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PROSPECTUS



3REN BERHAD

Registration No. 202101012445 (1412744-K)
(Incorporated in Malaysia under the Companies Act 2016)

INITIAL PUBLIC OFFERING IN CONJUNCTION WITH THE LISTING OF 3REN BERHAD (“3REN” OR THE “COMPANY”) ON THE ACE MARKET OF BURSA MALAYSIA SECURITIES BERHAD COMPRISING:-

- (I) **PUBLIC ISSUE OF 110,000,000 NEW ORDINARY SHARES IN 3REN (“SHARES”) IN THE FOLLOWING MANNER:-**
- **32,500,000 NEW SHARES AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;**
 - **30,000,000 NEW SHARES AVAILABLE FOR APPLICATION BY OUR ELIGIBLE DIRECTORS, EMPLOYEES AND PERSONS WHO HAVE CONTRIBUTED TO OUR SUCCESS;**
 - **3,800,000 SHARES BY WAY OF PRIVATE PLACEMENT TO BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INVESTMENT, TRADE AND INDUSTRY; AND**
 - **43,700,000 NEW SHARES BY WAY OF PRIVATE PLACEMENT TO SELECTED INVESTORS;**

AND

- (II) **OFFER FOR SALE OF 45,000,000 EXISTING SHARES BY WAY OF PRIVATE PLACEMENT TO BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INVESTMENT, TRADE AND INDUSTRY,**

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

Principal Adviser, Sponsor, Sole Underwriter and Sole Placement Agent



INVESTMENT BANK BERHAD
Registration No. 197401003530 (20657-W)

No securities will be allotted or issued based on this Prospectus after 6 months from the date of this Prospectus.

INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER. FOR INFORMATION CONCERNING RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE “RISK FACTORS” COMMENCING ON PAGE 159.

This Prospectus has been registered by Bursa Malaysia Securities Berhad (“**Bursa Securities**”). The approval 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 the Company and takes no responsibility for the contents of this document, 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 [•]

Unless otherwise defined, all capitalised terms used shall bear the same meanings as defined under "Definitions" and "Glossary of Technical Terms" sections of this Prospectus.

RESPONSIBILITY STATEMENTS

The Directors, Promoters and Offerors of 3REN have seen and approved this Prospectus. They collectively and individually accept full responsibility for the accuracy of the information. 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.

KAF IB, being the Principal Adviser, Sponsor, Sole Underwriter and Sole 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 the offering.

STATEMENTS OF DISCLAIMER

Admission to the Official List of Bursa Securities is not to be taken as an indication of the merits of the IPO, the Company or the Shares.

[This Prospectus, together with the Application Form, has also been lodged with the ROC, 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 for breaches of securities laws including any statement in this Prospectus that is false, misleading, or from which there is a material omission; or for any misleading or deceptive act in relation to this Prospectus or the conduct of any other person in relation to the Company.

Our 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 SAC.] This classification remains valid from the date of issue of this Prospectus until the next Shariah compliance review undertaken by the SAC. The new status is released in the updated list of Shariah-compliant securities, on the last Friday of May and November.

This Prospectus is prepared and published solely for our IPO. 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, Offerors, Principal Adviser and Sole Underwriter 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, Offerors, Principal Adviser and Sole Underwriter, any of their respective directors, or any other persons involved in our IPO.

This Prospectus has been prepared in the context of our IPO under to 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 or other relevant body of any jurisdiction other than Malaysia.

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 subject to. We will further assume that you had accepted our IPO in Malaysia and will at all applicable times be subject 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.

It shall be your sole responsibility to consult your legal and/or other professional advisers on the laws to which our IPO or you are or might be subjected to. Neither we nor the Directors, Promoters, Offerors, Principal Adviser and Sole Underwriter nor any other advisers in relation to our IPO will accept any responsibility or liability if any application made by you shall become illegal, unenforceable or void in any country or jurisdiction.

ELECTRONIC PROSPECTUS / INTERNET SHARE APPLICATION

This Prospectus can be viewed or downloaded from Bursa Securities' website at www.bursamalaysia.com. The contents of the electronic Prospectus and the copy of 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 may be 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 the Electronic Prospectus, you should immediately request from us or the Issuing House, a paper/printed copy of this Prospectus. If there are any discrepancies arising 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 is identical to this 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:-

- (a) we and our Principal Adviser do not endorse and are not affiliated in any way with 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 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, for 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 material provided by such parties; and
- (c) any data, information, files or other material downloaded from the Third Party Internet Sites is done at your own discretion and risk. We and our Principal Adviser are not responsible, liable or under obligation for any damage to your computer system or loss of data resulting from the downloading of any such data, information, files or other material.

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

- (a) the Internet Participating Financial Institutions are liable in respect of the integrity of the contents of an Electronic Prospectus, 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 shall not be responsible in any way for the integrity of the contents of an Electronic Prospectus which has been downloaded or otherwise obtained from the web server of the Internet Participating Financial Institutions and thereafter 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 an Electronic Prospectus, the accuracy and reliability of an Electronic Prospectus cannot be guaranteed as the internet is not a fully secured medium; and

- (c) the Internet Participating Financial Institutions shall not be liable (whether in tort or contract or otherwise) for any loss, damage or cost, you or any other person may suffer or incur due to, as a consequence of or in connection with any inaccuracies, changes, alterations, deletions or omissions in respect of the information provided in an Electronic Prospectus which may arise in connection with or as a result of any fault or faults with web browsers or other relevant software, any fault or faults on your or any third party's personal computer, operating system or other software, viruses or other security threats, unauthorised access to information or systems in relation to the 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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TENTATIVE TIMETABLE

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

Events	Indicative Dates
Issue of Prospectus / Opening date for the Application	[●]
Closing date of the Application	[●]
Balloting of Applications	[●]
Allotment / Transfer of IPO Shares to successful applicants	[●]
Date of Listing	[●]

If there is any change to the timetable, we will advertise the notice of changes in widely circulated English and Bahasa Malaysia daily newspaper in Malaysia and announce on the website of Bursa Securities accordingly.

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DEFINITIONS

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

COMPANIES WITHIN OUR GROUP

3REN or Company	:	3REN Berhad (Registration No. 202101012445 (1412744-K))
3REN Group or Group	:	Collectively, 3REN and its wholly-owned subsidiary companies, namely, Sophic Automation, Sophic MSC and Pinkypye
Pinkypye	:	Pinkypye Sdn Bhd (Registration No. 202101029664 (1429964-K))
Sophic Automation	:	Sophic Automation Sdn Bhd (Registration No. 200701036965 (794994-D))
Sophic MSC	:	Sophic MSC Sdn Bhd (Registration No. 201101041653 (969776-D))

PRINCIPAL PLACES OF BUSINESS OF OUR GROUP

Bukit Jalil Office	:	A rented office unit located at Technology Park Malaysia, Bukit Jalil, Kuala Lumpur with a built-up area of approximately 482 sq ft, used by Sophic MSC as one of its offices
Bukit Minyak Plant	:	Two double-storey semi-detached terrace factories located at Bukit Minyak Industrial Park, Simpang Ampat, Penang with total built-up area of approximately 6,174 sq ft, used as office, production facility, engineering office and warehouse
Setia Spice Office	:	A rented office unit located at Setia Spice Canopy, Penang with a built-up area of approximately 4,808 sq ft, used as office for our product engineering services
Stellar Suites Office	:	2 office units located at Stellar Suites, Puchong, Selangor with a total built-up area of approximately 1,754 sq ft, used by Sophic MSC as one of its offices
Tangkas 3 Plant	:	A 3-storey link terraced factory located at Tangkas Industrial Park, Bukit Mertajam, Penang with a built-up area of approximately 11,981 sq ft, which is used as office cum precision engineering and assembly facility, and engineering office
Tangkas 9 Plant	:	A 3-storey link terraced factory located at Tangkas Industrial Park, Bukit Mertajam, Penang with a built-up area of approximately 11,981 sq ft, which is currently used as our corporate headquarters and production facility as well as for our future innovation lab

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DEFINITIONS *(cont'd)*

GENERAL

3REN Share(s) or Share(s)	:	Ordinary share(s) in 3REN
ACE Market	:	ACE Market of Bursa Securities
Acquisition of Pinkypye	:	Acquisition by 3REN of 100% equity interest in Pinkypye from Sophic Automation for a purchase consideration of RM1.0 million which was satisfied via the issuance of 10,000,000 new Shares at an issue price of RM0.10 each
Acquisition of Sophic Automation	:	Acquisition by 3REN of 100% equity interest in Sophic Automation from the vendors for a purchase consideration of approximately RM49.0 million which was satisfied via the issuance of 489,999,998 new Shares at an issue price of RM0.10 each
Acquisition of Sophic MSC	:	Acquisition by 3REN of 100% equity interest in Sophic MSC from Sophic Automation and Liew Chee Kin for a purchase consideration of RM4.0 million which was satisfied via the issuance of 40,000,000 new Shares at an issue price of RM0.10 each
Acquisitions	:	Collectively, the Acquisition of Sophic Automation, Acquisition of Sophic MSC and Acquisition of Pinkypye
Act	:	Companies Act 2016
ADA	:	Authorised Depository Agent
ADA Code	:	ADA (Broker) Code
AGM	:	Annual General Meeting
Application	:	Application for the IPO Shares by way of Application Form, Electronic Share Application and/or Internet Share Application
Application Form	:	Printed application form for the application of the IPO Shares accompanying this Prospectus
ATM(s)	:	Automated teller machine(s)
Authorised Financial Institution	:	The authorised financial institution participating in the Internet Share Application with respect to payments for the IPO Shares
Board	:	Board of Directors of 3REN
Bursa Depository or Depository	:	Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
By-Laws	:	The rules, terms and conditions governing the LTIP as set out in Annexure A of this Prospectus
CAGR	:	Compound annual growth rate

DEFINITIONS *(cont'd)*

CCC	:	Certificate of completion and compliance
CCM	:	Companies Commission of Malaysia
CDO	:	Chief Digital Officer
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
Central Depositories Act	:	The Securities Industry (Central Depositories) Act, 1991
CEO	:	Chief Executive Officer
CF	:	Certificate of fitness for occupation
CMSA	:	Capital Markets and Services Act, 2007
Constitution	:	Constitution of our Company
COVID-19	:	Novel coronavirus disease 2019, an infectious disease caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2)
DBKL	:	Dewan Bandaraya Kuala Lumpur
Deposited Security	:	A security in the Company standing to the credit of a Securities Account of a Depositor subject to the provision of the Central Depositories Act and the Rules
Depositor	:	A holder of a Securities Account
Director	:	An executive director or a non-executive director of our Company within the meaning of Section 2 of the Act
EBITDA	:	Earnings before interests, taxation, depreciation and amortisation
ECU	:	Equity Compliance Unit of the SC
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 the IPO Shares through a Participating Financial Institution's ATM
Eligible Parties	:	Eligible Directors and employees of the Group, and persons who have contributed to the success of the Group
Eligible Person	:	Eligible Directors and employees of the Group (excluding subsidiaries which are dormant) who fulfils the conditions of eligibility as stipulated in the By-Laws
EPS	:	Earnings per Share
Financial Periods Under Review	:	Collectively, the FYE 2020, FYE 2021, FYE 2022 and FPE 2023

DEFINITIONS *(cont'd)*

First Tranche of SOP Award	:	Up to 16,250,000 SOP Options, representing up to 2.50% of our enlarged issued share capital upon Listing, to be granted under the SOP award in conjunction with our Listing
FPE	:	9-month financial period ended 30 September
FYE	:	Financial year(s) ended/ending, as the case may be, 31 December
GP	:	Gross profit
Grant Thornton or Reporting Accountants	:	Grant Thornton Malaysia PLT (Registration No. 201906003682 (LLP0022494-LCA) & AF 0737)
IMR or Providence	:	Providence Strategic Partners Sdn Bhd (Registration No. 201701024744 (1238910-A))
IMR Report	:	Independent Market Research Report on the Integrated Circuit Design, Assembly and Test Segments of the Semiconductor Industry, Automated Manufacturing and Digitalised Solutions Industry, and Semiconductor and Electronics Industries as set out in Section 8 of this Prospectus
Internet Participating Financial Institution(s)	:	Participating financial institution(s) for the Internet Share Application as listed in Section 15 of this Prospectus
Internet Share Application	:	The application for our IPO Shares through an online share application service provided by the Internet Participating Financial Institutions
IPO	:	Collectively, the Public Issue and Offer for Sale
IPO Price	:	RM[●] per IPO Share, being the issue/offer price payable by the investors under the IPO
IPO Share(s)	:	Collectively, the Public Issue Shares and Offer Shares
Issuing House	:	Tricor Investor & Issuing House Services Sdn Bhd (Registration No. 197101000970 (11324-H))
IT	:	Information Technology
KAF IB or Principal Adviser or Sponsor or Sole Underwriter or Sole Placement Agent	:	KAF Investment Bank Berhad (Registration No. 197401003530 (20657-W))
Khazanah	:	Khazanah Nasional Berhad (Registration No. 199301020767 (275505-K))
Listing	:	Admission to the Official List and the listing of and quotation for the entire enlarged share capital of 3REN on the ACE Market
Listing Requirements	:	ACE Market Listing Requirements of Bursa Securities, including any amendments thereto that may be made and enacted from time to time

DEFINITIONS (*cont'd*)

Listing Scheme	: Collectively, the RCPS Conversion, Acquisitions, IPO, Share Transfer and Listing
LPD	: 29 February 2024, being the latest practicable date prior to the registration of this Prospectus
LTIP	: Long term incentive plan for the award of SGP and/or SOP to any Eligible Person in accordance with the provisions of the By-Laws
Malaysian Public or Public	: Citizens of Malaysia and companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia
Market Day(s)	: Any day(s) 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
MBPP	: Majlis Bandaraya Pulau Pinang
MBSJ	: Majlis Bandaraya Subang Jaya
MBSP	: Majlis Bandaraya Seberang Perai
MCO	: Movement control order (including all versions and phases) issued by the Government of Malaysia under the Prevention and Control of Infectious Diseases Act 1988 and the Police Act 1967
MDEC	: Malaysia Digital Economy Corporation Sdn Bhd (Registration No. 199601016995 (389346-D))
MFRS	: Malaysian Financial Reporting Standards
MIDA	: Malaysian Investment Development Authority
MITI	: Ministry of Investment, Trade and Industry Malaysia
MSC Malaysia	: MSC Malaysia status issued by MDEC (<i>now known as Malaysia Digital Status or MD Status</i>)
MTDC	: Malaysian Technology Development Corporation Sdn Bhd (Registration No. 199201004292 (235796-U))
MyIPO	: Intellectual Property Corporation of Malaysia
NA	: Net assets
NBV	: Net book value
Offer for Sale	: Offer for sale by the Offerors of the Offer Shares at the IPO Price
Offer Shares	: 45,000,000 existing Shares to be offered by the Offerors pursuant to the Offer for Sale
Offeror(s)	: Collectively, Koh Dim Kuan, Lee Chee Hoo, Low Chee Onn and MTDC
Official List	: The list specifying all securities listed on the ACE Market
Option Price	: The price at which the SOP participant shall be entitled to subscribe for the Shares upon the exercise of the SOP option

DEFINITIONS *(cont'd)*

Participating Financial Institution(s)	: The participating financial institution(s) for the Electronic Share Application as listed in Section 15 of this Prospectus
PAT	: Profit after taxation
PBT	: Profit before taxation
PE Multiple	: Price-to-earnings multiple
Pink Form Allocation	: Allocation of the Pink Form Shares to the Eligible Parties, which forms part of the Public Issue
Pink Form Share(s)	: 30,000,000 IPO Shares to be issued pursuant to the Pink Form Allocation
PPE	: Property, plant and equipment
Prescribed Security	: 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
Promoter(s)	: Collectively, Koh Dim Kuan and Lee Chee Hoo
Prospectus	: This Prospectus dated [●] in relation to our IPO
PSDC	: Penang Skills Development Centre
Public Issue	: Issuance of the Public Issue Shares, payable in full upon application, subject to the terms and conditions of the Prospectus
Public Issue Shares	: 110,000,000 new Shares at the IPO Price
QC	: Quality control
R&D	: Research and development
R3 Capital	: R3 Capital Sdn Bhd (Registration No. 202101020513 (1420813-K))
RCPS	: Redeemable convertible preference shares in Sophic Automation held by MTDC
RCPS Conversion	: Conversion by MTDC of its entire 8,800,000 RCPS into 71,700 new ordinary shares in Sophic Automation (prior to the Acquisition of Sophic Automation)
Record of Depositors	: A record provided by Bursa Depository to our Company under Chapter 24.0 of the Rules
ROC	: Registrar of Companies
Rules	: The Rules of Bursa Depository
SAC	: Shariah Advisory Council of the SC
SC	: Securities Commission Malaysia

DEFINITIONS *(cont'd)*

Securities Account	:	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
Share Transfer	:	Transfer of an aggregate of 260,000,000 Shares held by Koh Dim Kuan and Lee Chee Hoo to R3 Capital during the prescription period
SICDA or Depository Act	:	Securities Industry (Central Depositories) Act, 1991
Specified Shareholders	:	Collectively, Koh Dim Kuan, Lee Chee Hoo and R3 Capital
Sq ft or sq ft	:	Square feet/foot
SVN Automation	:	SVN Automation Company Limited (Enterprise Registration Certificate No. 0312645596), a former subsidiary of Sophic Automation incorporated and based in Vietnam
Underwriting Agreement	:	The underwriting agreement dated [●] entered into between our Company and our Sole Underwriter pursuant to the IPO
USA or US	:	United States of America

MAJOR CUSTOMERS AND SUPPLIERS

Intel group of companies	:	Comprises certain subsidiaries of Intel Corporation which are based in Malaysia, Vietnam, Costa Rica, China, USA, India and Taiwan as further disclosed in Section 7.17 of this Prospectus
KellyOCG	:	KellyOCG Malaysia Sdn Bhd (Registration No. 201621000375 (1171300-X))
Top Glove group of companies	:	Comprises certain subsidiaries of Top Glove Corporation Berhad which are based in Malaysia, Thailand and Vietnam
Customer A	:	Customer A is a company incorporated and based in Malaysia and is a supplier and manufacturer of solid-state storage systems and other electronic storage systems associated with the semiconductor manufacturing industry. Customer A is a subsidiary of a holding company which was incorporated and based in the USA and listed on the Nasdaq Global Select Market with a market capitalisation of USD19.38 billion as at the LPD. The holding company of Customer A is a developer, manufacturer and provider of data storage devices based on flash and hard disk drive technologies, based in the USA. The group has business operations in the Americas, Asia Pacific, Europe and the Middle East regions.

We are unable to disclose the identity of Customer A due to the non-disclosure agreement executed with our Group which prohibits the disclosure of business information without prior written consent. We have sought consent from the Customer A for disclosure but such consent had not been granted.

DEFINITIONS *(cont'd)*

Customer B : Customer B is a local city council of a state in Malaysia, which is mainly responsible for administering, amongst others, the urban planning, heritage preservation, public health, sanitation, waste management, traffic management, environmental protection, building control, social and economic development and general maintenance of the urban infrastructure of the city.

We have sought consent from the Customer B for disclosure but such consent had not been granted.

Customer C : Customer C is a company incorporated and based in Malaysia and is a provider of electronic design and test solutions. Customer C is a subsidiary of a holding company which was incorporated and based in the USA and is listed on the New York Stock Exchange with a market capitalisation of USD26.99 billion as at the LPD. The holding company of Customer C is also a provider of electronic design and test solutions. The enlarged group has business operations in the Americas, Asia Pacific and Europe regions.

We have sought consent from the Customer C for disclosure but such consent had not been granted.

Customer D : Customer D is involved in the manufacturing of plastics, moulding dies and tools, as well as the assembly for the electrical, electronic, audio, telecommunication, automotive industries and medical product based in Malaysia. Customer D is a subsidiary of an unlisted holding company based in Singapore, which is involved in the manufacturing of precision plastics injection molding and metal stamping components as well as precision mould and die fabrication.

We have sought consent from the Customer D for disclosure but such consent had not been granted.

Customer E : Customer E is a company incorporated and based in Singapore and is involved in the designing and manufacturing of sensor solutions. Customer E is a subsidiary of a holding company which was incorporated and based in Austria and is listed on the SIX Swiss Exchange with a market capitalisation of Swiss Franc 1.34 billion as at the LPD. The holding company of Customer C is also involved in the designing and manufacturing of sensor solutions. The enlarged group has business operations in the Americas, Asia Pacific and Europe regions.

We are unable to disclose the identity of Customer E due to the non-disclosure agreement executed with our Group which prohibits the disclosure of business information without prior written consent. We have sought consent from the Customer E for disclosure but such consent had not been granted.

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DEFINITIONS *(cont'd)*

- Supplier A** : Supplier A is involved in providing turnkey engineering solutions, training, consultation services and employment agency. Supplier A does not have any holding company. We are unable to disclose the identity of Supplier A due to the non-disclosure agreement executed with our Group which prohibits the disclosure of business information without prior written consent. We have sought consent from the Supplier A for disclosure but such consent had not been granted.
- Supplier B** : Supplier B is involved in the manufacturing of jigs and fixtures, general trading and machining. Supplier B is a subsidiary of an unlisted holding company involved in investment holding and the provision of management services. We have sought consent from the Supplier B for disclosure but such consent had not been granted.
- Supplier C** : Supplier C is involved in sales of computers and electronic equipment. Supplier C does not have any holding company. We are unable to disclose the identity of Supplier C due to the non-disclosure agreement executed with our Group which prohibits the disclosure of business information without prior written consent. We have sought consent from Supplier C for disclosure but such consent had not been granted.
- Supplier D** : Supplier D is involved in the supply of electrical and electronic components, mechanical parts and consultation services. Supplier D does not have any holding company. We are unable to disclose the identity of Supplier D due to the non-disclosure agreement executed with our Group which prohibits the disclosure of business information without prior written consent. We have sought consent from Supplier D for disclosure but such consent had not been granted.

CURRENCIES

- RM and sen** : Ringgit Malaysia and sen, respectively
- USD** : US Dollar
- VND** : Vietnamese Dong

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GLOSSARY OF TECHNICAL TERMS

The technical abbreviations and their meanings used throughout this Prospectus is in relation to our Group and business and may not correspond to the standard industry meanings usage of these terms. Unless otherwise indicated, the following definitions shall apply throughout this Prospectus:-

Analytics dashboard and visualisation platform	:	A platform which will display historical and real-time data unto a single dashboard for ease of view and understanding in the form of graphs and charts
Artificial intelligence or AI	:	A simulation of human intelligence in machines that are programmed to think like humans and mimic their actions, such as learning and problem-solving
Asset management system	:	A system that improves asset management by receiving and analysing maintenance data for key assets such as machinery and equipment, on a real-time basis
Augmented Reality or AR	:	Real world objects are enhanced by computer-generated perceptual information across a single or multiple sensory modalities, such as visual, auditory or haptic
Automated equipment	:	Refers to machinery, equipment and devices which are typically used to perform mundane, repetitive and tedious tasks
Ball Grid Array or BGA	:	A surface mount package that uses a grid of tiny solder spheres as its connectors
Big Data Analytics	:	An analysis of large amounts of information in terms of patterns and correlations to provide actionable insights
Circuit marginality validation	:	The process of testing and verifying the performance of ICs under conditions that are close to their specified limits. It's usually performed before concluding that the IC is ready to be shipped
Command and control centre	:	A system that enables monitoring and control of functions at the operations control centre and/or backup control centre.
Computerised maintenance management system or CMMS	:	A system which receives and analyses maintenance data for key assets such as machinery and equipment, on a real-time basis. It centralises all maintenance information and data and facilitates the processes of maintenance activities
Connected Production Suite	:	A collection of our in-house designed and developed proprietary platforms for digitalised solutions, comprising:- <ul style="list-style-type: none"> (a) Tofl; (b) mobile application platform for smart devices; and (c) analytics dashboard and visualisation platform
Delivery Centre	:	A dedicated premise set up for a customer to house product engineering design activities undertake by our engineers
die	:	A semiconducting material or silicon containing an IC
Digitalised solution(s)	:	A solution which enables an organisation to automate a particular operational process or multiple operational processes

GLOSSARY OF TECHNICAL TERMS (*cont'd*)

Display	:	In the context of HSIO, it refers to the high-speed interfaces and communication channels used to transmit display-related data between electronic devices and display
Edge device	:	A device or equipment that located near the data source and are able to perform specific tasks, such as data processing, routing, storage, filtering and communication. It can also transmit data between the local network and cloud-base server
Electrical validation	:	The process of validating the electrical performance and electrical characteristics of an IC to ensure that it meets its design specification
Electronic mail or email	:	A method of transmitting and receiving messages via electronic devices
Engineering support services	:	Engineering services provided to semiconductor companies or IDMs in the process of IC or chip assembly and testing
Fabless or fablite company(ies)	:	Companies which are involved in the design, marketing and sale of ICs, but fully or partially outsource the fabrication and assembly of ICs
Factory Acceptance Test	:	This test verifies that the configuration of the solution is in accordance with the customers' specifications
Functional validation	:	A process of validating the functionality of an IC
Fuse	:	In the context of HSIO, it refers to a type of configuration setting or parameter that is programmed in a device to enable or disable certain settings or functionalities (e.g., signal termination, voltage levels) of a HSIO interface. The fuse is programmed to make those settings of functionalities permanent or non-volatile
General Purpose Input/Output or GPIO	:	A set of pins or interfaces on a device or IC that is used to connect with various external devices, components or sensors and can be controlled by software or hardware to perform specific tasks
High value manufacturing materials	:	These raw materials cost more, and include, but not limited to, gold wires, epoxy, rubber tips, solder balls, solder pastes, reels, test sockets, bonding capillaries and probe pins
High-Definition Multimedia Interface or HDMI	:	Digital image, audio and video interface which allows the transmission of high-quality digital image, audio and video signals between various devices
High-speed Input/Output or HSIO	:	The interfaces or communication channels that operate at high data rates and are able to transfer large amounts of data in a short amount of time
High-volume manufacturing environment	:	This refers to the phase of production where a product is manufactured at a large scale to meet high demand in the market

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GLOSSARY OF TECHNICAL TERMS (*cont'd*)

Industrial Revolution 4.0 and 5.0 or Industry 4.0 and 5.0	: Refers to the fourth and fifth industrial revolution where traditional manufacturing and industrial processes are being transformed by advanced technologies, and where machinery, equipment and tools are interconnected with one another enabling production line systems to be managed and monitored remotely. It involves technologies like the Internet of Things, artificial intelligence, robotics, augmented reality, system integration and big data. The fifth industrial revolution aims to harness the cognitive ability of human resources to maximise use of machineries, in order to create a sustainable manufacturing environment
Integrated circuit(s) or ICs	: An integration of several resistors, capacitors, diodes and transistors onto the substrate or semiconductor wafer. It is also called a chip, microchip or die
Integrated device manufacturer(s) or IDMs	: Companies which are involved in the design, fabrication, assembly, packaging, marketing and sale of ICs or chips
Internet of things or IoT	: Internet-of-Things is a technology used that enables machinery and equipment used in a factory or organisation to be interconnected. Machinery and equipment that are interconnected are able to send and receive data on a real-time basis
Logic analysers	: Instruments used to collect, display and measure multiple electronic signals simultaneously from a digital system, which allows better understanding of the timing and logic relationships between different signals and components in the system
Machine learning	: The use of data and algorithms that allow software applications to be more accurate at predicting outcomes, without being explicitly programmed to do so
Mobile application platform for smart devices	: A solution which digitalises standard operating procedures and automates workflows. It will automatically coordinate workflows by deploying tasks to the assigned smart devices which are held by workers
New product introduction or NPI	: The process of taking a product from its conceptual stages to its final form
Operational efficiency solution	: A solution to measure productivity and to enable improvement in targeted areas (e.g., performance) of the manufacturing process
Optical Character Recognition or OCR	: A technology that allows the extraction of text and data from images or scanned documents and then converts it to data that can be read and processed by computers and software systems
Outsourced semiconductor assembly and test service providers or OSATs	: Companies that provide third-party IC assembly, testing and packaging services
Peripheral Component Interconnect Express or PCIe	: This is a type of connection used for high-speed data transfer between electronic components
Post-silicon validation	: The process of validating the design of product prototypes during its product lifecycle

GLOSSARY OF TECHNICAL TERMS (*cont'd*)

Predictive analytics	:	The process of assessing historical data to forecast future trends
Predictive maintenance	:	An approach that monitors the condition and performance of assets on a real-time basis to predict when maintenance service should be performed
Principals	:	Manufacturers of hardware components or developers of software applications, from which hardware components and software applications are sourced for use in the design, development and sale of digitalised solutions and automated equipment
Printed circuit board or PCB	:	A thin board made from fiberglass or other laminate materials that is found in electrical or electronic products. It is used to mechanically support and electrically connect electronic components using conductive tracks made from copper sheets laminated onto a non-conductive substrate
Product engineering services	:	An engineering service provided to companies, typically in the semiconductor or electronics industry, to assist with the product design and validation, testing, fabrication and assembly of ICs or chips before mass production
Product lifecycle	:	The stages that a product goes from its initial development and introduction to the market until it's declined and discontinued
Protocol analysers	:	Measurement tools used to collect, monitor and analyse the data signals between devices or components that communicate using specific protocols
Robotic Process Automation or RPA	:	This is a technology that is used to automate high-volume repetitive tasks
Signal Integrity or SI	:	A set of measures of the quality of an electrical signal as it travels from one electric component to another
Site Acceptance Test	:	This test validates that the system integrity and performance is in accordance with the customer's requirements. It involves the setup and running of the entire solutions, under a simulated environment and real-time environment
Smart cities	:	Cities that use technology to automate the management of urban challenges, improve the security and quality of life of its residents, increase economic activity and encourage public participation in the aforementioned areas
Smart devices	:	Electronic devices with in-built intelligent functionalities and able to operate with minimal human intervention. Examples include smartphones and smart wearables
Smart factory	:	A smart factory automates the electronics and semiconductors manufacturing process as well as all other processes in a production facility, from the receipt of raw materials and supplies to the production and assembly of end-products. Workers remotely supervise the status of the various machinery and equipment throughout the entire production facility, and monitor and control the operations of the electronics manufacturing solutions in a control room. As a result, minimal human intervention is required in the entire production facility

GLOSSARY OF TECHNICAL TERMS (*cont'd*)

Smart wearables	:	Wearable electronic devices with in-built intelligent functionalities and able to operate with minimal human intervention. Examples include smart glasses and smart watches
System level test debug	:	The process of validating the test that has been performed in SLT as well as validating the defective engineering samples and defective production samples that have been rejected during the manufacturing process and returned by the customer
System level testing or SLT	:	A type of testing that evaluates the functionality and performance of a complete and fully integrated system
Tofl	:	Our Group's in-house universal data bridge and connectivity solution. Tofl enables connection between various machinery, equipment, control hardware/devices and software systems in a business premise or manufacturing facility
Universal Flash Storage or UFS	:	A high-performance interface that is used applications that require low power consumptions, such as smartphones, tablets and automotive system
Universal Serial Bus or USB	:	A connection standard that is used to connect computers with peripheral devices such as smartphones, printers, scanners or flash drives, for connecting or data transferring
User-interface or UI	:	The point at which a user interacts with an electronic device, software application or website. The user is able to provide input or commands and receive output or feedback from the device, application or website
Video Graphics Array or VGA	:	A video interface that transmit analog signals for video transmission
Workforce efficiency solution	:	A solution which is equipped with smart wearable devices and system application to assist workers in improving efficiency in various activities of customers' business operations

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PRESENTATION OF INFORMATION

All references to “3REN” and “our Company” in this Prospectus are to 3REN Berhad. Unless the context otherwise stated, all references to “Group” are to our Company and our subsidiaries taken as a whole and 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 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.

All references to “Government” in this Prospectus are to the Government of Malaysia, and references to “RM” and “sen” are to the lawful currencies of Malaysia. Certain abbreviations, acronyms and technical terms in this Prospectus are defined in “Definitions” and “Glossary of Technical Terms”. Words importing the singular include the plural and vice versa. Words importing a gender include any gender. References to persons include a corporation.

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

The word “approximately” used in this Prospectus indicates that a number is not exact. Certain numbers presented in this Prospectus have been rounded off to the nearest thousandth or 2 decimal places, hence may not be accurate. Any discrepancies in the tables included herein between the amounts and totals are due to rounding.

This Prospectus includes statistical data provided by us and various third parties and cites third-party projections regarding the 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 the IMR. 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. However, third-party projections, including the projections from IMR cited in this Prospectus are subject to significant uncertainties that could cause actual data to differ materially from the projected figures. Hence, you should not rely on the third-party projections cited in this Prospectus.

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

Unless otherwise stated, any reference to a time of day in this Prospectus shall be a reference to Malaysian time.

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

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FORWARD LOOKING STATEMENTS

This Prospectus includes forward-looking statements, which include all statements other than statements of historical facts included in this Prospectus, including, without limitation, those regarding our financial position, business strategies, prospects, plans and objectives of our management for future operations.

Some of these statements can be identified by words that have a bias towards or are forward-looking such as “may”, “will”, “would”, “could”, “believe”, “expect”, “anticipate”, “estimate”, “aim”, “plan”, “forecast”, “project” or similar expressions. Such forward-looking statements involve known and unknown risks, uncertainties, contingencies and other important factors beyond our Group’s control that could cause our actual results, performances or achievements to materially differ from future results, performances or achievements expressed or implied by such forward-looking statements. Such forward-looking statements include, without limitation, statements relating to:-

- (a) the demand of our services and/or products;
- (b) our business strategies;
- (c) our plans and objectives for future operations;
- (d) our future financial position, earnings, cash flows and liquidity; and
- (e) our ability to pay future dividends.

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 COVID-19 pandemic and possible similar future outbreaks;
- (b) the economic, political and investment environment in Malaysia; and
- (c) government policy, legislation or regulation.

Such forward-looking statements are based on numerous assumptions regarding our Group’s present and future business strategies and the environment in which we operate. Additional factors that could cause our actual results, performances or achievements to differ materially include, but are not limited to those discussed in Section 9 on Risk Factors and Section 12.4 on Management’s Discussion and Analysis of Financial Condition and Results of Operations of this Prospectus. We cannot assure you that the forward-looking statements in this Prospectus will be realised.

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TABLE OF CONTENTS

1.	CORPORATE DIRECTORY	1
2.	APPROVALS REQUIRED AND MORATORIUM	4
2.1	Approvals and Conditions	4
2.2	Moratorium	5
3.	PROSPECTUS SUMMARY	6
3.1	Principal Details of the IPO	6
3.2	Group Structure, Business Model and Operational Highlights	6
3.3	Competitive Strengths	8
3.4	Future Plans and Strategies	9
3.5	Risk Factors	11
3.6	Directors and Key Senior Management	12
3.7	Promoters and Substantial Shareholders	12
3.8	Utilisation of Proceeds	13
3.9	Financial Highlights	13
3.10	Dividend Policy	15
3.11	Material Interruptions to Our Business	15
4.	PARTICULARS OF THE IPO	16
4.1	Opening and Closing of Application	16
4.2	Indicative Timetable	16
4.3	Details of Our IPO	16
4.4	LTIP	22
4.5	Basis of Arriving at the IPO Price	25
4.6	Share Capital, Classes and Ranking of Our Shares	26
4.7	Dilution	27
4.8	Utilisation of IPO Proceeds	28
4.9	Underwriting Commission, Brokerage Fee and Placement Fee	37
4.10	Salient Terms of the Underwriting Agreement	38
5.	INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT	39
5.1	Promoters and Substantial Shareholders	39
5.2	Directors	44
5.3	Board Practices	57
5.4	Management Reporting Structure	60
5.5	Key Senior Management	61
5.6	Relationships or Associations Between Our Promoters, Substantial Shareholders, Directors and Key Senior Management	64
5.7	Existing or Proposed Service Agreements	64
5.8	Declaration by Our Promoters, Directors and Key Senior Management	64
6.	INFORMATION ON THE GROUP	66
6.1	Group Overview	66
6.2	Share Capital	70
6.3	Corporate Structure	70
6.4	Subsidiaries and Associated Companies	71
6.5	Listing Scheme	71
6.6	Material Investments and Divestitures	75
6.7	Public Take-Overs	77

[The rest of this page is intentionally left blank]

TABLE OF CONTENTS (cont'd)

7.	BUSINESS OVERVIEW	78
7.1	Business Model	78
7.2	Business Activities and Solutions	80
7.3	Business and Operation Process Flow	92
7.4	Quality Assurance and Quality Control	97
7.5	Competitive Strengths	98
7.6	Seasonality	101
7.7	Types, Sources and Availability of Raw Materials	102
7.8	Business Development and Marketing Strategies	103
7.9	Intellectual Properties	106
7.10	Major Licences and Permits	107
7.11	Dependency on Contracts, Intellectual Property Rights, Licences, Permits and/or Production or Business Processes	115
7.12	Material Contracts	115
7.13	Property, Plant and Equipment	117
7.14	Employees	122
7.15	R&D	123
7.16	Technology Used	125
7.17	Major Customers	129
7.18	Major Suppliers	132
7.19	Future Plans and Strategies	134
7.20	Governing Laws and Regulatory Requirements	140
7.21	Exchange Controls	142
7.22	Interruptions to Business and Operations	142
7.23	Economic, Environmental and Social Impact and Corporate Governance Practices	143
8.	IMR REPORT	148
9.	RISK FACTORS	159
9.1	Risks Relating to Our Business Operations	159
9.2	Risks Relating to the Industry We Operate In	164
9.3	Risks Relating to Investment in Our Shares	166
9.4	Other Risks	167
10.	RELATED PARTY TRANSACTIONS	168
10.1	Related Party Transactions	168
10.2	Other Transactions	169
11.	CONFLICT OF INTEREST	171
11.1	Interest in Similar Businesses	171
11.2	Declaration by the Advisers	171
12.	FINANCIAL INFORMATION	172
12.1	Reporting Accountants' Report on the Proforma Statements of Financial Position	172
12.2	Historical Financial Information	185
12.3	Capitalisation and Indebtedness	188
12.4	Management's Discussion and Analysis of Financial Condition and Results of Operations	189
12.5	Liquidity and Capital Resources	219
12.6	Key Financial Ratios	227
12.7	Trend Information	232
12.8	Order Book	233
12.9	Dividend Policy	233

TABLE OF CONTENTS (*cont'd*)

13.	ACCOUNTANTS' REPORT	235
14.	ADDITIONAL INFORMATION	308
14.1	Extracts of Our Constitution	308
14.2	Share Capital	321
14.3	Changes in Share Capital	322
14.4	Consents	323
14.5	Documents Available for Inspection.....	324
14.6	Responsibility Statements.....	324
15.	SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE	325
15.1	Opening and Closing of Application Period	325
15.2	Methods of Applications	325
15.3	Eligibility	326
15.4	Application by Way of Application Form	327
15.5	Application by Way of Electronic Share Application	328
15.6	Application by Way of Internet Share Application	328
15.7	Authority of Our Board and the Issuing House	328
15.8	Over/Under-Subscription	329
15.9	Unsuccessful/Partially Successful Applicants.....	329
15.10	Successful Applicants	330
15.11	Enquiries	331
ANNEXURE A	BY-LAWS OF THE LTIP	A-1

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