

**THIS DOCUMENT HAS NOT BEEN REGISTERED BY BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”). THE INFORMATION IN THIS DOCUMENT MAY BE SUBJECT TO FURTHER AMENDMENTS BEFORE BEING REGISTERED BY BURSA SECURITIES. UNDER NO CIRCUMSTANCES SHALL THIS DOCUMENT CONSTITUTE AN OFFER FOR SUBSCRIPTION OR PURCHASE OF, OR AN INVITATION TO SUBSCRIBE FOR OR PURCHASE SECURITIES.**

## PROSPECTUS



### EPB GROUP BERHAD

(Registration No.: 202201007128 (1452825-U))  
(Incorporated in Malaysia under the Companies Act 2016)

**INITIAL PUBLIC OFFERING IN CONJUNCTION WITH THE LISTING OF EPB GROUP BERHAD (“EPB” OR “COMPANY”) ON THE ACE MARKET OF BURSA MALAYSIA SECURITIES BERHAD COMPRISING:**

- (A) PUBLIC ISSUE OF 71,570,000 NEW ORDINARY SHARES IN EPB (“SHARES”) IN THE FOLLOWING MANNER: -
- (I) 19,570,000 NEW SHARES AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;
  - (II) 21,196,000 NEW SHARES AVAILABLE FOR APPLICATION BY OUR DIRECTORS, KEY SENIOR MANAGEMENT, ELIGIBLE EMPLOYEES AND PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF EPB AND ITS SUBSIDIARIES (“GROUP”); AND
  - (III) 30,804,000 NEW SHARES BY WAY OF PRIVATE PLACEMENT TO BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INVESTMENT, TRADE AND INDUSTRY (“MITI”);

AND

- (B) OFFER FOR SALE OF 40,000,000 SHARES IN THE FOLLOWING MANNER: -
- (I) 15,696,000 SHARES BY WAY OF PRIVATE PLACEMENT TO BUMIPUTERA INVESTORS APPROVED BY THE MITI; AND
  - (II) 24,304,000 SHARES BY WAY OF PRIVATE PLACEMENT TO SELECTED INVESTORS;

AT AN ISSUE/OFFER PRICE OF RM[•] PER SHARE, PAYABLE IN FULL ON APPLICATION.

*Principal Adviser, Sponsor, Underwriter and Placement Agent*

*Corporate Finance Adviser*



**Malacca Securities Sdn. Bhd.**

(Registration No.: 197301002760 (16121-H))

(A Participating Organisation of Bursa Malaysia Securities Berhad)



**WYNCORP Advisory Sdn. Bhd.**

(Registration No.: 200301029902 (632322-H))

**NO SECURITIES WILL BE ALLOTTED OR ISSUED BASED ON THIS PROSPECTUS AFTER SIX (6) MONTHS FROM THE DATE OF THIS PROSPECTUS.**

**INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER. FOR INFORMATION CONCERNING RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE “RISK FACTORS” COMMENCING ON PAGE 170.**

**[BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”) HAS APPROVED THE LISTING OF AND QUOTATION FOR OUR ENTIRE ENLARGED ISSUED SHARE CAPITAL ON THE ACE MARKET OF BURSA SECURITIES.] THIS PROSPECTUS HAS BEEN REGISTERED BY BURSA SECURITIES. THE APPROVAL OF THE LISTING OF AND QUOTATION FOR OUR ENTIRE ENLARGED ISSUED SHARE CAPITAL ON THE ACE MARKET OF BURSA SECURITIES AND REGISTRATION OF THIS PROSPECTUS SHOULD NOT BE TAKEN TO INDICATE THAT BURSA SECURITIES RECOMMENDS THE OFFERING 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.**

**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 UNDER SECTION 212(8) OF THE CAPITAL MARKETS AND SERVICES ACT 2007.**

This Prospectus is dated [•]

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**IMPORTANT NOTICE**

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*(All defined terms used in this Prospectus are defined under “Definitions” commencing on page v and “Glossary of Technical Terms” commencing on page xi of this Prospectus.*

**RESPONSIBILITY STATEMENTS**

Our Directors, Promoters and Selling Shareholder (as defined herein) have seen and approved this Prospectus. They collectively and individually accept full responsibility for the accuracy of the information contained in this Prospectus. Having made all reasonable enquiries, and to the best of their knowledge and belief, they confirm there is no false or misleading statement or other facts which if omitted, would make any statement in this Prospectus false or misleading.

Malacca Securities, being our Principal Adviser, Sponsor, Underwriter and 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.

**STATEMENTS OF DISCLAIMER**

[Approval has been obtained from Bursa Securities for the listing and quotation of our entire enlarged issued share capital on the ACE Market of Bursa Securities.] Admission to the Official List of Bursa Securities is not to be taken as an indication of the merits of our IPO, our Company or our Shares.

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

**OTHER STATEMENTS**

Investors should note that they may seek recourse under Sections 248, 249 and 357 of the CMSA (as defined herein) for breaches of securities laws including any statement in the 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 Group.

Shares are offered to the public on the premise of full and accurate disclosure of all material information concerning the offering, for which any person set out in Section 236 of the CMSA, is responsible.

[Our Shares are classified as Shariah compliant by the Shariah Advisory Council of the SC (as defined herein). This classification remains valid from the date of issue of the 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.]

Investors should note that any agreement by the Underwriter named in this Prospectus to underwrite our Shares is not to be taken as an indication of the merits of our Shares being offered.

This Prospectus has been prepared in the context of an IPO under the laws of Malaysia. It does not 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 applicable securities or equivalent legislation or with or by any regulatory authority or other relevant body of any jurisdiction other than Malaysia.

This Prospectus is published solely for our IPO. Our Shares being offered in the IPO are offered solely on the basis of the information contained and representations made in this Prospectus. Our Company, Directors, Promoters, Selling Shareholder, Principal Adviser, Sponsor, Underwriter and Placement Agent have not authorised anyone to provide any information or to make any representation 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 Company, Directors, Promoters, Selling Shareholder, Principal Adviser, Sponsor, Underwriter and Placement Agent, or any of their respective directors or any other persons involved in our IPO.

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**IMPORTANT NOTICE (cont'd)**

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The distribution of this Prospectus and our IPO are subject to the laws of Malaysia. This Prospectus will not be distributed outside Malaysia. Our Company, Directors, Promoters, Selling Shareholder, Principal Adviser, Sponsor, Underwriter and Placement Agent named in this Prospectus have not authorised and take no responsibility for the distribution of this Prospectus outside of Malaysia. No action has been taken to permit a public offering of our Shares in any jurisdiction other than Malaysia based on this Prospectus. Accordingly, this Prospectus may not be used for the purpose of and does not constitute an offer for subscription or purchase or invitation to subscribe for or purchase any Shares offered under our IPO in any jurisdiction or in any circumstance in which such an offer is not authorised or lawful or to any person to whom it is unlawful to make such offer or invitation. The distribution of this Prospectus and the sale of our Shares offered under our IPO in certain jurisdictions may be restricted by law. Prospective investors who may be in possession of this Prospectus are required to inform themselves and to observe such restrictions.

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 be deemed to accept any liability in relation thereto whether or not any enquiry or investigation is made in connection therewith.

It shall be your sole responsibility to ensure that your application for our IPO would be in compliance with the terms of our IPO as stated in this Prospectus and the Application Form 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 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.

It shall be your sole responsibility to consult your legal and/or other professional adviser on the laws to which our IPO or you are or might be subjected to. Neither we nor our Directors, Promoters, Selling Shareholder, Principal Adviser, Sponsor, Underwriter, Placement Agent nor any other advisers in relation to our IPO shall accept any responsibility or liability in the event that any application made by you shall become illegal, unenforceable, voidable or void in any country or jurisdiction.

**ELECTRONIC PROSPECTUS**

This Prospectus can also be viewed or downloaded from Bursa Securities website at [www.bursamalaysia.com](http://www.bursamalaysia.com). The contents of the Electronic Prospectus (as defined herein) and this Prospectus registered by Bursa Securities are the same.

You are advised that the internet is not a fully secure medium and that your Internet Share Application (as defined herein) is subject to the risks of problems occurring during data transmission, computer security threats such as viruses, hackers and crackers, faults with computer software and other events beyond the control of the Internet Participating Financial Institutions (as defined herein). These risks cannot be borne by the Internet Participating Financial Institutions. If you are in doubt as to the validity or the 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. If there is any discrepancy between the contents of the Electronic Prospectus and the contents of the paper/printed copy of this Prospectus for any reason whatsoever, the contents of the paper/printed copy of this Prospectus, which are identical to the copy of the Prospectus registered with 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: -

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**IMPORTANT NOTICE (cont'd)**

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- (a) we and our Principal Adviser do not endorse and are not affiliated in any way to the Third-Party Internet Sites and are not responsible for the availability of, or the content or any data, information, files or other materials provided on the Third-Party Internet Sites. You shall bear all risks associated with the access to or use of the Third-Party Internet Sites;
- (b) 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 on any data, information, files or other materials provided by such parties; and
- (c) any data, information, files or other materials 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: -

- (a) the Internet Participating Financial Institutions are only liable in respect of the integrity of the contents of an 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. The Internet Participating Financial Institutions are not responsible in any way for the integrity of the contents of the Electronic Prospectus which has been downloaded or obtained from the web server of the Internet Participating Financial Institutions and subsequently communicated or disseminated in any manner to you or other parties; and
- (b) 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 because the internet is not a fully secure medium.

The Internet Participating Financial Institutions are not 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 or other software, viruses or other security threats, unauthorised access to information or systems in relation to the website of the Internet Participating Financial Institutions, and/or problems occurring during data transmission, which may result in inaccurate or incomplete copies of information being downloaded or displayed on your personal computer.

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**INDICATIVE TIMETABLE**

The indicative timing of events leading to the listing of and quotation for our entire enlarged issued share capital on the ACE Market of Bursa Securities is set out below: -

<b>Events</b>	<b>Dates</b>
Issuance of Prospectus/Opening of applications for the IPO	10.00 a.m., [●]
Closing date of the IPO	5.00 p.m., [●]
Tentative date for balloting of applications	[●]
Tentative date for allotment of IPO Shares to successful applicants	[●]
Tentative listing date	[●]

Should the closing date of the application be extended, the dates for the balloting, allotment of the IPO Shares, and the listing of and quotation for our entire enlarged issued share capital on the ACE Market of Bursa Securities would be extended accordingly. Any change to the indicative timetable will be announced on Bursa Securities' website and advertised in a widely circulated English and Bahasa Malaysia newspaper in Malaysia.

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## DEFINITIONS

Unless otherwise indicated, the following definitions shall apply throughout this Prospectus: -

<b>ACE Market</b>	:	ACE Market of Bursa Securities
<b>Acquisition of Engineering</b>	<b>of BW</b>	: Acquisition by EPB of the entire equity interest of BW Engineering from Yeoh Chee Min and Liew Meng Hooi for a purchase consideration of RM3,455,000 to be satisfied by the issuance of 34,550,000 EPB Shares at an issue price of RM0.10 each
<b>Acquisition of BW Perkasa Labuan</b>	:	Acquisition by EPB of the entire equity interest of BW Perkasa Labuan from Yeoh Chee Min and Liew Meng Hooi for a purchase consideration of RM6,592,000 to be satisfied by the issuance of 65,920,000 EPB Shares at an issue price of RM0.10 each
<b>Acquisition of EP Machinery KL</b>	:	Acquisition by EPB of the entire equity interest of EP Machinery KL from Yeoh Chee Min and Teoh Joo Han for a purchase consideration of RM2,129,000 to be satisfied by the issuance of 21,290,000 EPB Shares at an issue price of RM0.10 each
<b>Acquisition of EP Machinery</b>	:	Acquisition by EPB of the entire equity interest of EP Machinery from Yeoh Chee Min and Ooi Kim Kew for a purchase consideration of RM15,468,000 to be satisfied by the issuance of 154,680,000 EPB Shares at an issue price of RM0.10 each
<b>Acquisition of Manufacturing</b>	<b>of EP</b>	: Acquisition by EPB of the entire equity interest of EP Manufacturing from Yeoh Chee Min and Ooi Kim Kew for a purchase consideration of RM2,399,000 to be satisfied by the issuance of 23,990,000 EPB Shares at an issue price of RM0.10 each
<b>Act or CA</b>	:	Companies Act, 2016 as amended from time to time and any re-enactment thereof
<b>ADA</b>	:	Authorised Depository Agent
<b>ADA Code</b>	:	ADA (Broker) Code
<b>Admission</b>	:	Admission of our Shares to the Official List of the ACE Market of Bursa Securities
<b>Application</b>	:	The application for the Public Issue Shares by way of Application Form, Electronic Share Application and/or Internet Share Application
<b>Application Form</b>	:	The printed application form for the application of the Public Issue Shares accompanying this Prospectus
<b>ATM</b>	:	Automated Teller Machine
<b>Authorised Institution</b>	<b>Financial</b>	: The authorised financial institution participating in the Internet Share Application with respect to payments for the Public Issue Shares
<b>BLR</b>	:	Base lending rate
<b>Board</b>	:	Board of Directors of EPB

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**DEFINITIONS (cont'd)**

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<b>Bursa Depository</b>	:	Bursa Malaysia Depository Sdn. Bhd. (Registration No.: 198701006854 (165570-W))
<b>Bursa Securities</b>	:	Bursa Malaysia Securities Berhad (Registration No.: 200301033577 (635998-W))
<b>CCC</b>	:	Certificate of completion and compliance
<b>CCM</b>	:	Companies Commission of Malaysia
<b>CDS</b>	:	Central Depository System
<b>CF</b>	:	Certificate of Fitness for Occupation
<b>CMSA</b>	:	Capital Markets and Services Act, 2007 as amended from time to time
<b>CNC</b>	:	Computer Numerical Control, a manufacturing method that automates the control, movement and precision of machine tools through the use of preprogrammed computer software, which is embedded within the tools.
<b>Constitution</b>	:	The constitution of our Company
<b>COS</b>	:	Cost of sales
<b>COVID-19</b>	:	Coronavirus disease
<b>Deposited Security</b>	:	A security in the Company standing to the credit of a Securities Account of a Depositor subject to the provision of the Securities Industry (Central Depositories) Act, 1991 and the Rules
<b>Depositor</b>	:	A holder of a Securities Account
<b>Director(s)</b>	:	A natural person who holds a directorship in an executive or non-executive capacity in any company in our Group
<b>EBITDA</b>	:	Earnings before interest, taxation, depreciation and amortisation
<b>E-Commerce</b>	:	Electronic commerce
<b>Electronic Prospectus</b>	:	A copy of this Prospectus that is issued, circulated or disseminated via the internet and/or an electronic storage medium, including but not limited to CD-ROMs
<b>Electronic Share Application</b>	:	Application for the Public Issue Shares through a participating financial institution's ATM
<b>EPB or Company</b>	:	EPB Group Berhad (Registration No.: 202201007128 (1452825-U))
<b>EPB Group or Group</b>	:	EPB and its subsidiaries, namely BW Engineering, BW Perkasa Labuan, BW Perkasa UAE, EP Machinery KL, EP Machinery and EP Manufacturing
<b>EPB Share(s) or Share(s)</b>	:	Ordinary shares in EPB
<b>EPS</b>	:	Earnings per share
<b>EPF</b>	:	Employees' Provident Fund

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**DEFINITIONS** (*cont'd*)

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<b>Financial Review</b>	<b>Years Under</b>	:	FYE 2020, FYE 2021 and FYE 2022
<b>FYE(s)</b>		:	Financial year(s) ended 31 December
<b>Government</b>		:	Government of Malaysia
<b>GP</b>		:	Gross profit
<b>IFR</b>		:	Islamic financing rate
<b>IMR Report</b>		:	Independent Market Research Report prepared by Protégé, as set out in Section 8 of this Prospectus
<b>Independent Researcher or Protégé</b>	<b>Market</b>	:	Protégé Associates Sdn. Bhd. (Registration No.: 200401037256 (675767-H))
<b>Internet Participating Financial Institution</b>		:	Participating financial institution in the Internet Share Application
<b>Internet Share Application</b>		:	The application for the Public Issue Shares through an Internet Participating Financial Institution
<b>IPO</b>		:	Initial public offering comprising Public Issue and Offer for Sale
<b>IPO Price</b>		:	The issue/offer price of RM[●] per IPO Share pursuant to the IPO
<b>IPO Share(s)</b>		:	Collectively, the Public Issue Shares and Offer Shares
<b>IPQC</b>		:	In-Process Quality Control
<b>Issuing House or MIH</b>		:	Malaysian Issuing House Sdn. Bhd. (Registration No.: 199301003608 (258345-X))
<b>Key Senior Management</b>		:	The senior management team of our Group
<b>Listing</b>		:	Admission to the Official List and the listing of and quotation for our entire enlarged issued share capital comprising 372,000,002 Shares on the ACE Market of Bursa Securities
<b>Listing Requirements AMLR</b>	<b>or</b>	:	ACE Market Listing Requirements of Bursa Securities, as amended or expanded from time to time
<b>LPD</b>		:	15 August 2023, being the latest practicable date prior to the registration of this Prospectus or as otherwise stated
<b>Malacca Securities</b>		:	Malacca Securities Sdn. Bhd. (Registration No.: 197301002760 (16121-H))
<b>Malaysian Public</b>		:	Citizens of Malaysia and companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia
<b>Market Day(s)</b>		:	A day on which the stock market of Bursa Securities is open for trading of securities, which may include a day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year
<b>MATRADE</b>		:	Malaysia External Trade Development Corporation



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**DEFINITIONS (cont'd)**

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<b>MCCG</b>	:	Malaysian Code on Corporate Governance issued on 28 April 2021
<b>MFRS</b>	:	Malaysian Financial Reporting Standards
<b>MIDA</b>	:	Malaysian Investment Development Authority
<b>MITI</b>	:	Ministry of Investment, Trade and Industry
<b>MNC(s)</b>	:	Multinational company(ies)
<b>MOF</b>	:	Ministry of Finance Malaysia
<b>MCO</b>	:	Movement Control Order
<b>N/A</b>	:	Not applicable
<b>NA</b>	:	Net assets
<b>NBV</b>	:	Net book value
<b>NRP</b>	:	National Recovery Plan
<b>Offer for Sale</b>	:	The invitation by the Selling Shareholder to selected investors to purchase the Offer Shares at the IPO Price, payable in full upon application, subject to the terms and conditions of this Prospectus
<b>Offer Shares</b>	:	40,000,000 existing Shares to be offered pursuant to the Offer for Sale
<b>Official List</b>	:	The official list of the ACE Market of Bursa Securities
<b>Participating Institution</b>	<b>Financial</b> :	The participating financial institution for the Electronic Share Application as listed in Section 15 of this Prospectus
<b>PAT</b>	:	Profit after taxation
<b>PBT</b>	:	Profit before taxation
<b>PE Multiple</b>	:	Price to earnings multiple
<b>Pink Form Allocations</b>	:	Allocation of 21,196,000 Public Issue Shares representing approximately 5.70% of our enlarged number of issued Shares at the IPO Price to be issued to the eligible Directors, Key Senior Management, employees and business associates (including any other persons who have contributed to our success)
<b>Plant 1</b>	:	Main factory located at PMT 1186, Jalan Perindustrian Bukit Minyak 18, Taman Perindustrian Bukit Minyak, Penang Science Park, 14100 Simpang Ampat, Pulau Pinang, Malaysia
<b>Pre-Listing Exercise</b>	:	Collectively, the Acquisition of BW Engineering, Acquisition of BW Perkasa Labuan, Acquisition of EP Machinery KL, Acquisition of EP Machinery and Acquisition of EP Manufacturing
<b>Prescribed Security</b>	:	Shares of a company that are prescribed by Bursa Securities to be deposited in the CDS subject to the provision of the Central Depositories Act and the Rules

**DEFINITIONS (cont'd)**

<b>Principal Adviser, Sponsor, Underwriter and Placement Agent</b>	:	Malacca Securities									
<b>Promoters</b>	:	Collectively, Yeoh Chee Min, Liew Meng Hooi and Ooi Kim Kew									
<b>Prospectus</b>	:	This Prospectus dated [*] issued by our Company in respect of our IPO									
<b>Prospectus Guidelines</b>	:	Prospectus Guidelines issued by the SC									
<b>Public Issue</b>	:	Public Issue of 71,570,000 new Shares, representing 19.24% of our enlarged number of issued Shares, at the IPO Price, subject to the terms and conditions of this Prospectus									
<b>Public Issue Shares</b>	:	71,570,000 new Shares to be issued by our Company pursuant to the Public Issue									
<b>QA</b>	:	Quality assurance									
<b>QC</b>	:	Quality control									
<b>R&amp;D</b>	:	Research and development									
<b>Record of Depositors</b>	:	A record provided by Bursa Depository to our Company under Chapter 24.0 of the Rules									
<b>Reporting Accountants or Folks DFK</b>	:	Folks DFK & Co. (AF 0502)									
<b>ROC</b>	:	Registrar of Companies									
<b>Rules</b>	:	The Rules of Bursa Depository									
<b>SC</b>	:	Securities Commission Malaysia									
<b>Securities Account</b>	:	An account established by Bursa Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor									
<b>Selling Shareholder Offeror</b>	or	Yeoh Chee Min pursuant to the Offer for Sale. His Offer Shares are as follows: -									
		<table border="1"> <thead> <tr> <th><b>Selling Shareholder</b></th> <th><b>No. of Offer Shares</b></th> <th><b>% of enlarged issued share capital</b></th> </tr> </thead> <tbody> <tr> <td>Yeoh Chee Min</td> <td>40,000,000</td> <td>10.75</td> </tr> <tr> <td><b>Total</b></td> <td><b>40,000,000</b></td> <td><b>10.75</b></td> </tr> </tbody> </table>	<b>Selling Shareholder</b>	<b>No. of Offer Shares</b>	<b>% of enlarged issued share capital</b>	Yeoh Chee Min	40,000,000	10.75	<b>Total</b>	<b>40,000,000</b>	<b>10.75</b>
<b>Selling Shareholder</b>	<b>No. of Offer Shares</b>	<b>% of enlarged issued share capital</b>									
Yeoh Chee Min	40,000,000	10.75									
<b>Total</b>	<b>40,000,000</b>	<b>10.75</b>									
<b>Shandong Vicel</b>	:	Shandong Vicel New Material Technology Co. Ltd. (formerly known as Vicel Packaging Ltd.)									
<b>Share Registrar Boardroom</b>	or	Boardroom Share Registrars Sdn. Bhd. (Registration No.: 199601006647 (378993-D))									
<b>SICDA or Depository Act</b>	:	Securities Industry (Central Depositories) Act, 1991									
<b>SME</b>	:	Small and medium-sized enterprise									
<b>SOCSSO</b>	:	Social Security Organisation									

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**DEFINITIONS (cont'd)**

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<b>SOP</b>	:	Standard operating procedures
<b>Specified Shareholders</b>	:	Collectively, Yeoh Chee Min, Liew Meng Hooi, Ooi Kim Kew, Goh Toh Sin and Yeoh Choi Goeh @ Yeoh Choi Hwang
<b>Sq Ft or sq ft</b>	:	Square feet
<b>SSA</b>	:	Share sale agreement
<b>Tawarruq</b>	:	An Islamic financing arrangement involves a sale of asset to the purchaser on a deferred basis and subsequent sale of the asset to a third party to obtain cash while adhering to shariah principles
<b>Underwriting Agreement</b>	:	The underwriting agreement dated [•] entered into between our Company and the Underwriter pursuant to the IPO
<b>USA</b>	:	The United States of America
<b>% or per cent</b>	:	Per centum or percentage

**CURRENCIES**

<b>EUR</b>	:	Euro
<b>IDR</b>	:	Indonesian Rupiah
<b>PHP</b>	:	Philippine Peso
<b>RM</b>	:	Ringgit Malaysia and sen, respectively
<b>RMB</b>	:	Renminbi
<b>SGD</b>	:	Singapore Dollar
<b>NTD</b>	:	New Taiwan Dollar
<b>USD</b>	:	United States Dollar

**OUR SUBSIDIARIES**

<b>BW Engineering</b>	:	Bestworld Engineering Sdn. Bhd. (Registration No.: 201401048926 (1125115-U)), our wholly-owned subsidiary in Malaysia
<b>BW Perkasa UAE</b>	:	Bestworld Perkasa Ltd (Registration No.: ICC20210710), our indirect wholly-owned subsidiary in United Arab Emirates
<b>BW Perkasa Labuan</b>	:	Bestworld Perkasa Ltd. (Registration No.: LL11690), our wholly-owned subsidiary in Malaysia
<b>EP Machinery</b>	:	Easy Pack Machinery Sdn. Bhd. (Registration No.: 199601021142 (393494-A)), our wholly-owned subsidiary in Malaysia
<b>EP Machinery KL</b>	:	Easy Pack Machinery (KL) Sdn. Bhd. (Registration No.: 200001002115 (504720-K)), our wholly-owned subsidiary in Malaysia
<b>EP Manufacturing</b>	:	Easy Pack Manufacturing (M) Sdn. Bhd. (Registration No.: 199901004577 (479477-K)), our wholly-owned subsidiary in Malaysia

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## GLOSSARY OF TECHNICAL TERMS

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Technical terms used throughout this Prospectus shall have the same meaning as set out below unless the term is defined otherwise or the context requires otherwise: -

<b>Biaxially-oriented polypropylene film</b>	: A type of thermoplastic polymer film that has been stretched both mechanically and also in manually using cross direction technique and it is used for packaging, labelling and laminating applications
<b>Curing</b>	: A type of process during which a physical action or chemical reaction takes place resulting in a tougher, harder or more stable substance or linkage
<b>Die-cut bag</b>	: A type of plastic bag with reinforced die-cut handles (shaped using the die cutting process) that allows for the carrying of heavier items
<b>Dry lamination</b>	: A type of bonding process in which a bonding agent (adhesive) diluted with a solvent is coated onto a base film, dried in a drying zone, and then laminated to the other base material under strong pressure and using a heated roller
<b>Ex-factory price</b>	: The selling cost of goods from the factory of the seller and thus, it does not include any other cost element incurred after the goods involved is ready for collection at the seller's factory
<b>Factory acceptance test</b>	: A test and inspection work process performed for newly manufactured and packaged machinery or equipment to ensure that it functions properly and meet expectations
<b>Gravure printing</b>	: A photomechanical intaglio process that uses an indented area (image) of the printing plate for printing directly to a substrate such as paper, plastic and film
<b>Hermetic sealing and packaging</b>	: The process of creating an airtight sealing and packaging to prevent the entry of contaminants such as solids, liquids or gases
<b>Pasteurisation</b>	: A process in which packaged and non-packaged foods are heated at a controlled temperature for a fixed period of time in order to kill harmful disease-causing pathogens such as bacteria and thus, making the foods safe for consumption
<b>PE</b>	: Polyethylene, a light, versatile synthetic resin produced from the polymerisation of ethylene that can be made into thin sheets or bags for packaging and insulation purposes.
<b>Polyethylene terephthalate</b>	: A thermoplastic polymer produced through the polymerisation of ethylene glycol and terephthalic acid and it is commonly used in the form of fibres and films for textile and packaging applications
<b>PP</b>	: Polypropylene, a thermoplastic polymer of propylene that is widely used in a range of applications such as electrical insulation and packaging

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**GLOSSARY OF TECHNICAL TERMS (cont'd)**

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<b>QMS</b>	: Quality management system, a system that documents policies, processes, procedures and responsibilities for achieving quality policies and objectives to meet customer and regulatory requirements and continuously improve its effectiveness and efficiency
<b>Refrigeration system</b>	: A mechanical cooling system that uses various components such as a compressor, a condenser, an expansion device and an evaporator to remove heat from an enclosed space, or from a substance, and rejecting it elsewhere to lower the temperature of the space or substance involved and then maintain that lower temperature
<b>Reverse osmosis</b>	: A type of water purification process involving the use of a semipermeable membrane to separate unwanted molecules, ions and larger particles such as contaminants from drinking water
<b>Slitting</b>	: Making a straight, long, narrow cut in something
<b>Software-defined wide area network</b>	: A type of networking technology involving the use of software-defined approach to managing a telecommunications network that extends over a large geographical area
<b>Spout (for stand-up pouch)</b>	: A tube projecting from a stand-up pouch, through which liquid can be poured and it is recloseable with a threaded cap
<b>Track (for stand-up pouch)</b>	: A plastic track consisting of two plastic components which can be interlocked for reclosability in a stand-up pouch

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## PRESENTATION OF INFORMATION

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Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa.

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

All references to a time of day and date in this Prospectus shall be a reference to time and date in Malaysia, unless otherwise stated.

All references to “we”, “us”, “our” and “ourselves” in this Prospectus shall be a reference to our Company, our Group or any member company of our Group as the context requires, unless otherwise stated. All references to “EPB” and “our Company” in this Prospectus are to EPB Group Berhad, references to “our Group” are to our Company and our subsidiary companies taken as a whole. Unless the context otherwise requires, references to “Management” are to our Directors and Key Senior Management as at the date of this Prospectus, and statements as to our beliefs, expectations, estimates and opinions are those of our Management.

The word “approximately” used in this Prospectus is to indicate that a number is not exact, but that number is usually rounded off to the nearest hundredth or two (2) decimal places. Any discrepancies in the tables included herein between the amounts listed and the totals thereof are due to rounding.

This Prospectus includes statistical data provided by us and various third parties and cites third-party projections regarding growth and performance of the industry in which we operate. This data is taken or derived from information published by industry sources and from our internal data. In each such case, the source is stated in this Prospectus, provided that where no source is stated, it can be assumed that the information originates from us. In particular, certain information in this Prospectus is extracted or derived from report(s) prepared by Protégé. In compiling data for review, Protégé had relied on industry sources, published materials, its own private databanks and direct contacts within the industry. We believe that the statistical data and projections cited in this Prospectus are useful in helping you understand the major trends in the industry in which we operate.

The information on our website, or any website directly or indirectly linked to such website does not form part of this Prospectus and you should not rely on it.

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## FORWARD LOOKING STATEMENTS

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This Prospectus contains forward-looking statements. All statements other than those of historical facts included in this Prospectus, including, without limitation, those regarding our Group's financial position, business strategies, plans and objectives of our Management for future operations, are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties, contingencies and other factors which may cause our actual results, 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 Group's present and future business strategies and the environment in which our Group will operate in the future. Such forward-looking statements reflect our Management's current view with respect to future events and are not a guarantee of future performance.

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

- (a) the general industry environment, including the demand and supply for our products and services;
- (b) our business strategies, trends and competitive position and the effect of such competition;
- (c) the plans and objectives of our Management for future operations;
- (d) our financial position; and
- (e) our future financial performance and financing plans including earnings, cash flows and liquidity.

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

- (a) the economic, political and investment environment in Malaysia and globally; and
- (b) government policy, legislation or regulation.

Additional factors that could cause our actual results, performance or achievements to differ materially include, but are not limited to those discussed in Section 9 (Risk factors) and Section 11.2 (Management's discussion and analysis of financial condition and results of operations) of this Prospectus. Due to these and other uncertainties, we cannot give any assurance that the forward-looking statements included in this Prospectus will be realised. Such forward-looking statements are made only as at the date of this Prospectus.

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**TABLE OF CONTENTS**

	<b>PAGE</b>
<b>1. CORPORATE DIRECTORY</b>	<b>1</b>
<b>2. APPROVALS AND CONDITIONS</b>	<b>5</b>
2.1 APPROVALS AND CONDITIONS	5
2.2 MORATORIUM ON OUR SHARES HELD BY OUR SPECIFIED SHAREHOLDERS	6
<b>3. PROSPECTUS SUMMARY</b>	<b>8</b>
3.1 PRINCIPAL DETAILS OF OUR IPO	8
3.2 BUSINESS OVERVIEW	8
3.3 COMPETITIVE STRENGTHS	10
3.4 BUSINESS STRATEGIES AND FUTURE PLANS	11
3.5 INTERRUPTIONS TO BUSINESS AND OPERATIONS	12
3.6 RISK FACTORS	13
3.7 DIRECTORS AND KEY SENIOR MANAGEMENT	14
3.8 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS	15
3.9 UTILISATION OF PROCEEDS	15
3.10 FINANCIAL AND OPERATIONAL HIGHLIGHTS	15
3.11 DIVIDEND POLICY	17
<b>4. PARTICULARS OF OUR IPO</b>	<b>18</b>
4.1 OPENING AND CLOSING OF APPLICATION	18
4.2 INDICATIVE TIMETABLE	18
4.3 DETAILS OF OUR IPO	18
4.4 SHARE CAPITAL	24
4.5 OBJECTIVES OF OUR IPO	25
4.6 BASIS OF ARRIVING AT THE IPO PRICE	25
4.7 DILUTION	26
4.8 UTILISATION OF PROCEEDS	27
4.9 BROKERAGE, PLACEMENT FEES AND UNDERWRITING COMMISSION	31
4.10 SALIENT TERMS OF THE UNDERWRITING AGREEMENT	32
<b>5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT</b>	<b>35</b>
5.1 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS	35
5.2 DIRECTORS	39
5.3 KEY SENIOR MANAGEMENT	55
5.4 BOARD PRACTICE	67
5.5 RELATIONSHIP AND/OR ASSOCIATION	71
5.6 SERVICE AGREEMENTS	72
5.7 DECLARATION FROM PROMOTERS, DIRECTORS AND KEY SENIOR MANAGEMENT	72
5.8 BENEFITS PAID OR INTENDED TO BE PAID	72



**TABLE OF CONTENTS (cont'd)**

	<b>PAGE</b>
<b>6. GENERAL INFORMATION ON OUR GROUP</b>	<b>73</b>
6.1 INCORPORATION AND HISTORY	73
6.2 SHARE CAPITAL	73
6.3 SUBSIDIARIES	74
6.4 PRE-LISTING EXERCISE	84
6.5 MATERIAL INVESTMENTS AND DIVESTITURES	86
6.6 MATERIAL CONTRACTS	87
6.7 PUBLIC TAKE-OVERS	88
6.8 REPATRIATION OF CAPITAL AND REMITTANCE OF PROFITS	88
<b>7. BUSINESS OVERVIEW</b>	<b>89</b>
7.1 OUR HISTORY	89
7.2 DESCRIPTION OF OUR BUSINESS	95
7.3 PRINCIPAL MARKETS	108
7.4 REVENUE CONTRIBUTION BY BUSINESS SEGMENTS	108
7.5 BUSINESS PROCESSES	110
7.6 SALES AND MARKETING STRATEGIES	115
7.7 MAJOR LICENCES AND PERMITS	118
7.8 BRAND NAME, TRADE MARK, LICENCE AGREEMENT AND TECHNICAL AGREEMENT	129
7.9 DEPENDENCY ON CONTRACTS, ARRANGEMENTS, LICENCES AND PATENTS	131
7.10 PROPERTY, PLANT AND EQUIPMENT	131
7.11 TECHNOLOGIES USED	142
7.12 SEASONALITY AND CYCLICALITY	143
7.13 INTERRUPTIONS TO BUSINESS AND OPERATIONS	143
7.14 RESEARCH AND DEVELOPMENT	145
7.15 EMPLOYEES	145
7.16 MAJOR CUSTOMERS	146
7.17 MAJOR SUPPLIERS	149
7.18 TYPES, SOURCES AND AVAILABILITY OF SUPPLIES	152
7.19 COMPETITIVE STRENGTHS	153
7.20 BUSINESS STRATEGIES AND FUTURE PLANS	155
<b>8. INDEPENDENT MARKET RESEARCH REPORT</b>	<b>158</b>
<b>9. RISK FACTORS</b>	<b>170</b>
9.1 RISKS RELATING TO OUR BUSINESS AND OPERATIONS	170
9.2 RISKS RELATING TO THE INDUSTRY IN WHICH OUR GROUP OPERATES	175
9.3 RISKS RELATING TO THE INVESTMENT IN OUR SHARES	175
<b>10. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST</b>	<b>179</b>
10.1 RELATED PARTY TRANSACTIONS AND OTHER TRANSACTIONS	179
10.2 CONFLICTS OF INTEREST	188
10.3 SALIENT TERMS OF ENGAGEMENT AND SCOPE OF WORK OF OUR CORPORATE FINANCE ADVISER	194

**TABLE OF CONTENTS (cont'd)**

	<b>PAGE</b>
<b>11. FINANCIAL INFORMATION</b>	<b>195</b>
11.1 HISTORICAL FINANCIAL INFORMATION	195
11.2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	199
11.3 CAPITALISATION AND INDEBTEDNESS	225
11.4 SIGNIFICANT FACTORS AFFECTING OUR FINANCIAL POSITION AND RESULTS OF OPERATIONS	226
11.5 LIQUIDITY AND CAPITAL RESOURCES	227
11.6 TYPES OF FINANCIAL INSTRUMENTS USED, TREASURY POLICIES AND OBJECTIVES	229
11.7 MATERIAL CAPITAL COMMITMENTS, LITIGATION AND CONTINGENT LIABILITY	230
11.8 KEY FINANCIAL RATIOS	230
11.9 IMPACT OF GOVERNMENT, ECONOMIC, FISCAL OR MONETARY POLICIES	236
11.10 IMPACT OF INFLATION	236
11.11 IMPACT OF FOREIGN EXCHANGE RATES, INTEREST RATES AND/OR COMMODITY PRICES	237
11.12 DIRECTORS' DECLARATION ON OUR GROUP'S FINANCIAL PERFORMANCE	239
11.13 TREND INFORMATION	239
11.14 SIGNIFICANT CHANGES	239
11.15 DIVIDEND POLICY	240
11.16 ORDER BOOK	242
<b>12. ACCOUNTANTS' REPORT</b>	<b>243</b>
<b>13. REPORTING ACCOUNTANTS' LETTER ON THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION</b>	<b>310</b>
<b>14. STATUTORY AND OTHER INFORMATION</b>	<b>324</b>
14.1 SHARE CAPITAL	324
14.2 EXTRACTS OF OUR CONSTITUTION	324
14.3 GENERAL INFORMATION	337
14.4 LETTERS OF CONSENT	337
14.5 DOCUMENTS AVAILABLE FOR INSPECTION	337
14.6 RESPONSIBILITY STATEMENTS	338
<b>15. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE</b>	<b>339</b>
15.1 OPENING AND CLOSING OF APPLICATION	339
15.2 METHODS OF APPLICATION	339
15.3 ELIGIBILITY	340
15.4 APPLICATION BY WAY OF APPLICATION FORMS	341
15.5 APPLICATION BY WAY OF ELECTRONIC SHARE APPLICATION	342
15.6 APPLICATION BY WAY OF INTERNET SHARE APPLICATION	343
15.7 AUTHORITY OF OUR BOARD AND THE ISSUING HOUSE	343
15.8 OVER/UNDER-SUBSCRIPTION	344
15.9 UNSUCCESSFUL/PARTIALLY SUCCESSFUL APPLICANTS	344
15.10 SUCCESSFUL APPLICANTS	345
15.11 ENQUIRIES	346