.32% and 31.1.2022: 5.56%).

Term loan 2

The term loans are secured by the following:

(i) First party assignment of rental/lease proceeds by the subsidiary to the Bank duly acknowledged by the Strategic Partner(s);

(ii) Third part assignment of lease proceeds by Strategic Partner(s) to the Bank duly acknowledged by the Principal Project Awarder(s);

(iii) Upfront placement of amount equivalent to 2 months principal amount for each tranche to be drawn (amount to be earmarked in escrow account); and

(iv) Specific Debenture over the Assets to be delivered under the contract financed by the Bank.

The term loans were obtained to finance the purchase of ICT assets (hardware and software) and are repayable over a period of three (3) to ten (10) years. The effective interest rate of the bank borrowings at the end of the reporting period is ranging from 4.20% to 5.99% (31.1.2024: 4.20% to 6.81%, 31.1.2023: 4.20% to 8.06% and 31.1.2022: NIL).

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25. Borrowings (continued)

(a) Term loan (continued)

Term loan 3

The term loans are secured by the following:

(i) Joint and several guarantees by the Directors;

(ii) SJPP-Government Guarantee issued by Syarikat Jaminan Pembiayaan Perniagaan Bhd.; and

(iii) Corporate guarantees by the holding company.

The term loan was obtained to finance working capital and is repayable over a period of seven (7) years. The effective interest rate of the bank borrowings at the end of the reporting period is 5.40% (31.1.2024: 5.40%, 31.1.2023: 3.50% to 5.40% and 31.1.2022: 5.56%).

(b) Revolving credit

Revolving credit of the Group bear interest rate at 5.15% (31.1.2024, 31.1.2023, 31.1.2022: NIL%) per annum respectively and are secured by way of:

The revolving credit facility is secured by the following:

(i) Guarantee by Syarikat Jaminan Pembiayaan Perniagaan Berhad ("SJPP") which provides a guarantee of 90% on the financing amount;

(ii) SJPP-Government Guarantee under Government Guarantee Scheme Madani ("Scheme"); and

(iii) Corporate guarantees by the holding company.

(c) Invoice financing

Invoice financing of the Group bear interest rate ranging from 5.06% to 5.07% (31.1.2024, 31.1.2023, 31.1.2022: NIL%) per annum respectively and are secured by way of:

(i) Guarantee by Syarikat Jaminan Pembiayaan Perniagaan Berhad ("SJPP") which provides a guarantee of 90% on the financing amount;

(ii) SJPP-Government Guarantee under Government Guarantee Scheme Madani ("Scheme"); and

(iii) Corporate guarantees by the holding company.

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26. Lease liabilities

	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
Representing:				
Non-current liabilities				
- finance leases	3,148,746	2,397,305	-	-
- operating leases	3,255,765	6,075,529	-	-
	6,404,511	8,472,834	-	-
Current liabilities				
- finance leases	2,917,313	1,592,449	-	-
- operating leases	3,339,034	3,424,735	291,670	159,597
	6,256,347	5,017,184	291,670	159,597
	12,660,858	13,490,018	291,670	159,597
Recognised in profit or loss:				
Interest expense on lease liabilities	682,603	253,136	13,592	11,359

The Group's lease liabilities bear interest at the rate of 1.97% to 8.11% (31.1.2024: 3.50% to 8.11%, 31.1.2023: 3.60% to 8.11% and 31.1.2022: 3.60% to 8.11%).

The total cash outflow for leases for the financial period/year ended 30 November 2024 is RM4,919,443 (31.1.2024: RM1,807,879, 31.1.2023: RM123,027 and 31.1.2022: RM409,443).

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27. Trade payables

	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
Trade				
- trading purchase	6,061,901	12,691,211	8,516,154	4,861,951
- purchase of ICT assets	212,654	3,451,972	1,522,920	2,641,468
	6,274,555	16,143,183	10,039,074	7,503,419

The normal trade credit term granted to the Group is 60 days (30.1.2024, 30.1.2023 and 30.1.2022: 60 days).

28. Non-trade payables and accruals

	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
Non-trade payables	312,324	862,257	418,950	375,636
Accruals	4,584,832	2,534,548	571,565	194,956
Deposits received	3,119,799	2,851,088	2,368,179	1,176,610
	8,016,955	6,247,893	3,358,694	1,747,202

29. Leases commitments

Leases as lessor

The Group leased out its ICT assets (Note 12). The future aggregate minimum lease receivables under non-cancellable leases are as follows:

	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
Within one year	95,881,082	87,189,787	57,441,951	24,638,956
Between two to five years	131,104,867	163,990,050	129,294,245	33,118,983
	226,985,949	251,179,837	186,736,196	57,757,939

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29. Leases commitments (continued)

Leases as lessor (continued)

The Group leased out its investment properties (Note 14). The future aggregate minimum lease receivables under non-cancellable leases are as follows:

	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
Within one year	380,436	586,456	312,726	594,792
Between two to five years	70,600	321,094	2,800	279,126
	451,036	907,550	315,526	873,918

30. Capital commitments

	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
Approved and contracted for in respect of property, plant and equipment	-	308,880	-	-

31. Contingent liabilities

(a) Corporate guarantee

	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
Corporate guarantee to customers	313,317	50,000	-	-

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31. Contingent liabilities (continued)

(b) Potential claim

On 2 May 2023, Rhipe Malaysia Sdn. Bhd. ("Rhipe"), an authorised reseller and/or distributor of Microsoft products and services, had demanded a payment of RM2.2 million via two invoices ("Alleged Outstanding Sums") for the usage from 1 November 2022 to 31 December 2022 ("Usage") in relation to the Group subscription on Microsoft Azure Stack Demo Account ("Demo Account"). The Group has disputed the Alleged Outstanding Sums on, amongst others, the basis that the Demo Account has been inactive for many years and the Group did not acquire the service for the Usage.

On 4 September 2023, the Company received a letter of demand dated 1 September 2023 from Rhipe's lawyer addressed to the Company to claim for the sum of RM2.2 million being outstanding sum due and payable for the Usage as at 24 July 2023 ("the Letter of Demand"). The Letter of Demand addressed to the Company is an invalid demand by virtue of the principle of a separate legal entity. The Company has responded to the aforementioned letter of demand, stating that it has no knowledge of the allegations therein and denies the claims by Rhipe on 15 September 2023.

Subsequently, on 19 January 2024, the Group issued a letter to request for discovery against Rhipe through their lawyer, seeking clarification on pertinent matters relating to their claim. As at the date of this Accountant Report, no response has been received from Rhipe's lawyer.

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32. Significant related party's transactions

Related party transactions

The Group's related party transactions for the financial period/year ended are as follows:

Name of companies	Type of transaction	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
With holding company					
ICT Zone Holding Sdn. Bhd.	Provision of ICT services	-	1,668	-	-
	Provision of cloud solution and services	-	-	3,096	31,096
	Lease income	84,539	96,196	83,494	37,710
	Payment on behalf	(8,220)	(48,729)	(56,028)	(15,730)
With related parties					
Skyworld Development Berhad	Lease income	101,850	141,600	106,295	65,775
	Rental income	404,060	484,872	493,872	484,872
	Trading of ICT assets	210	1,545	-	-
	Payment on behalf	111,006	134,134	133,507	119,725
Desa Imbangan Sdn. Bhd.	Lease income	-	-	15,040	-
Risco Consulting Sdn. Bhd.	Insurance premium	(823,694)	(738,853)	(427,113)	(349,047)
	Revenue - disposal of asset	280	250	-	-

Key management personnel compensation

The key management personnel are defined as directors of the Group. The remuneration of key management personnel during the financial period/year is as disclosed in Note 7 to the financial statements.

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33. Operating segments

Operating segments are presented in respect of the Group's business segments. The primary format, business segment. The is based on the Group's management and internal reporting structure. Inter-segment transactions were carried out on terms and conditions not materially different from those obtainable in transactions with independent third parties.

(a) Business segments

The Group comprises the following main business segments:

Segments	Descriptions
(i) Technology financing	- Technology financing involves operating lease of ICT hardware and software
(ii) Trading of ICT hardware and software	- Outright sales of ICT hardware and software and disposal of ICT assets
(iii) Provision of ICT services	- Provision of ICT services that comprise of corrective and preventative maintenance
(iv) Provision of cloud solution and services	- Provision of customised cloud services with architecture solution and outright sales of ICT hardware and software for cloud solution

The management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss for the financial period/year, in certain respects as set out below, is measured differently from operating profit or loss in the consolidated financial statements.

Geographical information

The Group operate in main geographical areas, namely Malaysia (the Company's home country).

Major customers

For the financial period/year, the revenue of 5 (31.1.2024: 5, 31.1.2023: 5 and 31.1.2022: 5) customers contributed less than 85% (31.1.2024: 86%, 31.1.2023: 83% and 31.1.2022: 82%) of the total revenue of these major customer(s) is RM81,151,730 (31.1.2024: RM98,695,247, 31.1.2023: RM62,477,168 and 31.1.2022: RM42,551,596).

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33. Operating segments (continued)

(a) Business segments

	Technology financing RM	Trading of ICT hardware and software RM	Provision of ICT services RM	Provision of cloud solution and services RM	Others RM	Elimination RM	Consolidated RM
30.11.2024							
Revenue	62,488,098	35,067,223	302,611	9,271,095	-	(11,567,426)	95,561,601
Results							
Segment profit/(loss) before interest and taxation	14,742,396	(22,368)	133,352	797,446	(495,499)	(1,049,177)	14,106,150
Interest expense	(5,248,850)	(152,136)	-	(366,709)	(337,908)	1,178,755	(4,926,848)
Tax expense	(2,785,629)	70,195	(9,400)	(375,050)	(46,560)	-	(3,146,444)
Consolidated profit for the financial period							6,032,858

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33. Operating segments (continued)

(a) Business segments (continued)

Segment profit before interest and taxation includes the following expenses/(income):

	Technology financing RM	Trading of ICT hardware and software RM	Provision of ICT services RM	Provision of cloud solution and services RM	Others RM	Elimination RM	Consolidated RM
30.11.2024							
Depreciation of property, plant and equipment	42,894,015	32,172	-	1,644,887	434	-	44,571,508
Depreciation of right-of-use assets	81,571	6,754	-	67,614	-	-	155,939
ASSETS							
Segment assets	185,320,777	7,564,933	-	10,273,334	52,408,783	(47,244,329)	208,323,498
LIABILITIES							
Segment liabilities	130,472,804	14,164,862	-	9,422,939	46,565	(13,019,322)	141,087,848

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33. Operating segments (continued)

(a) Business segments (continued)

	Technology financing RM	Trading of ICT hardware and software RM	Provision of ICT services RM	Provision of cloud solution and services RM	Others RM	Elimination RM	Consolidated RM
31.1.2024							
Revenue	49,515,638	65,170,237	284,397	9,787,264	3,000,000	(13,329,055)	114,428,481
Results							
Segment profit/(loss) before interest and taxation	10,602,691	1,691,860	75,747	424,170	3,155,674	(3,254,896)	12,695,246
Interest expense	(3,734,189)	-	-	(273,512)	(213,282)	498,355	(3,722,628)
Tax expense	(725,154)	(954,415)	(4,165)	65,742	-	100,513	(1,517,479)
Consolidated profit for the financial year							7,455,139

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33. Operating segments (continued)

(a) Business segments (continued)

Segment profit before interest and taxation includes the following expenses/(income):

	Technology financing RM	Trading of ICT hardware and software RM	Provision of ICT services RM	Provision of cloud solution and services RM	Others RM	Elimination RM	Consolidated RM
31.1.2024							
Depreciation of property, plant and equipment	34,087,370	40,712	-	1,195,647	520	-	35,324,249
Depreciation of right-of-use assets	97,001	13,133	-	36,569	-	-	146,703
ASSETS							
Segment assets	160,498,364	31,461,967	-	7,860,690	43,733,778	(51,944,863)	191,609,936
LIABILITIES							
Segment liabilities	117,262,401	22,157,250	-	7,000,347	1,511,787	(17,524,641)	130,407,144

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33. Operating segments (continued)

(a) Business segments (continued)

	Technology financing RM	Trading of ICT hardware and software RM	Provision of ICT services RM	Provision of cloud solution and services RM	Others RM	Elimination RM	Consolidated RM
31.1.2023							
Revenue	33,219,168	41,969,517	252,928	4,576,335	1,605,000	(6,564,939)	75,058,009
Results							
Segment profit/(loss) before interest and taxation	7,884,164	31,241	62,860	507,382	3,340,879	(2,063,743)	9,762,783
Interest expense	(1,547,145)	-	-	(198,702)	(307,921)	467,378	(1,586,390)
Tax expense	(697,520)	(881,254)	(5,311)	(216,138)	-	-	(1,800,223)
Consolidated profit for the financial year							6,376,170

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33. Operating segments (continued)

(a) Business segments (continued)

Segment profit before interest and taxation includes the following expenses/(income):

	Technology financing RM	Trading of ICT hardware and software RM	Provision of ICT services RM	Provision of cloud solution and services RM	Others RM	Elimination RM	Consolidated RM
31.1.2023							
Depreciation of property, plant and equipment	20,894,770	41,469	-	504,115	520	-	21,440,874
Depreciation of right-of-use assets	50,937	11,256	-	150,154	-	(100,654)	111,693
ASSETS							
Segment assets	77,718,460	30,292,426	-	4,405,398	34,426,601	(40,989,303)	105,853,582
LIABILITIES							
Segment liabilities	40,855,764	21,132,132	-	3,927,605	2,723,071	(6,391,260)	62,247,312

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33. Operating segments (continued)

(a) Business segments (continued)

	Technology financing RM	Trading of ICT hardware and software RM	Provision of ICT services RM	Provision of cloud solution and services RM	Others RM	Elimination RM	Consolidated RM
31.1.2022							
Revenue							
Revenue	23,935,335	26,841,390	57,435	5,179,866	2,150,000	(6,130,575)	52,033,451
Results							
Segment profit/ (loss) before interest and taxation	6,012,303	896,629	41,702	493,462	2,256,402	(2,379,301)	7,321,197
Interest expense	(501,608)	(301,919)	-	(149,344)	(395,609)	456,178	(892,302)
Tax expense	(1,597,041)	(326,128)	(156)	(135,844)	-	-	(2,059,169)
Consolidated profit for the financial year							4,369,726

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33. Operating segments (continued)

(a) Business segments (continued)

Segment profit before interest and taxation includes the following expenses/(income):

	Technology financing RM	Trading of ICT hardware and software RM	Provision of ICT services RM	Provision of cloud solution and services RM	Others RM	Elimination RM	Consolidated RM
31.1.2022							
Depreciation of property, plant and equipment	14,310,710	37,485	-	401,080	520	-	14,749,795
Depreciation of right-of-use assets	50,411	11,257	-	150,156	-	(86,032)	125,792
ASSETS							
Segment assets	51,934,219	25,103,946	-	2,609,088	34,511,870	(38,078,983)	76,080,140
LIABILITIES							
Segment liabilities	20,429,448	15,740,769	-	2,223,837	3,928,330	(3,472,344)	38,850,040

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33. Operating segments (continued)

(b) Geographical segments

Revenue information based on the geographical location of customers are as follows:

	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
Bangladesh	-	-	-	13,461
Canada	11,500	-	-	-
Indonesia	528	-	-	7,647
Singapore	-	38,513	49,505	8,893
Taiwan	1,068,178	-	-	-
Malaysia	94,481,395	114,389,968	75,008,504	52,003,450
	95,561,601	114,428,481	75,058,009	52,033,451

34. Financial instruments

Categories of financial instruments

The table below provides an analysis of financial instruments categorised as financial assets and financial liabilities measured at amortised cost ("AC") and financial assets at fair value through profit or loss ("FVTPL").

	Audited Carrying amount RM	Audited AC RM	Audited FVTPL RM
30.11.2024			
Financial assets			
Trade receivables	13,169,706	13,169,706	-
Non-trade receivables and deposits (exclude prepayment)	1,138,065	1,138,065	-
Fixed deposits with licensed banks	546,003	546,003	-
Short-term cash investment	27,488	-	27,488
Cash and bank balances	11,848,559	11,848,559	-
	26,729,821	26,702,333	27,488
Financial liabilities			
Trade payables	6,274,555	6,274,555	-
Non-trade payables and accruals	8,016,955	8,016,955	-
Borrowings	101,114,671	101,114,671	-
	115,406,181	115,406,181	-

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34. Financial instruments (continued)

Categories of financial instruments (continued)

	Audited Carrying amount RM	Audited AC RM	Audited FVTPL RM
31.1.2024			
Financial assets			
Trade receivables	22,798,591	22,798,591	-
Non-trade receivables and deposits (exclude prepayment)	4,501,777	4,501,777	-
Fixed deposits with licensed banks	873,877	873,877	-
Short-term cash investment	26,738	-	26,738
Cash and bank balances	8,983,395	8,983,395	-
	37,184,378	37,157,640	26,738
Financial liabilities			
Trade payables	16,143,183	16,143,183	-
Non-trade payables and accruals	6,247,893	6,247,893	-
Borrowings	83,105,230	83,105,230	-
ICPS	1,396,237	1,396,237	-
	106,892,543	106,892,543	-
31.1.2023			
Financial assets			
Trade receivables	17,065,848	17,065,848	-
Non-trade receivables and deposits (exclude prepayment)	382,392	382,392	-
Fixed deposits with licensed banks	592,577	592,577	-
Short-term cash investment	407,647	-	407,647
Cash and bank balances	8,376,361	8,376,361	-
	26,824,825	26,417,178	407,647
Financial liabilities			
Trade payables	10,039,074	10,039,074	-
Non-trade payables and accruals	3,358,694	3,358,694	-
Borrowings	37,626,625	37,626,625	-
ICPS	2,690,367	2,690,367	-
	53,714,760	53,714,760	-

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34. Financial instruments (continued)

Categories of financial instruments (continued)

	Audited Carrying amount RM	Audited AC RM	Audited FVTPL RM
31.1.2022			
Financial assets			
Trade receivables	9,494,055	9,494,055	-
Non-trade receivables and deposits (exclude prepayment)	178,528	178,528	-
Fixed deposits with licensed banks	864,114	864,114	-
Cash and bank balances	9,463,683	9,463,683	-
	20,000,380	20,000,380	-
Financial liabilities			
Trade payables	7,503,419	7,503,419	-
Non-trade payables and accruals	1,747,202	1,747,202	-
Borrowings	18,786,958	18,786,958	-
ICPS	3,889,857	3,889,857	-
	31,927,436	31,927,436	-

Net gains and losses arising from financial instruments

	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
Net gain/(losses) arising from:				
Financial asset measured at amortised cost				
Fixed deposits interest income	27,363	-	7,913	11,975
Financial asset at FVTPL				
Short-term cash investment income	750	9,091	7,647	-

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34. Financial instruments (continued)

Net gains and losses arising from financial instruments (continued)

	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
Net gain/(losses) arising from:(continued)				
Financial liabilities measured at amortised cost				
Interest expenses on:				
- revolving credit	(85,334)	-	-	-
- invoice financing	(86,292)	-	-	-
- term loans	(3,955,343)	(3,256,650)	(1,257,461)	(473,730)
- ICPS	(110,163)	(212,270)	(306,910)	(394,628)
	(4,237,132)	(3,468,920)	(1,564,371)	(868,358)

Financial risk management objectives and policies

The Group is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, interest rate risk and liquidity risk.

The Group's financial risk management policy seeks to ensure that adequate financial resources are available for the development of the Group's businesses whilst managing its credit risk, interest rate risk and liquidity risk.

The following sections provide details regarding the Group's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

(a) Credit risk

Credit risk is the risk of a financial loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises from cash and cash equivalents, contractual cash flows of debt investments carried at amortised cost and deposits with banks and institutions, as well as credit exposures to the Group's customers, including outstanding receivables.

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34. Financial Instruments (continued)

Financial risk management objectives and policies (continued)

(a) Credit risk (continued)

Risk management

The Group manage their exposure to credit risk by the application of credit approvals, credit limits and monitoring procedures on an ongoing basis. For other financial assets (including cash and bank balances), the Group minimise credit risk by dealing exclusively with high credit rating counterparties.

Credit risk concentration profile

The Group's major concentration of credit risk relates to the amounts owing by: 5 (31.1.2024: 5, 31.1.2023: 3 and 31.1.2022: 3) major customers which constituted approximately 87% (31.1.2024: 90%, 31.1.2023: 95% and 31.1.2022: 82%) of its trade receivables for the trade in nature transaction as at the end of the reporting period.

Exposure to credit risk

As the Group does not hold any collateral, the maximum exposure to credit risk is represented by the carrying amount of the financial assets as at the end of the reporting period.

Impairment of financial assets

The Group's trade receivables are subject to expected credit loss model.

While cash and cash equivalents, refundable deposits and loans and advances to subsidiaries are also subject to the impairment requirements of MFRS 9, the identified impairment loss was immaterial.

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34. Financial instruments (continued)

Financial risk management objectives and policies (continued)

(a) Credit risk (continued)

Impairment of financial assets (continued)

Trade receivables

On the basis as disclosed in Note 3(d)(iv) to the financial statements, the loss allowance as at period/year ended was determined as follows for trade receivables:

	Audited Gross amount RM	Audited Loss allowances RM	Audited Carrying amount RM
30.11.2024			
Not past due	10,447,701	-	10,447,701
Past due:			
- more than 30 days	33,396	-	33,396
- more than 60 days	20,740	-	20,740
- more than 90 days	2,300,355	-	2,300,355
- more than 120 days	393,653	(26,139)	367,514
	13,195,845	(26,139)	13,169,706
31.1.2024			
Not past due	22,407,781	-	22,407,781
Past due:			
- more than 30 days	158,289	-	158,289
- more than 60 days	62,263	-	62,263
- more than 90 days	17,768	-	17,768
- more than 120 days	161,139	(8,649)	152,490
	22,807,240	(8,649)	22,798,591
31.1.2023			
Not past due	14,548,423	-	14,548,423
Past due:			
- more than 30 days	353,794	-	353,794
- more than 60 days	1,598,352	-	1,598,352
- more than 90 days	71,674	-	71,674
- more than 120 days	493,605	-	493,605
	17,065,848	-	17,065,848

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34. Financial instruments (continued)

Financial risk management objectives and policies (continued)

(a) Credit risk (continued)

Impairment of financial assets (continued)

Trade receivables (continued)

On the basis as disclosed in Note 3(d)(iv) to the financial statements, the loss allowance as at period/year ended was determined as follows for trade receivables: (continued)

	Audited Gross amount RM	Audited Loss allowances RM	Audited Carrying amount RM
31.1.2022			
Not past due	7,496,708	-	7,496,708
Past due:			
- more than 30 days	21,211	-	21,211
- more than 60 days	1,698,916	-	1,698,916
- more than 90 days	21,370	-	21,370
- more than 120 days	255,850	-	255,850
	9,494,055	-	9,494,055

(b) Interest risk

The Group's fixed deposits with licensed banks and fixed rate borrowings are exposed to fair value interest rate risk. The Group's variable rate borrowings are exposed to cash flows interest rate risk.

Risk management

The Group's policy is to obtain the most favourable rates available. Any surplus funds of the Group will be placed with licensed financial institutions to generate interest income.

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34. Financial instruments (continued)

Financial risk management objectives and policies (continued)

(b) Interest risk (continued)

Exposure to interest rate risk

The interest rate profile of the Group's interest-bearing financial instruments, based on carrying amounts as at the end of the reporting period are as follows:

	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
Fixed rate instruments				
Fixed deposits with licensed banks	546,003	873,877	592,577	864,114
ICPS	-	(1,396,237)	(2,690,367)	(3,889,857)
	546,003	(522,360)	(2,097,790)	(3,025,743)
Floating rate instruments				
Borrowings				
- term loans	(91,514,671)	(83,105,230)	(37,626,625)	(18,796,958)
- revolving credit	(4,800,000)	-	-	-
- invoice financing	(4,800,000)	-	-	-
	(101,114,671)	(83,105,230)	(37,626,625)	(18,796,958)
	(100,568,668)	(83,627,590)	(39,724,415)	(21,822,701)

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial assets and financial liabilities at FVTPL. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

Cash flow sensitivity analysis for variable rate instruments

Profit or loss is sensitive to higher/lower interest income from cash and cash equivalents as a result of changes in interest rates. Other components of equity change as a result of an increase/decrease in the fair value of debt investments at FVOCI. This analysis assumes that all other variables remain constant.

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34. Financial instruments (continued)

Financial risk management objectives and policies (continued)

(b) Interest risk (continued)

Exposure to interest rate risk (continued)

Cash flow sensitivity analysis for variable rate instruments (continued)

	Audited 30.11.2024 RM	Audited 31.1.2024 RM	Audited 31.1.2023 RM	Audited 31.1.2022 RM
Effect on profit after tax				
Increase of 100 basis points	(764,322)	(635,570)	(301,906)	(165,853)
Decrease of 100 basis points	764,322	635,570	301,906	165,853

(c) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's exposure to liquidity risk arises principally from its various payables, loans and borrowings.

Risk management

The Group practises prudent risk management by maintaining sufficient cash balances.

Maturity analysis

The table below analyse the Company' financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities.

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34. Financial instruments (continued)

Financial risk management objectives and policies (continued)

(c) Liquidity risk (continued)

Maturity analysis

The table below analyse the Company' financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of discounting is not significant.

	Interest rate	Audited Carrying amount RM	Audited Contractual cash flows RM	Audited Within 1 year RM	Audited Between 2 to 5 years RM	Audited More than 5 years RM
30.11.2024						
Term loans	4.20% - 6.99%	91,514,671	102,119,936	41,690,891	53,392,235	7,036,810
Revolving credit	5.15%	4,800,000	4,800,000	4,800,000	-	-
Invoice financing	5.06% - 5.07%	4,800,000	4,800,000	4,800,000	-	-
Trade payables	-	6,274,555	6,274,555	6,274,555	-	-
Non-trade payables and accruals	-	8,016,955	8,016,955	8,016,955	-	-
		115,406,181	126,011,446	65,582,401	53,392,235	7,036,810

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34. Financial instruments (continued)

Financial risk management objectives and policies (continued)

(c) Liquidity risk (continued)

Maturity analysis (continued)

	Interest rate	Audited Carrying amount RM	Audited Contractual cash flows RM	Audited Within 1 year RM	Audited Between 2 to 5 years RM	Audited More than 5 years RM
31.1.2024						
Term loans	4.20% - 6.81%	83,105,230	93,101,061	35,302,077	50,613,509	7,185,475
Trade payables	-	16,143,183	16,143,183	16,143,183	-	-
Irredeemable Convertible Preference Shares	7.89%	1,396,237	1,396,237	1,396,237	-	-
Non-trade payables and accruals	-	6,247,893	6,247,893	6,247,893	-	-
		106,892,543	116,888,374	59,089,390	50,613,509	7,185,475

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34. Financial instruments (continued)

Financial risk management objectives and policies (continued)

(c) Liquidity risk (continued)

Maturity analysis (continued)

	Interest rate	Audited Carrying amount RM	Audited Contractual cash flows RM	Audited Within 1 year RM	Audited Between 2 to 5 years RM	Audited More than 5 years RM
31.1.2023						
Term loans	4.48% - 8.05%	37,626,625	41,737,560	13,124,879	20,832,546	7,780,135
Trade payables		10,039,074	10,039,074	10,039,074	-	-
Irredeemable Convertible Preference Shares	7.89%	2,690,367	4,196,767	-	4,196,767	-
Non-trade payables and accruals		3,358,694	3,358,695	3,358,695	-	-
		53,714,760	59,332,096	26,522,648	25,029,313	7,780,135
31.1.2022						
Term loans	5.56% - 8.26%	18,786,958	22,825,126	4,849,670	9,600,661	8,374,795
Trade payables		7,503,419	7,503,419	7,503,419	-	-
Irredeemable Convertible Preference Shares	7.89%	3,889,857	5,396,257	-	5,396,257	-
Non-trade payables and accruals		1,747,202	1,747,202	1,747,202	-	-
		31,927,436	37,472,004	14,100,291	14,996,918	8,374,795

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34. Financial instruments (continued)

Fair values

The financial assets and financial liabilities maturing within the next 12 months approximated their fair values due to the relatively short-term maturity of the financial instruments. The Directors are of the opinion that the carrying amounts recorded at the statement of financial position date do not differ significantly from the values that would eventually be recovered.

Fair value hierarchy

Fair value measurement of the financial assets was categorised as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Input for the assets or liabilities that are not based on observable market data (unobservable inputs).

	Audited Level 1 RM	Audited Level 2 RM	Audited Level 3 RM	Audited Total RM
30.11.2024				
Financial asset				
Short-term cash investment	27,488	-	-	27,488
31.1.2024				
Financial asset				
Short-term cash investment	26,738	-	-	26,738
31.1.2023				
Financial asset				
Short-term cash investment	407,647	-	-	407,647

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35. Subsequent event

On 16 February 2024, the Company received a letter from its major shareholder, namely ICT Zone Holding Sdn. Bhd., requesting the Company's Board of Directors to consider undertaking the Proposed Withdrawal and Proposed Listing (as defined herein).

On 19 February 2024, the Company proposes to undertake the following:-

a) proposed voluntary withdrawal of the Company's listing from the LEAP Market of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Proposed Withdrawal");

b) proposed listing and quotation of the entire enlarged issued ordinary shares of the Company on the ACE Market of Bursa Securities ("Proposed Listing"); and

c) proposed amendments to the Constitution of the Company to ensure compliance with the ACE Market Listing Requirements of Bursa Securities pursuant to the Proposed Listing and the Companies Act 2016.

(collectively, the "Proposals")

On 21 June 2024, the Company's shareholders and ICPS holders have approved the Proposals at the extraordinary general meetings ("EGM").

On 11 October 2024, the Company proposed to vary the quantum of the proposed offer for sale under the minimum scenario to be undertaken as part of the proposed public offering.

On 21 October 2024, the Company had submitted the application for the Proposed Withdrawal, listing application for the Proposed Listing and draft prospectus to Bursa Securities.

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35. Subsequent event (continued)

On 30 October 2024, the Company had submitted the following applications to the relevant authorities:

a) the application to the Equity Compliance Unit of the SC for the resultant equity structure of the Company pursuant to the proposed transfer of listing; and

b) the application to Ministry of Investment, Trade and Industry ("MITI") for taking note and having no objections to the proposed transfer of listing.

On 6 January 2025, MITI had, vide its letter dated 3 January 2025 (which was received on 6 January 2025) agreed with the scheme for the proposed transfer of listing which will result in the enlarged share capital of 795,453,200 Shares and the Company has complied with the Bumiputera Equity Requirement for Public Listed Companies whereby 99,431,700 Shares representing 12.5% of the Company's enlarged issued share capital will be allocated to Bumiputera investors approved by the MITI.

On 21 January 2025, all ICPS had matured and was automatically converted to ICT Zone Asia Berhad Shares which was listed on 24 January 2025.

On 24 January 2025, Bursa Securities had vide its letter dated 23 January 2025, resolved the following:

a) to approve the proposed transfer of listing of ICT Zone Asia from the LEAP Market to the ACE Market of Bursa Securities and quotation for the entire issued share capital of ICT Zone Asia Berhad comprising 795,453,200 Shares on the ACE Market of Bursa Securities; and

b) to grant approval-in-principle for registration of the listing prospectus of ICT Zone Asia Berhad as required to provide confirmation of registration at least seven (7) market days prior to the intended date of registration.

On 3 February 2025, SC had, vide its letter dated 3 February 2025, approved the resultant equity structure of the Company pursuant to the proposed Listing, subject to:

a) ICT Zone Asia Berhad allocating shares equivalent to 12.5% of its enlarged number of issued shares to Bumiputera investors to be approved by MITI in conjunction with the Proposed Listing; and

b) ICT Zone Asia Berhad to make available at least 50% of shares offered to the Malaysian public investors via balloting to Bumiputera public investors.

On 17 February 2025, Bursa Securities had, vide its letter dated 17 February 2025, approved the application for the Proposed Withdrawal.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

35. Subsequent event (continued)

On 10 March 2025, the offer document in relation to the unconditional voluntary take-over offer by Datuk Ng Thien Phing and ICT Zone Holding Sdn. Bhd. (collectively, the "Joint Offerors") through Malacca Securities Sdn. Bhd. to acquire all the remaining ordinary shares in the Company not already owned by the Joint Offerors for a cash consideration of RM0.20 per offer share ("Exit Offer"), together with the form of acceptance and transfer have been issued by the Joint Offerors to the shareholders of the Company.

On 20 March 2025, the independent adviser circular in relation to the Exit Offer, comprising the letter from the Board of Directors have been despatched to the shareholders of the Company.

36. Capital management

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments, in light of changes in economic conditions. In order to maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the period/year ended.

The gearing ratio of the Group as at the end of the reporting period was as follows:

	Audited 30.11.2024 RM	**Audited 31.1.2024 RM**	**Audited 31.1.2023 RM**	**Audited 31.1.2022 RM**
Borrowings	101,114,671	83,105,230	37,626,625	18,786,958
Add: Irredeemable Convertible Preference Shares	-	1,396,237	2,690,367	3,889,857
Less: Fixed deposits with licensed banks	(546,003)	(873,877)	(592,577)	(864,114)
Less: Cash and bank balances	(11,848,559)	(8,983,395)	(8,376,361)	(9,463,683)
Net debt	88,720,109	74,644,195	31,348,054	12,349,018
Total equity	67,235,650	61,202,792	43,606,270	37,230,100
Total capital	155,955,759	135,846,987	74,954,324	49,579,118
Gearing ratio (times)	0.57	0.55	0.42	0.25

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37. Holding company

The Directors regard ICT Zone Holding Sdn. Bhd., a company incorporated in Malaysia as the holding company.

38. Date of authorisation for issue

The Consolidated Financial Statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on

14. REPORTING ACCOUNTANTS' ASSURANCE REPORT ON COMPILATION OF PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 NOVEMBER 2024

PKF

PKF PLT
202206000012(LLP0030836-LCA) & AF0911
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Our ref: PKF PLT/NCP

Date: 25 April 2025

The Board of Directors
ICT Zone Asia Berhad
Ground Floor, Block H, Excella Business Park,
Jalan Ampang Putra,
55100 Kuala Lumpur,
Malaysia.

Dear Sirs,

ICT ZONE ASIA BERHAD ("ICT ZONE ASIA" OR "THE COMPANY" OR "THE GROUP")

INDEPENDENT ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF ICT ZONE ASIA BERHAD

We have completed our assurance engagement to report on the compilation of Pro Forma Consolidated Statements of Financial Position of the Group prepared by the Board of Directors of the Company ("Directors"). The Pro Forma Consolidated Statements of Financial Position as at 30 November 2024 together with the accompanying notes thereon have been prepared for inclusion in the prospectus of ICT Zone Asia in connection with the listing and quotation of the entire enlarged issued share capital of ICT Zone Asia on the ACE Market of Bursa Malaysia Securities Berhad ("Listing").

The applicable criteria on the basis of which the Directors has compiled the Pro Forma Consolidated Statements of Financial Position are described in the notes of the Pro Forma Consolidated Statements of Financial Position and are specified in the Prospectus Guidelines issued by the Securities Commission Malaysia ("Prospectus Guidelines").

The Pro Forma Consolidated Statements of Financial Position have been compiled by the Directors for illustrative purposes only, to illustrate the impact of the transactions as set out in notes of the Pro Forma Consolidated Statements of Financial Position on the Group's financial position as at 30 November 2024, as if the transaction had taken place as at 30 November 2024. As part of this process, information about the financial position of the Group has been extracted by the Directors from the Group's audited Consolidated Statements of Financial Position for the financial period ended 30 November 2024, on which an interim audit report dated 28 February 2025 has been issued.

Directors' Responsibility for the Pro Forma Consolidated Statements of Financial Position

The Directors are responsible for compiling the Pro Forma Consolidated Statements of Financial Position as at 30 November 2024 on the basis as described in notes of the Pro Forma Consolidated Statements of Financial Position and in accordance with the requirements of the Prospectus Guidelines

Independence and Quality Control

We are independent of the Group and of the Company in accordance with the *By-Laws (on Professional Ethics, Conduct and Practice)* of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Independence and Quality Control (continued)

Our firm applies International Standard on Quality Management ("ISQM") 1, *Quality Management for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements* and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants' Responsibility

Our responsibility is to express an opinion, as required by the Prospectus Guidelines, about whether the Pro Forma Consolidated Statements of Financial Position have been compiled, in all material respects, by the Board of Directors of the Company on the basis described in the notes of the Pro Forma Consolidated Statements of Financial Position and in accordance with the requirements of the Prospectus Guidelines.

We conducted our engagement in accordance with the International Standard on Assurance Engagement (ISAE) 3420, *Assurance Engagement to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by the International Auditing and Assurance Standards Board and adopted by the Malaysian Institute of Accountants. The standard requires that we comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Board of Directors has compiled, in all material respects, the Pro Forma Consolidated Statements of Financial Position on the basis set out in notes of the Pro Forma Consolidated Statements of Financial Position and in accordance with the requirements of the Prospectus Guidelines.

For the purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma Consolidated Statements of Financial Position, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro Forma Consolidated Statements of Financial Position.

The purpose of Pro Forma Consolidated Statements of Financial Position included in the prospectus is solely to illustrate the impact of significant events or transactions on unadjusted statements of financial position of the entity as if the events had occurred or the transactions had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the events or transactions as at 30 November 2024 would have been as presented.

A reasonable assurance engagement to report on whether the Pro Forma Consolidated Statements of Financial Position have been compiled, in all material respects, on the basis set out in notes of the Pro Forma Consolidated Statements of Financial Position and in accordance with the requirements of the Prospectus Guidelines involve performing procedures to assess whether the applicable criteria on the basis used by the Directors in the compilation of the Pro Forma Consolidated Statements of Financial Position provide a reasonable basis for presenting the significant effects directly attributable to the events or transactions, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The Pro Forma Consolidated Statements of Financial Position reflect the proper application of those adjustments to the unadjusted statements of financial position.

The procedures selected depend on our judgement, having regard to our understanding of the nature of the Group, the events or transactions in respect of which the Pro Forma Consolidated Statements of Financial Position have been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Pro Forma Consolidated Statements of Financial Position.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

PKF

Opinion

In our opinion,

(i) the pro forma consolidated statement of financial position of the Group as at 30 November 2024, which are prepared for illustrative purposes only, have been properly compiled on the bases and assumptions set out in the accompanying notes to the said pro forma consolidated statement of financial position;

(ii) the bases are consistent with the accounting policies normally adopted by Group in the preparation of its audited consolidated financial statement; and

(iii) the adjustments made to the information used in the preparation of the pro forma consolidated statement of financial position of the Group are appropriate for the purposes of preparing the pro forma consolidated statement of financial position.

Other Matters

This report has been prepared solely for the purpose stated above, in connection with the listing and quotation of the entire enlarged issued share capital of ICT Zone Asia on the ACE Market of Bursa Malaysia Securities Berhad. As such, this report should not be used for any other purpose without our prior written consent. Neither the firm nor any member or employee of the firm undertakes responsibility arising in any way whatsoever to any party in respect of this report contrary to the aforesaid purpose.

PKF PLT
202206000012 (LLP0030836-LCA) & AF0911
CHARTERED ACCOUNTANTS

NG CHEW PEI
03373/06/2026 J
CHARTERED ACCOUNTANT

Kuala Lumpur

14. REPORTING ACCOUNTANTS' ASSURANCE REPORT ON COMPILATION OF PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 NOVEMBER 2024 *(cont'd)*

ICT ZONE ASIA BERHAD
Registration No.: 201901003459 (1312785-X)
(Incorporated in Malaysia)
AND ITS SUBSIDIARIES

PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 NOVEMBER 2024

The Pro Forma Consolidated Statements of Financial Position ("SOFP") of the Group as at 30 November 2024 have been prepared for illustrative purposes only to show the effects on the audited SOFP of ICT Zone Asia as at 30 November 2024 based in the assumptions that the listing scheme as set out in Note (B) had been effected on 30 November 2024.

	Note	Audited as at 30.11.2024 RM	Pro Forma I RM	Pro Forma II RM	Pro Forma III RM
ASSETS					
Non-current assets					
Property, plant and equipment		159,394,616	159,394,616	159,394,616	159,394,616
Right-of-use assets		509,767	509,767	509,767	509,767
Investment properties		11,300,000	11,300,000	11,300,000	11,300,000
Intangible assets		18,386	18,386	18,386	18,386
Net investment in sub-lease		3,632,433	3,632,433	3,632,433	3,632,433
		174,855,202	174,855,202	174,855,202	174,855,202
Current assets					
Inventories		191,675	191,675	191,675	191,675
Trade receivables		13,169,706	13,169,706	13,169,706	13,169,706
Non-trade receivables, deposits and prepayments	1	2,892,433	2,892,433	2,892,433	2,629,511
Tax recoverable		1,078,727	1,078,727	1,078,727	1,078,727
Fixed deposits with licensed banks		546,003	546,003	546,003	546,003
Short-term cash investments		27,488	27,488	27,488	27,488
Net investment in sub-lease		3,713,705	3,713,705	3,713,705	3,713,705
Cash and bank balances	2	11,848,559	11,848,559	38,448,559	36,150,761
		33,468,296	33,468,296	60,068,296	57,507,576
TOTAL ASSETS		208,323,498	208,323,498	234,923,498	232,362,778

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PKF PLT
202206000012 (LLP0032636-LCA) & AF 0911
Chartered Accountants

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ICT ZONE ASIA BERHAD
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AND ITS SUBSIDIARIES

PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 NOVEMBER 2024 (CONTINUED)

The Pro Forma Consolidated Statements of Financial Position ("SOFP") of the Group as at 30 November 2024 have been prepared for illustrative purposes only to show the effects on the audited SOFP of ICT Zone Asia as at 30 November 2024 based in the assumptions that the listing scheme as set out in Note (B) had been effected on 30 November 2024. (continued)

	Note	Audited as at 30.11.2024 RM	Pro Forma I RM	Pro Forma II RM	Pro Forma III RM
EQUITY AND LIABILITIES					
Equity attributable to owners of the Company					
Share capital		38,270,893	44,297,383	70,897,383	69,622,204
Retained earnings		36,677,073	30,650,583	30,650,583	29,365,042
Merger reserve		(8,047,770)	(8,047,770)	(8,047,770)	(8,047,770)
Equity attributable to owners of the parent		66,900,196	66,900,196	93,500,196	90,939,476
Non-controlling interest		335,454	335,454	335,454	335,454
Total equity	3	67,235,650	67,235,650	93,835,650	91,274,930
Non-current liabilities					
Deferred tax liabilities		12,765,923	12,765,923	12,765,923	12,765,923
Borrowings		54,018,748	54,018,748	54,018,748	54,018,748
Lease liabilities		6,404,511	6,404,511	6,404,511	6,404,511
		73,189,182	73,189,182	73,189,182	73,189,182
Current liabilities					
Trade payables		6,274,555	6,274,555	6,274,555	6,274,555
Non-trade payables and accruals		8,016,955	8,016,955	8,016,955	8,016,955
Borrowings		47,095,923	47,095,923	47,095,923	47,095,923
Lease liabilities		6,256,347	6,256,347	6,256,347	6,256,347
Tax payable		254,886	254,886	254,886	254,886
		67,898,666	67,898,666	67,898,666	67,898,666
Total liabilities		141,087,848	141,087,848	141,087,848	141,087,848
TOTAL EQUITY AND LIABILITIES		208,323,498	208,323,498	234,923,498	232,362,778

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PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 NOVEMBER 2024 (CONTINUED)

The Pro Forma Consolidated Statements of Financial Position ("SOFP") of the Group as at 30 November 2024 have been prepared for illustrative purposes only to show the effects on the audited SOFP of ICT Zone Asia as at 30 November 2024 based in the assumptions that the listing scheme as set out in Note (B) had been effected on 30 November 2024. (continued)

	Note	Audited as at 30.11.2024 RM	Pro Forma I RM	Pro Forma II RM	Pro Forma III RM
Net assets attributable to owners of the Company (RM)		66,900,196	66,900,196	93,500,196	90,939,476
Total borrowing excluding lease liabilities (RM)		101,114,671	101,114,671	101,114,671	101,114,671
Gearing ratio (Times)		1.51	1.51	1.08	1.11
Total number of ordinary shares (Number)		587,203,200	662,453,200	795,453,200	795,453,200
Net assets attributable to owners of the Company/share (RM)		0.11	0.10	0.12	0.11

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NOTES TO THE PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 NOVEMBER 2024

(A) Basis of preparation

The pro forma consolidated statement of financial position of ICT Zone Asia has been prepared for illustrative purposes only, based on the audited consolidated statement of financial position of ICT Zone Asia as at 30 November 2024, to provide information about how the audited consolidated statement of financial position of ICT Zone Asia as at 30 November 2024 might have been affected on the effects of the subsequent events taken place as at 30 November 2024.

The auditors' report on the audited financial statements of the ICT Zone Asia for the financial period ended 30 November 2024 ("FPE 2024"), on which the pro forma consolidated statement of financial position are based, was unmodified.

The pro forma consolidated statement of financial position has been prepared in a manner consistent with both the format of the financial statements and the accounting policies adopted by ICT Zone Asia in the preparation of its audited financial statements for the FPE 2024, which have been prepared in accordance with Malaysian Financial Reporting Standards and International Accounting Standards.

(B) Bases and assumptions

Conversion of Irredeemable Convertible Preference Shares

The issued share capital of ICT Zone Asia is RM38,270,893 comprising 587,203,200 ICT Zone Asia Shares and 75,250,000 irredeemable convertible preference shares ("ICPS") which are maturing on 21 January 2025 ("Maturity Date"). Any ICPS that are not converted by the Maturity Date shall be automatically converted into new ICT Zone Asia Shares at the conversion ratio of 1 ICPS into 1 new ICT Zone Asia Share. The Listing will only take place after full conversion of the ICPS.

Summary of the IPO

The initial public offering of the Company comprises the following:-

(i) public issue by the Company of 133,000,000 new Shares at the issue price of RM0.20 ("IPO Price") ("Public Issue"); and

(ii) offer for sale of up to 21,000,000 existing Shares at the IPO Price ("Offer for Sale")

(collectively, the "IPO").

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NOTES TO THE PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 NOVEMBER 2024 (CONTINUED)

(B) Bases and assumptions (continued)

Summary of the IPO (continued)

The movement of the share capital are as follows:-

	No. of Shares	RM
Issued share capital as at 30 November 2024	587,203,200	29,247,383
Shares to be issued pursuant to the full conversion of ICPS	75,250,000	15,050,000
Issued share capital after the full conversion of ICPS	**662,453,200**	**44,297,383**
Number of new Shares to be issued under the Public Issue	133,000,000	26,600,000
Enlarged number of Shares upon the Listing	**795,453,200**	**70,897,383**

IPO Price (RM)	0.20
Market capitalisation upon the Listing (based on the IPO Price and the enlarged number of issued Shares upon the Listing)	RM159,090,640

The IPO Price was determined and agreed upon by the Directors, Principal Adviser and Financial Adviser, after taking into consideration the following factors:

(i) The price-to-earnings multiple ("PE Multiple") of approximately 21.74 times based on the Group's earnings per share for the FYE 2024 of 0.92 sen calculated based on the profit after tax attributable to owners of the Company for the FYE 2024 of RM7.34 million and the Company's enlarged share capital of 795,453,200 Shares upon Listing; and

(ii) The Group's pro forma net assets ("NA") per Share as at 30 November 2024 after the IPO of RM0.11 based on the Group's pro forma NA as at 30 November 2024 of RM90.94 million (after the Public Issue and utilisation of IPO proceeds) and enlarged share capital of 795,453,200 Shares upon Listing.

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NOTES TO THE PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 NOVEMBER 2024 (CONTINUED)

(B) Bases and assumptions (continued)

Utilisation of proceeds

The Company expects to use the gross proceeds from the Public Issue amounting to RM26,600,000 in the following manner:

Details	Notes	Estimated timeframe for utilisation from receipt of proceeds	RM'000	%
Expansion of the technology financing solution	(a)	12 months	21,000	79.0
Sales and marketing expenditures	(b)	24 months	1,500	5.6
Estimated listing expenses	(c)	1 month	4,100	15.4
Total			**26,600**	**100.0**

Notes:

(a) Expansion of the technology financing solution

To expand the Group's technology financing solution organically and to cater and capture increasing demand from customers, the Group proposes to allocate part of the proceeds to be raised from the Proposed Public Issue for the expansion of technology financing business in the following manner:

	RM'000	%
Purpose of use		
Purchase of ICT hardware and software for technology financing solution	18,500	88.1
Other operating expenses	2,500	11.9
	21,000	100.0

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NOTES TO THE PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 NOVEMBER 2024 (CONTINUED)

(B) Bases and assumptions (continued)

Utilisation of proceeds (continued)

Notes:(continued)

(b) Sales and marketing expenditures of the Group comprise expenses for sales and marketing activities to increase the ICT Zone Asia's market visibility and brand recognition. These include digital marketing efforts on social media platforms such as LinkedIn, Instagram and TikTok as well as search engine marketing on Google and Bing. In addition, the Group also intends to invest in amongst others, media advertising, telemarketing, email marketing, event marketing and content marketing strategies. The proceeds allocated will also be used to finance the associated costs of the recruiting and staff costs for up to 7 new sales and marketing personnel over the next 24 months. Out of the RM1.50 million earmarked for the sales and marketing expenditures, the Group plans to allocate RM0.33 million or 22.00% for the sales marketing activities, and RM1.17 million or 78.00% for the recruitment and staff salaries for the 7 new personnel.

(c) Defrayment of expenses in relation to the in relation to the Withdrawal of Listing and Listing (collectively, the "Transfer of Listing") which includes professional advisory fees, fees payable to authorities for the Transfer of Listing, and underwriting, placement and brokerage fees for the Public Issue. Included professional fee incurred in the FYE 2024 and FPE 2024 amounted to RM1,539,280.

	RM
Capitalised expenses	1,275,179
Expensed off expenses	2,824,821
Estimated listing expenses	4,100,000
Expensed off expenses	2,824,821
Less: Expenses expensed off	(1,539,280)
	1,285,541

Any variations from the amount budgeted above (i.e. (a) and (b)), save for item (c), shall be adjusted towards or against, as the case may be, the proceeds allocated for working capital requirements.

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NOTES TO THE PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 NOVEMBER 2024 (CONTINUED)

(C) Pro forma adjustments to the pro forma consolidated statements of financial position

(i) Pro Forma I

Pro Forma I is stated after the conversion of irredeemable convertible preference shares as disclosed in Note B.

(ii) Pro Forma II

Pro Forma II is stated after Pro Forma I and after the completion of the Public Issues as disclosed in Note B.

(iii) Pro Forma III

Pro Forma III is stated after Pro Forma II and after the utilisation of proceeds as disclosed in Note B.

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NOTES TO THE PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 NOVEMBER 2024 (CONTINUED)

(D) Explanatory Notes to the Pro Forma Consolidated Statement of Financial Position

1. Non-trade receivables, deposits and prepayments

	RM
As at 30 November 2024	
Non-trade receivables, deposits and prepayments	2,892,433
Pro Forma III	
Utilisation of proceeds:	
- Professional fees	(262,922)
After effects of Pro Forma I,II and III	2,629,511

2. Cash and bank balances

	RM
As at 30 November 2024	11,848,559
Pro Forma II	
- Public Issue	26,600,000
After effects of Pro Forma I and II	38,448,559
Pro Forma III	
Utilisation of proceeds:	
- Professional fees	(907,485)
- Underwriting, placement and brokerage fees	(1,110,000)
- Fees payable to the authorities	(148,000)
- Printing, advertising fees and contingencies	(132,313)
	(2,297,798)
After effects of Pro Forma I,II and III	36,150,761

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NOTES TO THE PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 NOVEMBER 2024 (CONTINUED)

(D) Explanatory Notes to the Pro Forma Consolidated Statement of Financial Position (continued)

3. Equity

The movement in the statement of changes in equity are as follows:

	← Attributable to owners of the Company →					
	Share capital RM	**Retained earnings RM**	**Merger deficit RM**	**Sub-total RM**	**Non-controlling interests RM**	**Total equity RM**
At 30 November 2024	38,270,893	36,677,073	(8,047,770)	66,900,196	335,454	67,235,650
Pro Forma I						
- Conversion of ICPS	6,026,490	(6,026,490)	-	-	-	-
After effects of Pro Forma I	44,297,383	30,650,583	(8,047,770)	66,900,196	335,454	67,235,650
Pro Forma II						
- Public Issue	26,600,000	-	-	26,600,000	-	26,600,000
After effects of Pro Forma I and II	70,897,383	30,650,583	(8,047,770)	93,500,196	335,454	93,835,650
Pro Forma III						
- Utilisation of proceeds	(1,275,179)	(1,285,541)	-	(2,560,720)	-	(2,560,720)
After effects of Pro Forma I,II and III	69,622,204	29,365,042	(8,047,770)	90,939,476	335,454	91,274,930

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Chartered Accountants

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ICT ZONE ASIA BERHAD
Registration No.: 201901003459 (1312785-X)
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NOTES TO THE PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 NOVEMBER 2024 (CONTINUED)

APPROVED BY THE BOARD OF DIRECTORS

The Pro Forma Consolidated Statements of Financial Position have been approved and adopted by the Board of Directors in accordance with a resolution dated

DATUK SERI NG THIEN PHING

LIM KOK KWANG

2 5 APR 2025

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PKF PLT
202206000012 (LLP0032036-LCA) & AF 0911
Chartered Accountants

15. STATUTORY AND OTHER INFORMATION

15.1 Share Capital

(i) As at the LPD, our Company has only 1 class of share, namely ordinary shares. The ordinary shares rank equally with one another.

(ii) None of the share capital of our Company or our subsidiaries are under any option or agreed conditionally or unconditionally to be put under any option as at the date of this Prospectus.

(iii) Save for the Pink Form Allocations as disclosed in Section 4.4 of this Prospectus,

(a) no Director or employee of our Group has been or is entitled to be given or has exercised any options to subscribe for any share of our Company or our subsidiaries; and

(b) there is no scheme involving the employees of our Group in the shares of our Company or our subsidiaries.

(iv) Save as disclosed in Section 6 of this Prospectus, no shares, debentures, outstanding warrants, options, convertible securities or uncalled capital of our Company have been or are proposed to be issued as fully or partly paid-up, in cash or otherwise than in cash, within the past 2 years immediately preceding the date of this Prospectus.

(v) As at the LPD, our Company does not have any outstanding convertible debt securities, options, warrants or uncalled capital.

15.2 Extracts of Our Constitution

The following provisions are extracted from our Constitution and are qualified in its entirety by the remainder of the provisions of our Constitution and by applicable law. Terms defined in our Constitution shall have the same meaning when used here unless they are otherwise defined here or the context otherwise requires.

(i) Remuneration, voting and borrowing powers of Directors

<u>Remuneration of Directors</u>

<u>Clause 115 Remuneration</u>

The fees and any benefits payable to the Directors from time to time, be subject to annual shareholder approval at general meeting and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, except that any Director, who shall hold office for part only of the period in respect of which such fees are payable, shall be entitled only to rank in such division for a proportion if the fees related to the period during which he has held office, Provided Always that:

(a) fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover;

(b) salaries payable to executive Directors shall not include a commission on or percentage of turnover;

(c) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting; and

(d) any fee paid to an Alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of that Director.

Clause 116 Reimbursement and Special Remuneration

(1) The Directors shall be entitled to be reimbursed for all travelling or such other reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings or otherwise, howsoever, in or about the business of the Company in the course of the performance of their duties as Directors.

(2) If by arrangement with the Directors, any Director shall perform or render any special duties or service's outside his ordinary duties as a Director in particular, without limiting to the generality of the foregoing, if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Directors may pay him special remuneration, in addition to his Director's fees, and such special remuneration may be by way of a fixed sum, or otherwise as may be arranged.

Voting and Borrowing Powers of our Directors

Clause 120 Directors' Borrowing Powers

(1) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any related third party, Provided Always that nothing contained in this Constitution shall authorise the Directors to borrow any money or mortgage or charge any of the Company's undertaking, property or any uncalled capital or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.

(2) The Directors shall cause a proper register to be kept in accordance with Section 60 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified or otherwise.

(3) Subject to the Act, if the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors, or persons so becoming liable as aforesaid, from any loss in respect of such liability.

Clause 132 Proceedings of Meeting

A meeting of the Directors, for the time being at which a quorum is present, shall be competent to exercise all or any of the powers, authorities and discretion by or under this Constitution, vested in or exercisable by the Directors generally. Subject to this Constitution, questions arising at any meeting of the Directors shall be decided by a majority of votes.

Clause 133 Chairman has Casting Vote

In case of equality of votes, the Chairman shall have a second or casting vote, except where only two (2) Directors are competent to vote on the question at issue, or at the meeting where only two (2) Directors form the quorum.

Clause 138 Directors retained from Voting in Interested Transactions

A Director shall not vote in regard to any contract or proposed contract or arrangement in which he has, directly or indirectly, an interest. Without prejudice to the generality of the foregoing, a Director shall also not vote in regard to any contract or proposed contract or arrangement with any other company in which he is interested, either as an officer of that other company or as a holder of shares or other securities in that other company.

(ii) Changes to share capital and variation of class rights

Clause 60 Increase of Share Capital

The Company may, from time to time, whether all the shares for the time being issued shall have been fully paid up or not, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company may direct in the resolution authorising such increase.

Clause 12 Power to Issue Preference Shares

The Company shall have power to issue preference shares ranking equally with or in priority to preference shares already issued and the Directors may, subject to the provisions of the Act, redeem such shares on such terms and in such manner as they may think fit.

Clause 13 Rights of Preference Shares

(1) Save as otherwise specifically provided for under this Constitution in respect of any particular class of preference share and subject to the Act, preference shareholders shall have the same right as ordinary shareholders as regards to receiving notices, reports and audited financial statements and attending general meetings of the Company.

(2) Save as otherwise specifically provided for under this Constitution in respect of any particular class of preference share, preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the share capital of the Company or sanctioning a disposal of the whole of the Company's property, business and undertaking or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend or part of the dividend on the preference shares is in arrears for more than six (6) months or on a proposal to wind up the Company or during the winding up of the Company, but shall have no other rights whatsoever.

(3) The holder of a preference share must be entitled to a return of capital in preference to holders of ordinary shares when the Company is wound up.

Clause 61 Issue of New Shares to Existing Members

Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible Securities shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Directors may, likewise, also dispose of any new shares or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause.

Clause 25 Modification of Rights

If at any time the share capital of the Company, by reason of the issuance of preference shares or otherwise is divided into different classes, the repayment of such preferred capital or all or any of the rights and privileges attached to each class of shares may subject to the provisions of Section 91 of the Act, this Constitution and the provisions of any written law, be varied, modified, commuted, affected, abrogated or dealt with by resolution passed by the holders of at least three fourth of the issued shares of that class at a separate meeting of the holders of that class and all the provisions hereinafter contained as to general meetings shall mutatis mutandis apply to every such meeting except that the quorum hereof shall be two (2) persons at least holding or representing by proxy one third of the issued shares of the class and for an adjourned meeting one (1) person holding shares of such class.

Provided however that in the event of the necessary majority for such a resolution not having been obtained in the manner aforesaid consent in writing may be secured by members holding at least three- fourths of the issued shares of the class and such consent if obtained within two (2) months from the date of the separate meeting shall have the force and validity of a resolution duly carried. To every such resolution the provisions of Section 91 of the Act, shall with such adaptations as are necessary apply.

Clause 62 Alteration of Share Capital

The Company may alter its share capital by passing a special resolution to:

(a) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share, shall be the same as it was in the case of the share from which the subdivided share is derived;

(b) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares;

(c) subdivide its shares or any of the shares, whatever is in the subdivision, the proportions between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; or

(d) cancel any shares, which at the date of the passing of the resolution, which have been forfeited, and diminish the amount of its share capital by the amount of the shares so cancelled.

Clause 63 Capital Reduction

The Company may, subject to the Act, by special resolution, reduce its share capital in any manner authorised by law.

(iii) Transfer of securities

Clause 49 Transfer of Securities

The transfer of any Listed Security or class of Listed Security in the Company shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections 105, 106 or 110 of the Act, but subject to Section 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of Listed Security.

Clause 50 Instrument of Transfer

(1) Every instrument of transfer (for any share not being a deposited security) must be left for registration at the office of the Company's Registrar accompanied by the certificate of the shares comprised therein (if any) and such evidence as the Directors may reasonably require to prove the right of the transferor to make the transfer and the due execution by him of the transfer, and subject to the power vested in the Directors by this Constitution or the provisions of any other written law and if required, to reasonable evidence of nationality, the Company shall register the transferee as shareholder.

(2) A fee not exceeding RM3.00 (excluding the stamp duty) or any amount as shall be determined from time to time by the Exchange may be charged for each transfer and shall if required by the Directors be paid before the registration thereof.

Clause 51 Person Under Disability

No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

Clause 52 Refusal to Transfer

(1) Subject to Section 106 and any other relevant provisions of the Act, the Directors may refuse or delay to register the transfer of a share, not being a deposited security, to a person of whom they shall not approve.

(2) If the Directors passed a resolution to refuse or delay the registration of a transfer, they shall, within seven (7) days of the resolution being passed, give to the lodging broker, transferor and the transferee written notice of the resolution setting out the precise reasons thereof.

Clause 53 Non-Liability of the Company, its Directors and Officers in Respect of Transfer

Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred or otherwise in defective manner. And in every such case, the person registered as transferee, his executors, administrators and assigns alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.

(iv) Rights, preferences and restrictions attached to each class of shares relating to voting, dividend, liquidation and any special rights

As at the date of this Prospectus, we only have 1 classes of shares, namely ordinary shares. The ordinary shares rank equally with each other. There are no special rights attached to our Shares. Please refer to Section 4.6 of this Prospectus for a summary of the rights of our shareholders relating to voting, dividend and liquidation in respect of our Shares.

15.3 Deposited Securities and Rights of Depositors

As our Shares are proposed for quotation on the Official List, such Shares must be prescribed as shares required to be deposited with Bursa Depository. Upon such prescription, a holder of our Shares must deposit his Shares with Bursa Depository on or before the date fixed, failing which our Share Registrar will be required to transfer his Shares to the Minister of Finance, Inc. and such Shares may not be traded on Bursa Securities.

Dealing in our Shares deposited with Bursa Depository may only be effected by a person having a securities account with Bursa Depository ("**Depositor**") by means of entries in the securities account of that Depositor.

A Depositor whose name appears in the Record of Depositors maintained by Bursa Depository in respect of our Shares will be deemed to be a shareholder of our Company and will be entitled to all rights, benefits, powers and privileges and be subject to all liabilities, duties and obligations in respect of, arising from, such Shares.

15.4 Limitation on the Right to Hold Securities and/or Exercise Voting Rights

Subject to Section 15.3 above, there is no limitation on the right to own our Shares, including any limitation on the right of a non-resident or non-Malaysian shareholder to hold or exercise voting rights on our Shares, which is imposed by Malaysian law or by our Constitution.

15.5 Public Take-Overs

Save for the Exit Offer, during the last financial year/period and 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 Group in respect of other companies' securities.

Please refer to Section 4.7 of this Prospectus for the exit offer price and the outcome of the Exit Offer.

15.6 Material Contracts

Save as disclosed below, we have not entered into any contracts which are material (not being contracts entered into in the ordinary course of business) within the Financial Years/Period Under Review and up to the date of this Prospectus:

(i) share sale agreement dated 18 November 2021 entered into between ICT Zone Asia and ICT Zone Holding for the acquisition of 255,000 ordinary shares in HaaS for a cash consideration of RM204,000. The Acquisition of HaaS by ICT Zone Asia was completed on 22 November 2021; and

(ii) share subscription agreement dated 18 November 2021 entered into between ICT Zone Asia and Loh Kuo Hsiung, Lee Reng Kwan, Sit Mun Pun and Vincent Ng Soon Kiat for:

(a) the subscription of 530,000 new ordinary shares in HaaS for a subscription amount of RM424,000. The subscription of HaaS shares was completed on 25 November 2021; and

(b) the adoption of a share allotment scheme subject to the terms and conditions of the share subscription agreement.

After the completion of the subscription of HaaS shares, the share subscription agreement was terminated via a mutual termination agreement dated 30 July 2024, and the share allotment scheme was never implemented; and

(iii) the Underwriting Agreement.

15.7 Material Litigation

As at the LPD, our Group is not engaged in any governmental, legal or arbitration proceedings, including those relating to bankruptcy, receivership or similar proceedings which may have or have had, material or significant effects on our financial position or profitability, in the 12 months immediately preceding the date of this Prospectus.

15.8 Potential Claim

On 27 July 2023, Rhipe Malaysia Sdn Bhd ("**Rhipe**") has notified ICT Zone by an email that Rhipe will initiate legal proceedings to claim for the sum of RM2.2 million being the outstanding sum due and payable for providing Microsoft Azure cloud services ("**Services**") to ICT Zone. ICT Zone denies the claim on the ground that the account with Rhipe was hacked by unknown third parties who had fraudulently used the Services without ICT Zone's authorisation and/or knowledge.

On 4 September 2023, ICT Zone received a letter of demand dated 1 September 2023 from Messrs Sandosh Anandan as solicitors for Rhipe addressed to our Company to claim for the sum of RM2.2 million being outstanding sum due and payable for the Services as at 24 July 2023.

The letter of demand dated 1 September 2023 addressed to our Company is an invalid demand against ICT Zone by virtue of the principle of separate legal entity. Meanwhile, our Company had on 15 September 2023 responded to the aforementioned letter of demand, stating that it has no knowledge of the allegations therein and denies the claims by Rhipe. ICT Zone also had on 19 January 2024, through its solicitors, issued a letter to request for discovery against Rhipe seeking clarification on pertinent matters relating to their claim.

As at the LPD, ICT Zone has not received any letter of demand or court of summons from Rhipe or its solicitors to claim for the alleged outstanding sums due and payable for the Services. Both our Company and ICT Zone have not received any response to their respective letters to Rhipe.

ICT Zone's solicitors are of the view that ICT Zone has a reasonably good chance of defending the claim, if not totally, at least to substantially reduce the quantum payable to the extend where liability is limited to pay for charges of use of the Services up to 5 December 2022, where the subscription of the Services ought to be suspended by Rhipe. For information, our Group had on 5 December 2022 requested for the Services to be terminated but was subsequently informed that the Services was confirmed to had only been cancelled on 27 December 2022. As our Group is unable to obtain the breakdown for the utilisation up to 5 December 2022, our Group is unable to quantify the charges of use of the Services up to 5 December 2022.

15.9 Repatriation of Capital and Remittance of Profit

As at the LPD, we do not have any foreign subsidiary or associated company. As such, there are no governmental laws, decree, regulation or other requirement which may affect the repatriation of capital and the remittance of profit by or to our Group.

15.10 Consents

(i) The written consent of our Principal Adviser, Sponsor, Joint Underwriters, Joint Placement Agents, Financial Adviser, Solicitors, Share Registrar, Issuing House and Company Secretary as set out in the Corporate Directory of this Prospectus to the inclusion in this Prospectus of their names in the form and context in which such names appear, have been given before the issuance of this Prospectus and have not been subsequently withdrawn.

(ii) The written consent of our Auditors and Reporting Accountants for the inclusion of its name, the Accountants' Report and the Reporting Accountants' Assurance Report on Compilation of Pro Forma Consolidated Statements of Financial Position, and all references thereto in the form and context in which they are included in this Prospectus, have been given before the issuance of this Prospectus and have not been subsequently withdrawn.

(iii) The written consent of our IMR for the inclusion of its name, the IMR Report and all references thereto in the form and context in which they are included in this Prospectus, have been given before the issuance of this Prospectus and have not been subsequently withdrawn.

15.11 Documents Available for Inspection

Copies of the following documents may be inspected at our registered office during office hours for a period of 6 months from the date of this Prospectus:

(i) our Constitution;

(ii) the IMR Report referred to in Section 8 of this Prospectus;

(iii) the Accountants' Report as included in Section 13 of this Prospectus;

(iv) the Reporting Accountants' Assurance Report on Compilation of Pro Forma Consolidated Statements of Financial Position as at 30 November 2024 as included in Section 14 of this Prospectus;

(v) the audited consolidated financial statements of ICT Zone Asia for the FYE 2022, FYE 2023, FYE 2024 and FPE 2024;

(vi) the audited financial statements of HaaS for the FYE 2022, FYE 2023 and FYE 2024;

(vii) the audited financial statements of ICT Zone for the FYE 2022, FYE 2023 and FYE 2024;

(viii) the audited financial statements of ICT Zone Ventures for the FYE 2022, FYE 2023 and FYE 2024;

(ix) the audited financial statements of Techfin Capital for the FYE 2022, FYE 2023 and FYE 2024;

(x) our material contracts referred to in Section 15.6 of this Prospectus;

(xi) relevant letters related to the potential claim as referred to in Section 15.8 of this Prospectus; and

(xii) the letters of consent referred to in Section 15.10 of this Prospectus.

15.12 Responsibility Statements

This Prospectus has been seen and approved by our Directors, Promoters and Selling Shareholders. 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 that there is no false or misleading statement or other facts which if omitted, would make any statement in this Prospectus false or misleading.

Malacca Securities, being our Principal Adviser, Sponsor, Joint Underwriter and Joint Placement Agent 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.

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16. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE

THIS SUMMARY OF PROCEDURES FOR APPLICATION AND ACCEPTANCE DOES NOT CONTAIN THE DETAILED PROCEDURES AND FULL TERMS AND CONDITIONS AND YOU CANNOT RELY ON THIS SUMMARY FOR PURPOSES OF ANY APPLICATION FOR OUR IPO SHARES. YOU MUST REFER TO THE DETAILED PROCEDURES AND TERMS AND CONDITIONS AS SET OUT IN THE "DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE" ACCOMPANYING THE ELECTRONIC COPY OF OUR PROSPECTUS ON THE WEBSITE OF BURSA SECURITIES. YOU SHOULD ALSO CONTACT ISSUING HOUSE FOR FURTHER ENQUIRIES.

Unless otherwise defined, all words and expressions used here shall carry the same meaning as ascribed to them in our Prospectus.

Unless the context otherwise requires, words used in the singular include the plural, and vice versa.

16.1 Opening and Closing of Applications

OPENING OF THE APPLICATION PERIOD: 10.00 A.M., 13 MAY 2025

CLOSING OF THE APPLICATION PERIOD: 5.00 P.M., 20 MAY 2025

Applications for our IPO Shares will open and close at the dates stated above.

In the event there is any change to the dates stated above, we will advertise the notice of the changes in a widely circulated daily English and Bahasa Malaysia newspaper in Malaysia.

Late Applications will not be accepted.

16.2 Methods of Applications

16.2.1 Application for our Issue Shares by the Malaysian Public and the Eligible Persons

Applications must accord with our Prospectus and our Constitution. The submission of an Application Form does not mean that your Application will succeed.

Types of Application and category of investors	Application Method
Applications by the Eligible Persons	Pink Application Form only
Applications by the Malaysian Public:	
(a) Individuals	White Application Form or Electronic Share Application or Internet Share Application
(b) Non-Individuals	White Application Form only

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16.2.2 Application by selected investors via placement

Types of Application	Application Method
Applications by:	
Bumiputera investors approved by MITI	MITI will contact the Bumiputera investors directly. They should follow MITI's instructions
Selected investors	The Joint Placement Agents will contact the selected investors directly. They should follow the Joint Placement Agents' instructions

16.3 Eligibility

16.3.1 General

You must have a CDS Account and a correspondence address in Malaysia. If you do not have a CDS Account, you may open a CDS Account by contacting any of the ADAs set out in Section 12 of the Detailed Procedures for Application and Acceptance accompanying the electronic copy of our Prospectus on the website of Bursa Securities. The CDS Account must be in your own name. Invalid, nominee or third party CDS Accounts will not be accepted for the Applications.

In the case of an application by way of Application Form, you must state your CDS Account number in the space provided in the Application Form.

In the case of an application by way of Electronic Share Application, you shall furnish your CDS Account number to the Participating Financial Institution by way of keying in your CDS Account number if the instructions on the ATM screen at which you enter your Electronic Share Application require you to do so. Only an individual can make an Electronic Share Application. A corporation or institution cannot apply for our Issue Shares by way of Electronic Share Application.

In the case of an Application by way of Internet Share Application, you shall furnish your CDS Account number to the Internet Participating Financial Institutions by keying your CDS Account number into the online application form. Only an individual who has an existing account to their internet financial services with the Internet Participating Financial Institutions can make an Internet Share Application. A corporation or institution cannot apply for our Issue Shares by way of Internet Share Application.

Only **ONE** Application Form for each category from each applicant will be considered and **APPLICATIONS MUST BE FOR AT LEAST 100 IPO SHARES OR MULTIPLES OF 100 IPO SHARES.**

MULTIPLE APPLICATIONS WILL NOT BE ACCEPTED UNLESS EXPRESSLY ALLOWED IN THESE TERMS AND CONDITIONS. AN APPLICANT WHO SUBMITS MULTIPLE APPLICATIONS IN HIS OWN NAME OR BY USING THE NAME OF OTHERS, WITH OR WITHOUT THEIR CONSENT, COMMITS AN OFFENCE UNDER SECTION 179 OF THE CMSA AND IF CONVICTED, MAY BE PUNISHED WITH A MINIMUM FINE OF RM1,000,000 AND A JAIL TERM OF UP TO 10 YEARS UNDER SECTION 182 OF THE CMSA.

AN APPLICANT IS NOT ALLOWED TO SUBMIT MULTIPLE APPLICATIONS IN THE SAME CATEGORY OF APPLICATION.

AN APPLICANT WHO WISHES TO SUBMIT APPLICATIONS USING A JOINT BANK ACCOUNT MUST CONTACT THE FINANCIAL INSTITUTION HANDLING THE APPLICATIONS TO ENSURE THAT THE NAME ON THE JOINT BANK ACCOUNT MATCHES THE NAME ON THEIR CDS ACCOUNT. THIS STEP MINIMIZES THE RISK OF REJECTION OF IPO APPLICATIONS DUE TO NAME DISCREPANCIES. OUR COMPANY, PRINCIPAL ADVISER AND ISSUING HOUSE ARE NOT RESPONSIBLE FOR ANY ISSUES ARISING THEREAFTER.

16.3.2 Application by the Malaysian Public

You can only apply for our IPO Shares if you fulfill all of the following:

(i) You must be one of the following:

  (a) a Malaysian citizen who is at least 18 years old as at the date of the application for our IPO Shares with a Malaysian address; or

  (b) a corporation/institution incorporated in Malaysia with a majority of Malaysian citizens on your board of directors/trustees and if you have a share capital, more than half of the issued share capital, excluding preference share capital, is held by Malaysian citizens; or

  (c) a superannuation, co-operative, foundation, provident, pension fund established or operating in Malaysia.

(ii) You must not be a director or employee of the Issuing House or an immediate family member of a director or employee of the Issuing House; and

(iii) You must submit Applications by using only one of the following methods:

  (a) White Application Form;

  (b) Electronic Share Application; or

  (c) Internet Share Application.

16.3.3 Application by the Eligible Persons

The Eligible Persons (including any entities, wherever established) will be provided with Pink Application Forms and letters from us detailing their respective allocation as well as detailed procedures on how to subscribe to the allocated IPO Shares. The Eligible Persons must follow the notes and instructions in the said document and where relevant, in this Prospectus. All duly completed Pink Application Forms should be submitted to our Group through the Human Resources or Finance Department.

The Eligible Persons may request for a copy of the printed Prospectus from our Company at no cost and are given an option to have the printed Prospectus delivered to them free of charge, or to obtain the printed Prospectus from our Company, the Issuing House, Malacca Securities, Participating organisations of Bursa Securities and Members of the Association of Banks in Malaysia or Malaysian Investment Banking Association.

16.4 Procedures for Application by Way of Application Forms

The Application Form must be completed in accordance with the notes and instructions contained in the respective category of the Application Form. Applications made on the incorrect type of Application Form or which do not conform **STRICTLY** to the terms of our Prospectus or the respective category of Application Form or notes and instructions or which are illegible will not be accepted.

The FULL amount payable is RM0.20 for each IPO Share.

Payment must be made out in favour of "**MIH SHARE ISSUE ACCOUNT NO. 671**" and crossed "**A/C PAYEE ONLY**" and endorsed on the reverse side with your name and address.

Each completed Application Form, accompanied by the appropriate remittance and legible photocopy of the relevant documents may be submitted using one of the following methods:

(i) despatch by **ORDINARY POST** in the official envelopes provided, to the following address:

Malaysian Issuing House Sdn Bhd
(Registration No. 199301003608 (*258345-X*))
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor

or

P.O. Box 00010
Pejabat Pos Jalan Sultan
46700 Petaling Jaya
Selangor

(ii) **DELIVER BY HAND AND DEPOSIT** in the drop-in boxes provided at Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, so as to arrive not later than 5.00 p.m. on 20 May 2025 or by such other time and date specified in any change to the date or time for closing.

We, together with the Issuing House, will not issue any acknowledgement of the receipt of your Application Forms or Application monies. Please direct all enquiries in respect of the White Application Form to the Issuing House.

The abovementioned methods are not applicable to the submission of Pink Application Forms. All duly completed Pink Application Forms should be submitted to our Group through the Human Resources or Finance Department.

16.5 Procedures for Application by Way of Electronic Share Applications

Only Malaysian individuals may apply for our IPO Shares offered to the Malaysian Public by way of Electronic Share Application.

Electronic Share Applications may be made through the ATM of the following Participating Financial Institutions and their branches, namely, Affin Bank Berhad, Alliance Bank Malaysia Berhad, AmBank (M) Berhad, CIMB Bank Berhad, Malayan Banking Berhad, Public Bank Berhad and RHB Bank Berhad. A processing fee will be charged by the respective Participating Financial Institutions (unless waived) for each Electronic Share Application.

The exact procedures, terms and conditions for Electronic Share Application are set out on the ATM screens of the relevant Participating Financial Institutions.

16.6 Procedures for Application by Way of Internet Share Applications

Only Malaysian individuals may use the Internet Share Application to apply for our IPO Shares offered to the Malaysian Public.

Internet Share Applications may be made through an internet financial services website of the Internet Participating Financial Institutions, namely, Affin Bank Berhad, Alliance Bank Malaysia Berhad, CGS International Securities Malaysia Sdn Bhd (*formerly known as CGS-CIMB Securities Sdn Bhd*), Malacca Securities Sdn Bhd, Malayan Banking Berhad, Moomoo Securities Malaysia Sdn Bhd and Public Bank Berhad. A processing fee will be charged by the respective Internet Participating Financial Institutions (unless waived) for each Internet Share Application.

The exact procedures, terms and conditions for Internet Share Application are set out on the internet financial services website of the respective Internet Participating Financial Institutions.

16.7 Authority of Our Board and Issuing House

The Issuing House, on the authority of our Board reserves the right to:

(i) reject Applications which:

- (a) do not conform to the instructions of our Prospectus, Application Forms, Electronic Share Application and Internet Share Application (where applicable); or
- (b) are illegible, incomplete or inaccurate; or
- (c) are accompanied by an improperly drawn up, or improper form of, remittance; or

(ii) reject or accept any Application, in whole or in part, on a non-discriminatory basis without the need to give any reason; and

(iii) bank in all Application monies (including those from unsuccessful/partially successful applicants) which would subsequently be refunded, where applicable (without interest), in accordance with Section 16.9 below.

If you are successful in your Application, our Board reserves the right to require you to appear in person at the registered office of the Issuing House at any time within 14 days of the date of the notice issued to you to ascertain that your Application is genuine and valid. Our Board shall not be responsible for any loss or non-receipt of the said notice nor will it be accountable for any expenses incurred or to be incurred by you for the purpose of complying with this provision.

16.8 Over/Under-Subscription

In the event of over-subscription, the Issuing House will conduct a ballot in the manner approved by our Directors to determine the acceptance of Applications in a fair and equitable manner. In determining the manner of balloting, our Directors will consider the desirability of allotting and allocating our IPO Shares to a reasonable number of applicants for the purpose of broadening the shareholding base of our Company and establishing a liquid and adequate market for our Shares.

The basis of allocation of shares and the balloting results in connection therewith will be furnished by our Issuing House to the SC, Bursa Securities, all major Bahasa Malaysia and English newspapers as well as posted on our Issuing House's website www.mih.com.my within 1 market day after the balloting event.

Pursuant to the ACE LR we are required to have a minimum of 25.0% of our Company's issued share capital to be held by at least 200 public shareholders holding not less than 100 Shares each upon Listing and completion of our IPO. We expect to achieve this at the point of Listing. In the event the above requirement is not met, we may not be allowed to proceed with our Listing. In the event thereof, monies paid in respect of all Applications will be returned in full (without interest).

In the event of an under-subscription of our IPO Shares by the Malaysian Public and/or Eligible Persons, subject to the clawback and reallocation provisions as set out in Sections 4.4.3 of this Prospectus, any of the abovementioned IPO Shares not applied for will then be subscribed by the Joint Underwriters based on the terms of the Underwriting Agreement.

16.9 Unsuccessful/Partially Successful Applicants

If you are unsuccessful/partially successful in your Application, your Application monies (without interest) will be refunded to you in the following manner.

16.9.1 For applications by way of Application Form

(i) The Application monies or the balance of it, as the case may be, will be returned to you through the self-addressed and stamped Official "A" envelope you provided by ordinary post (for fully unsuccessful applications) or by crediting into your bank account (the same bank account you have provided to Bursa Depository for the purposes of cash dividend/distribution) or if you have not provided such bank account information to Bursa Depository, the balance of Application monies will be refunded via banker's draft sent by ordinary/registered post to your registered or correspondence address last maintained with Bursa Depository (for partially successful applications) within 10 Market Days from the date of the final ballot at your own risk.

(ii) If your Application is rejected because you did not provide a CDS Account number, your Application monies will be refunded via banker's draft sent by ordinary/registered post to your address as stated in the NRIC or any official valid temporary identity documents issued by the relevant authorities from time to time or the authority card (if you are a member of the armed forces or police) at your own risk.

(iii) A number of Applications will be reserved to replace any successfully balloted Applications that are subsequently rejected. The Application monies relating to these Applications which are subsequently rejected or unsuccessful or only partly successful will be refunded (without interest) by the Issuing House as per items (i) and (ii) above (as the case may be).

(iv) The Issuing House reserves the right to bank into its bank account all Application monies from unsuccessful applicants. These monies will be refunded (without interest) within 10 Market Days from the date of the final ballot by crediting into your bank account (the same bank account you have provided to Bursa Depository for the purposes of cash dividend/distribution) or by issuance of banker's draft sent by ordinary/registered post to your registered or correspondence address last maintained with Bursa Depository if you have not provided such bank account information to Bursa Depository or as per item (ii) above (as the case may be).

16.9.2 For applications by way of Electronic Share Application and Internet Share Application

(i) The Issuing House shall inform the Participating Financial Institutions or Internet Participating Financial Institutions of the unsuccessful or partially successful Applications within 2 Market Days after the balloting date. The full amount of the Application monies or the balance of it will be credited (without interest) into your account with the Participating Financial Institutions or Internet Participating Financial Institutions (or arranged with the Authorised Financial Institutions) within 2 Market Days after the receipt of confirmation from the Issuing House.

(ii) You may check your account on the 5th Market Day from the balloting date.

(iii) A number of Applications will be reserved to replace any successfully balloted Applications that are subsequently rejected. The Application monies relating to these Applications which are subsequently rejected will be refunded (without interest) by the Issuing House by crediting into your account with the Participating Financial Institutions or Internet Participating Financial Institutions (or arranged with the Authorised Financial Institutions) not later than 10 Market Days from the date of the final ballot. For Applications that are held in reserve and which are subsequently unsuccessful or partially successful, the relevant Participating Financial Institutions will be informed of the unsuccessful or partially successful Applications within 2 Market Days after the final balloting date. The Participating Financial Institutions will credit the Application monies or any part thereof (without interest) within 2 Market Days after the receipt of confirmation from the Issuing House.

16.10 Successful Applicants

If you are successful in your Application:

(i) Our IPO Shares allotted to you will be credited into your CDS Account.

(ii) A notice of allotment will be despatched to you at your last registered or correspondence address last maintained with the Bursa Depository, at your own risk, before our Listing. This is your only acknowledgement of acceptance of your Application.

(iii) In accordance with Section 14(1) of the SICDA, Bursa Securities has prescribed our Shares as prescribed securities. As such, our IPO Shares issued/offered through our Prospectus will be deposited directly with Bursa Depository and any dealings in these Shares will be carried out in accordance with the SICDA and Rules of Bursa Depository.

(iv) In accordance with Section 29 of the SICDA, all dealings in our Shares will be by book entries through CDS Accounts. No share certificates will be issued to you and you shall not be entitled to withdraw any deposited securities held jointly with Bursa Depository or its nominee as long as our Shares are listed on Bursa Securities.

16.11 Enquiries

Enquiries in respect of the Applications may be directed as follows:

Mode of application	**Parties to direct the enquiries**
Application Form	The Issuing House's Enquiry Services Telephone at +603-7890 4700
Electronic Share Application	Participating Financial Institution
Internet Share Application	Internet Participating Financial Institution and Authorised Financial Institution

You may also check the status of your Application at the Issuing House's website at www.mih.com.my, by entering your CDS Account Number on the site on the allotment date. The status of your Application will be available by 3:00 PM. Alternatively, you may contact any of the ADAs set out in Section 12 of the Detailed Procedures for Application and Acceptance accompanying the Electronic Prospectus on the website of Bursa Securities.