

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

PROSPECTUS



VETECE Holdings Berhad

(Registration No.: 202301046359 (1540273-U))
(Incorporated in Malaysia under the Companies Act 2016)

INITIAL PUBLIC OFFERING (“IPO”) OF 137,200,000 ORDINARY SHARES IN VETECE HOLDINGS BERHAD (“COMPANY” OR “VETECE”) (“ISSUE SHARES” OR “SHARES”) ON THE ACE MARKET OF BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”) COMPRISING:

- (I) **PUBLIC ISSUE OF 98,000,000 NEW ISSUE SHARES IN THE FOLLOWING MANNER:**
- (A) **19,600,000 NEW ISSUE SHARES AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;**
 - (B) **9,800,000 NEW ISSUE SHARES AVAILABLE FOR APPLICATION BY ELIGIBLE PERSONS; AND**
 - (C) **68,600,000 NEW ISSUE SHARES AVAILABLE BY WAY OF PRIVATE PLACEMENT TO SELECTED INVESTORS,**

AND

- (II) **OFFER FOR SALE OF 39,200,000 EXISTING SHARES BY WAY OF PRIVATE PLACEMENT TO SELECTED INVESTORS;**

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

Principal Adviser, Sponsor, Underwriter and Placement Agent

kenanga

KENANGA INVESTMENT BANK BERHAD

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

THE ACE MARKET OF BURSA SECURITIES 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 OF BURSA SECURITIES. THERE IS ALSO NO ASSURANCE THAT THERE WILL BE A LIQUID MARKET IN THE SHARES OR UNITS OF SHARES TRADED ON THE ACE MARKET OF BURSA SECURITIES. 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.

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 145.

[BURSA SECURITIES HAS APPROVED THE ADMISSION OF OUR COMPANY TO THE OFFICIAL LIST OF BURSA SECURITIES AND 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 ADMISSION OF OUR COMPANY TO THE OFFICIAL LIST OF BURSA SECURITIES AND THE LISTING OF AND QUOTATION FOR OUR ENTIRE ENLARGED ISSUED SHARE CAPITAL ON THE ACE MARKET OF BURSA SECURITIES BY 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 OUR SHARES 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. NO SECURITIES WILL BE ALLOTTED OR ISSUED BASED ON THIS PROSPECTUS AFTER SIX MONTHS FROM THE DATE OF THIS PROSPECTUS.]

LISTING SOUGHT: ACE MARKET OF BURSA SECURITIES

THIS PROSPECTUS IS NOT TO BE DISTRIBUTED OUTSIDE OF MALAYSIA.

THIS PROSPECTUS IS DATED [•]

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

RESPONSIBILITY STATEMENTS

The Directors, and Promoters (as defined in this Prospectus) of VETECE Holdings Berhad (“**VETECE**”) or the “**Company**”) and the Offeror (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.

Kenanga Investment Bank Berhad (“**Kenanga IB**”), being our Principal Adviser, Sponsor, Underwriter and Placement Agent in relation to our IPO (as defined in the Prospectus), 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 the offering.

STATEMENTS OF DISCLAIMER

[Our Company has obtained the approval of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) 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.]

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

OTHER STATEMENTS

Investors should note that you may seek recourse under Sections 248, 249 and 357 of the Capital Markets and Services Act 2007 (“**CMSA**”) for breaches of securities laws including any statement in this Prospectus that is false, misleading, or from which there is a material omission; or for any misleading or deceptive act in relation to this Prospectus or the conduct of any 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 our IPO, for which any person set out in Section 236 of the CMSA, is responsible.

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

Our Shares being offered in our IPO are offered solely on the basis of the information contained and representations made in this Prospectus. Our Company, Directors, Promoters, 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.

This Prospectus has been prepared and published solely in connection with our IPO under the laws of Malaysia. 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 applicable securities or equivalent legislation or by any regulatory authority of any jurisdiction other than Malaysia.

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, Principal Adviser, Sponsor, Underwriter and Placement Agent have not authorised and take no responsibility for the distribution of this Prospectus outside Malaysia. No action has been taken to permit a public offering of our Shares based on this Prospectus or the distribution of this Prospectus outside Malaysia. Accordingly, this Prospectus may not be used for the purpose of and does not constitute an offer for subscription or purchase or invitation to subscribe for or purchase any of our Shares being offered in 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 of 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 accept or be deemed to accept any liability in relation thereto whether or not any enquiry or investigation is made in connection herewith. It shall be your sole responsibility, if you are or may be subject to the laws of any country or jurisdiction other than Malaysia, to consult your legal and/or other professional advisers as to whether your application for our IPO would result in the contravention of any law of such country or jurisdiction other than Malaysia to which you may be subjected to. Neither we nor our Principal Adviser nor any other advisers in relation to our IPO shall accept any responsibility or liability in the event that any other application made by you shall be illegal, unenforceable, avoidable or void in any such country or jurisdiction.

However, we reserve the right in our absolute discretion to treat any acceptance as invalid if we believe that such acceptance may violate any law or applicable legal or regulatory requirements.

Further, it shall be your sole responsibility to ensure that your application for our IPO would be in compliance with the terms of this Prospectus and would not be in contravention of any law of countries or jurisdictions other than Malaysia to which you may be subjected to. We will further assume that you have accepted our IPO in Malaysia and will at all applicable times be subjected only to the laws of Malaysia in connection therewith. However, we reserve the right, in our absolute discretion, to treat any acceptance as invalid if we believe that such acceptance may violate any law or applicable legal or regulatory requirements.

ELECTRONIC PROSPECTUS

This Prospectus can be viewed or downloaded from Bursa Securities' website at www.bursamalaysia.com. The contents of the Electronic Prospectus (as defined in this Prospectus) and this Prospectus registered with the Bursa Securities are the same.

You are advised that the internet is not a fully secure medium. Your Internet Share Application (as defined in this Prospectus) may be subject to risks in 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 in this Prospectus). These risks cannot be borne by the Internet Participating Financial Institutions.

If you are in any doubt about the validity or integrity of the Electronic Prospectus, you should immediately request from us, our Principal Adviser or the Issuing House (as defined in this Prospectus), a paper/printed copy of this Prospectus. If there is any discrepancy between the contents of the Electronic Prospectus and 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 the 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. Accordingly, we and our Principal Adviser are not responsible for any availability of or the content or any data, information, files or other material provided on the Third-Party Internet Sites. You 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 any of your agreements with the Third-Party Internet Sites. We and our Principal Adviser are also not responsible for any loss or damage or cost that you may suffer or incur in connection with or as a result of dealing with the Third-Party Internet Sites or the use of or reliance on any data, information, files or other material provided by the Third-Party Internet Sites; and

- (iii) any data, information, file 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 systems or loss of data resulting from the downloading of any such data, information, file or other material.

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 the Electronic Prospectus, to the extent of the contents of the Electronic Prospectus 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 for the integrity of the contents of the Electronic Prospectus which has been obtained from the web server of the Internet Participating Financial Institution and subsequently communicated or disseminated in any manner to you or other parties;
- (b) while all reasonable measures have been taken to ensure the accuracy and reliability of the information provided in the Electronic Prospectus, the accuracy and reliability of the Electronic Prospectus cannot be guaranteed because the internet is not a fully secure medium; and
- (c) the Internet Participating Financial Institutions are not liable (whether in tort or contract or otherwise) for any loss, damage or costs, that you or any other person may suffer or incur due to, as a consequence of or in connection with any inaccuracy, change, alteration, deletion or omission 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

An indicative timetable of our IPO is set out below:

Events	Indicative dates
Opening date of our IPO	[•]
Closing date of our IPO	[•]
Balloting of Application	[•]
Allotment / transfer of our IPO Shares to successful applicants	[•]
Date of Listing	[•]

In the event there is any change to the timetable, we will advertise a notice of change in a widely circulated English and Bahasa Malaysia daily newspaper in Malaysia and will also announce it on Bursa Securities' website accordingly.

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PRESENTATION OF INFORMATION

Any reference to words such as “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 “our Company” or “VETECE” in this Prospectus are to VETECE Holdings Berhad, references to “our Group” or “VETECE Group” are to our Company and our subsidiaries taken as a whole. Unless the context otherwise requires, references to “Management” are to our Directors and key senior management personnel as at the date of this Prospectus, and statements as to our beliefs, expectations, estimates and opinions are those of our Management.

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

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. Any discrepancies in the tables included in this Prospectus between the amounts listed and the total thereof are due to rounding. Other abbreviations and acronyms used herein are defined in the “Definitions” section and technical terms used herein are defined in the “Glossary of Technical Terms” section. Words denoting 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. References to persons shall include natural persons, firms, companies, bodies corporate and corporations.

References to the provisions of the statutes, rules and regulations, enactments, guidelines or rules of stock exchange shall (where the context admits), be construed as reference to provisions of such statutes, rules, regulations, enactments, guidelines or rules of stock exchange (as the case may be) as modified by any written law or (if applicable) amendments or re-enactments to the statutes, rules, regulations, enactments, guidelines or rules of stock exchange for the time being in force.

All reference to dates and times are references to dates and times in Malaysia unless otherwise stated.

This Prospectus includes statistical data provided by us and various third parties and cites third party projections regarding growth and performance of the industry on 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. Where there is no source stated, it can be assumed that the information originates from us or is extracted from the Independent Market Research Report prepared by Protégé Associates Sdn Bhd which is included in Section 8 of this Prospectus. Protégé Associates Sdn Bhd has been appointed to provide an Independent Market Research Report. In compiling its data for the review, Protégé Associates Sdn Bhd had relied on its research methodology, industry sources, published materials, its own private databases and direct contacts within the industry. Further, third-party projections cited in this Prospectus are subject to significant uncertainties that could cause actual data to differ materially from the projected figures. We cannot assure you that the projections will be achieved and you should not place undue reliance on the statistical data and third-party projections cited in this Prospectus.

Solely for your convenience, this Prospectus contains translation of certain Singapore Dollar (“SGD”) amount into RM at specified rates. No representation is made that the SGD amounts referred to in this Prospectus could have been or could actually be converted into RM amounts, at the rates indicated or at all. The exchange rates as set out below are applied in this Prospectus unless specified otherwise:

	FYE 2021	FYE 2022	FYE 2023
1.00 SGD to RM			
Average rate	3.0708	3.1281	3.3200
Closing rate	3.0954	3.2099	3.4301
Historical rate*	3.0665	3.0665	3.0665

Note:

* The exchange rate as at 1 September 2020 for the purposes of the preparation of the combined financial statements assuming VTCS has been part of the Group as at 1 September 2020.

If there are any discrepancies or inconsistencies between the English and Bahasa Malaysia versions of this document, the English version shall prevail.

PRESENTATION OF INFORMATION

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.

All references to the “**LPD**” in this Prospectus are to 31 January 2024 which is the latest practicable date prior to the registration of this Prospectus with Bursa Securities.

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FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements. All statements other than statements of historical facts included in this Prospectus, including, without limitation, those regarding our financial position, business strategies, 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 business strategies, trends and competitive position;
- (ii) our plans and objectives for future operations;
- (iii) our financial position;
- (iv) potential growth opportunities;
- (v) our future earnings, cash flow and liquidity;
- (vi) our ability to pay dividends; and
- (vii) 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) cost of manpower;
- (ii) the general economic, business, social, political and investment environment in Malaysia and globally;
- (iii) government policy, legislation and regulation;
- (iv) interest rates, tax rates and exchange rates;
- (v) the competitive environment in the industry in which we operate;
- (vi) reliance on approvals, licences and permits;
- (vii) availability and fluctuations in prices of hardware and software;
- (viii) fixed and contingent obligations and commitments; and
- (ix) any other factors beyond our control.

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 of this Prospectus on "**Financial Information**". 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 date of this Prospectus.

FORWARD-LOOKING STATEMENTS (CONT'D)

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 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, Paragraph 1.02, Chapter 1 of Part II (Division 6) of the Prospectus Guidelines (Supplementary and Replacement Prospectus) and Rule 3.12D of the Listing Requirements.

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DEFINITIONS

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

COMPANIES WITHIN OUR GROUP:

Company or VETECE : VETECE Holdings Berhad (Registration No.: 202301046359 (1540273-U))

VTM : Vision Technology Consulting Sdn Bhd (Registration No. 200301019443 (621863-V))

VTCS : Vision Technology Consulting Pte Ltd (Registration No 200510935W)

GENERAL:

ACE Market : ACE Market of Bursa Securities

Acquisitions : Acquisitions by VETECE of the entire equity interests from the shareholders of the following companies:

(i) VTM, for a purchase consideration of RM15.99 million, wholly satisfied by the issuance of 286,574,341 new Shares at an issue price of RM0.0558 per Share; and

(ii) VTCS, for a purchase consideration of RM0.41 million, wholly satisfied by the issuance of 7,425,657 new Shares at an issue price of RM0.0558 per Share,

which was completed on [●].

Act : Companies Act 2016, including amendments from time to time and any re-enactment thereof

Admission : Admission of VETECE Shares to the Official List of the ACE Market of Bursa Securities

Application : Application for our IPO Shares by way of Application Form, Electronic Share Application or Internet Share Application

Application Form : Printed application form for the application of IPO Shares accompanying this Prospectus

A4-1119 Setia Jaya Property : One of our Group's properties located at Unit No. 1119, Block A4, Pusat Perdagangan Setia Jaya, No. 9, Jalan PJS 8/9, 46150 Petaling Jaya, Selangor Darul Ehsan

Block E KL Gateway Property : Our Group's business office located at E-32-03 and E-32-3A, Menara Suezcap 2, KL Gateway, No. 2, Jalan Kerinchi, Gerbang Kerinchi Lestari, 59200 Kuala Lumpur

Board : Board of Directors of VETECE

Bursa Depository : Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))

Bursa Securities : Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))

DEFINITIONS (CONT'D)

B2-1007 and B2-1009 Setia Jaya Property	:	Two of our Group's property located at Unit No. B2-1007 and B2-1009, Block B2, Pusat Perdagangan Setia Jaya, No. 9, Jalan PJS 8/9, 46150 Petaling Jaya, Selangor Darul Ehsan
CBD Perdana Property	:	One of our Group's properties located at Unit No. 4800-3-1, Block 4800, CBD Perdana, Jalan Perdana, 63000 Cyberjaya, Selangor Darul Ehsan
CCC	:	Certificate of Compliance and Completion
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
CEO	:	Chief Executive Officer
CF	:	Certificate of Fitness for Occupation
CMSA	:	Capital Markets and Services Act, 2007, including amendments from time to time and any re-enactment thereof
COE	:	Centre of Excellence
Constitution	:	Constitution of our Company
COVID-19	:	Novel coronavirus disease 2019, an infectious respiratory disease which first broke out in 2019
D-07-03 KL Gateway Property	:	One of our Group's properties located D-07-03, Menara Suezcap 1, KL Gateway, No. 2, Jalan Kerinchi, Gerbang Kerinchi Lestari, 59200 Kuala Lumpur
D-07-3A KL Gateway Property	:	One of our Group's properties located D-07-3A, Menara Suezcap 1, KL Gateway, No. 2, Jalan Kerinchi, Gerbang Kerinchi Lestari, 59200 Kuala Lumpur
DBKL	:	Dewan Bandaraya Kuala Lumpur, the city council which administers the city of Kuala Lumpur, Malaysia
DBKL Licensing By-Laws	:	Licensing of Trades, Businesses and Industries (Federal Territory of Kuala Lumpur) By-Laws 2016
Depositor	:	A holder of a CDS Account
Directors	:	Director(s) of our Company and shall have the same meaning given in Section 2 of the Capital Markets and Services Act 2007
Electronic Prospectus	:	A copy of this Prospectus that is issued, circulated or disseminated via the internet, and/ or an electronic storage medium, including but not limited to CD-ROMs (<i>compact disc read-only memory</i>)
Electronic Share Application	:	Application for our IPO Shares through a Participating Financial Institution's ATM

DEFINITIONS (CONT'D)

Eligible Persons	: Eligible Directors, key senior management, employees and persons who have contributed to the success of the Group
EPS	: Earnings per share
Financial Years Under Review	: FYE 2021, FYE 2022 and FYE 2023, collectively
FYE	: Financial year ended/ ending 31 August , as the case may be
Government	: Government of Malaysia
GP	: Gross profit
ICT	: Information and communication technology
IFRS	: International Financial Reporting Standards
IMR or Protégé	: Protégé Associates Sdn Bhd (Registration No. 200401037256 (675767-H)), our Independent Market Researcher
IMR Report	: Independent Market Research Report on the Enterprise Information Technology Services Industry in Malaysia dated 26 February 2024
IPO	: Initial public offering
IPO Price	: Indicative price of RM[●] per IPO Share, being the price payable by investors under the Public Issue and Offer for Sale
IPO Shares	: Issue Shares and Offer Shares, collectively
ISO	: International Organisation for Standardisation
ISO 27001	: An information security standard created by the ISO, which provides a framework and guidelines for establishing, implementing and managing an information security management system
ISO 27001 Information Security Certification	: A certification to demonstrate that an organization's information security management system is compliant with ISO 27001 requirements
Issue Shares	: The invitation by our Company to the Malaysian Public, Eligible Persons and institutional and selected investors to subscribe for the Public Issue Shares at the IPO Price, payable in full upon Application, subject to the terms and conditions of this Prospectus
Issuing House	: Malaysian Issuing House Sdn Bhd (Registration No. 199301003608 (258345-X))
IT	: Information technology
Kenanga IB or Principal Adviser or Sponsor or Underwriter or Placement Agent	: Kenanga Investment Bank Berhad (Registration No. 197301002193 (15678- H))
Key Senior Management	: Tee Chee Chiang, Chan Wai Hoong, Yeoh Kim Kooi, Fon Wai Kein, Goh Yeh Hwang and Wong Thean Chee, collectively

DEFINITIONS (CONT'D)

Listing	: Listing of and quotation for the entire enlarged issued share capital of VETECE on the ACE Market
Listing Requirements	: ACE Market Listing Requirements of Bursa Securities
LPD	: 31 January 2024, being the latest practicable date of this Prospectus
Malaysia Digital Status	: Malaysia Digital Status (formerly known as Multimedia Super Corridor Malaysia Status)
Malaysian Public	: Malaysian citizens, companies, societies and institutions incorporated or organised under the laws of Malaysia
Market Day	: Any day between Mondays and Fridays (both days inclusive) which is not a public holiday and a day on which Bursa Securities is open for trading of securities
MCO	: Movement control order
MBPJ	: Majlis Bandaraya Petaling Jaya, the city council which administers the city of Petaling Jaya in Selangor Darul Ehsan, Malaysia
MBPJ Licensing By-Laws	Licensing of Trades, Businesses and Industries (Petaling Jaya City Council) By-Laws 2007
MCCG	: Malaysian Code on Corporate Governance
MFRS	: Malaysian Financial Reporting Standards
MNC	: Multinational company
MDEC	: Malaysia Digital Economy Corporation
MDEC Guidelines	: Guidelines on Transition of MSC Malaysia to Malaysia Digital issued by MDEC on 29 December 2022 (formerly known as Guidelines on Transition of MSC Malaysia Status Company to Malaysia Digital Status)
MSC	: Multimedia Super Corridor
NA	: Net assets
Offer for Sale	: The invitation by our Offeror 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
Offer Shares	: 39,200,000 existing Shares to be offered by our Offeror under the Offer for Sale
Offeror	: Tee Chee Chiang
Official List	: A list specifying all securities listed on the ACE Market of Bursa Securities

DEFINITIONS (CONT'D)

Oracle	: Oracle Corporation Malaysia Sdn Bhd, a subsidiary of Oracle Corporation, a company listed on the New York Stock Exchange. Oracle Corporation develops, manufactures, markets, distributes and services database and middleware software, application software and hardware system
Participating Financial Institution(s)	: Participating financial institution(s) for the Electronic Share Application
PAT	: Profit after tax
PBT	: Profit before tax
PE Multiple	: Price to earnings multiple
Pink Form Shares	: The allocation of 9,800,000 Issue Shares to the Eligible Persons pursuant to the Public Issue
PKI	: Public key infrastructure
Promoters	: Tee Chee Chiang and Chan Wai Hoong, collectively
Prospectus	: This Prospectus dated [●] issued by our Company in relation to our IPO
Prospectus Guidelines	: Prospectus Guidelines issued by the SC
Public Issue	: Public Issue of 98,000,000 Issue Shares at the IPO Price, payable in full upon application, subject to the terms and conditions of the Prospectus
Rules of Bursa Depository	: Rules of Bursa Depository as issued pursuant to the SICDA
SC	: Securities Commission Malaysia
Shareholder(s)	: Ordinary shareholder(s) in VETECE
SICDA	: Securities Industry (Central Depositories) Act, 1991, including amendments from time to time and any re-enactment thereof
Siebel	: Siebel Systems Inc is a global software company acquired by Oracle Corporation in 2006 and is principally engaged in the design, development, marketing and support of CRM applications
Subsidiaries	: VTCM and VTCS, collectively
Substantial Shareholder or Specified Shareholder	: Tee Chee Chiang
SSA(s)	: Conditional share sale agreements entered into on 7 February 2024 by our Company in relation to the Acquisitions
Telekom Malaysia Berhad Group	: Telekom Malaysia Berhad and its group of companies

DEFINITIONS (CONT'D)

Underwriting Agreement	:	Underwriting agreement dated [●] entered into between our Company and our Underwriter pursuant to our Listing
VGSB or VTCGB	:	Vetece Group Sdn Bhd (formally known as Vision Technology Consulting Group Berhad) (Registration No. 201201020420 (1004912-V))
VETECE Group or the Group	:	The enlarged group of VETECE and its subsidiaries, collectively, following the Acquisitions
VETECE Share(s) or Share(s)	:	Ordinary share(s) in our Company
VTCM Vendors	:	Tee Chee Chiang, Chan Wai Hoong, Goh Yeh Hwang and Choo Kwang Hui Nicholas, collectively
VTCS Vendor	:	VGSB
White Application Form	:	Application form for the application of our new Shares by the Malaysian Public accompanying this Prospectus
WSO2	:	WSO2 Inc is a global software company specialising in open-source middleware and integration technologies, providing solutions for building, integrating, and managing applications and services in the cloud and on-premises

Currencies and units

RM and sen	:	Ringgit Malaysia and sen, the lawful currency of Malaysia
SGD and cent	:	Singapore Dollar and cent, the lawful currency of Singapore
Sq ft	:	Square feet
%	:	Per centum

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DEFINITIONS (CONT'D)

CLIENTS, SUPPLIERS, TECHNOLOGY PARTNERS AND TECHNOLOGY VENDORS OF OUR GROUP

The following are the details of our clients, suppliers, technology partners and technology vendors whose names have been redacted for confidentiality throughout this Prospectus due to the non-disclosure agreements with them respectively. The non-disclosure agreements are the conditions of our contracts placed by our clients, suppliers, technology partners and technology vendors.

- Client A** : It is a Malaysian bank offering the full spectrum of banking services from consumer products to business providing banking services for SMEs, as well as insurance, investment and wealth management products and services
- Client B** : It is a Malaysian investment bank offering corporate finance, equity market and derivatives, cross market trading, structured products and derivatives, corporate and international banking, asset management, private equities, and associated services
- Client C** : It is a Malaysian Islamic bank operates in parallel with the Group's universal banking businesses, offering solutions for financing, sukuk, investment banking, transaction banking, asset management, banca-takaful and securities services for individual, commercial, corporate and institutional customers across ASEAN
- Client A Group** : It is a Malaysian universal bank which operates in ASEAN region with its headquarters located in Kuala Lumpur
- Client D** : It is a subsidiary of a multinational technology corporation which is located and operates in Malaysia with its headquarters in China that principally designs, develops, manufactures and sells telecommunications equipment, consumer electronics, smart devices and various rooftop solar products
- Client E** : It is a subsidiary of a multinational banking and financial services corporation which is located and operates in Malaysia with its headquarters in Singapore
- Client F** : It is a subsidiary of a multinational banking and financial services corporation which is located and operates in Malaysia with its headquarters in China
- Client G** : It is a Malaysian software testing services provider
- Client H** : It is a subsidiary of a multinational software company which is located and operates in Malaysia with its headquarters in the United States of America that principally a global software provider of data analytics and data management solutions, enabling businesses to harness the power of their data for informed decision-making and insights
- Supplier A** : It is a subsidiary of a multinational distributor of information technology products and services which is located and operates in Malaysia with its headquarters in the United States of America

DEFINITIONS (CONT'D)

- Supplier B** : It is a subsidiary of a multinational computer technology corporation which is located and operates in Malaysia with its headquarters in the United States of America that is principally involved in selling database software and technology, cloud engineered systems, and enterprise software products that manages business operations and customer relations.
- Supplier C** : It is a Malaysian network infrastructure implementer
- Technology Partner A** : It is an American global company that provides a wide range of cloud services, including computing power, storage, databases, machine learning and AI analytics
- Technology Partner B** : It is an American software company that provides open source software products to enterprises
- Technology Vendor A** : It is a Chinese multinational technology corporation headquartered in China which designs, develops, manufactures and sells telecommunications equipment, consumer electronics, smart devices and various rooftop solar products
- Technology Vendor B** : It is an American global software company that provides cloud database and analytics-related software, products, and services

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GLOSSARY OF TECHNICAL TERMS

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

AI or Artificial Intelligence	:	Artificial Intelligence is the ability of a digital computer system to perform tasks that typically require human intelligence, such as the ability to reason, discover meaning, problem-solve and make decisions as well as learn from past experiences
API	:	Application Programming Interface is a set of rules and protocols that allows different software applications to communicate and interact with each other
CRM	:	Customer Relationship Management in the context of enterprise IT solution, is a suite of applications that help organisations manage and analyse customer interaction through the customer's lifecycle from acquisition, engagement, retention to feedback
Data mart	:	Subsets of a data warehouse that focus on specific business functions or departments.
Data migration	:	Process of transferring or moving data from one system to another, and is commonly undertaken when an organisation adopts a new system, upgrades existing software, or consolidates data from multiple sources
Data warehouse	:	Centralised and structured repository for storing, organizing, and managing large volumes of structured data from various sources
Database(s)	:	Database(s) is a structured collection of data organised for efficient storage, retrieval, and management which is like how the information is stored and managed in the well-organised digital filing cabinet
LDAP	:	Lightweight directory access protocol is a protocol used for accessing and managing directory information services over an internet protocol network. LDAP organizes data in a tree-like structure which allow for efficient storage and retrieval of information
Middleware	:	A type of software that serves as an intermediary layer between different applications or systems to facilitate communication and data exchange
ML or Machine Learning	:	A subset of AI, which refers to the concept that computer programs can automatically learn from and adapt to new data without being assisted by humans.
SSO	:	Single sign-on is an authentication process that enables a user to access multiple applications or systems with a single set of login credentials such as username and password
TMMi	:	Test Maturity Model integration is a framework to determine the maturity of the software testing process