

THIS INDEPENDENT ADVICE CIRCULAR ("IAC") IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. YOU SHOULD READ THIS IAC IN CONJUNCTION WITH THE OFFER DOCUMENT DATED 21 OCTOBER 2025 ISSUED BY AMINVESTMENT BANK BERHAD ON BEHALF OF THE JOINT OFFERORS (AS DEFINED HEREIN) WHICH HAS BEEN SENT TO YOU.

If you are in any doubt as to the course of action to be taken in relation to the Offer (as defined herein), please consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately. If you have sold or transferred all your Offer Shares (as defined herein), you should hand this IAC immediately to the person through whom you have effected the sale or transfer for onward transmission to the purchaser or transferee.

Pursuant to subparagraphs 11.03(2) and 11.04(2) of the Rules on Take-overs, Mergers and Compulsory Acquisitions, the Securities Commission Malaysia ("SC") has notified that it has no further comments on the contents of this IAC. However, such notification shall not be taken to suggest that the SC agrees with our recommendation or assumes responsibility for the correctness of any statements made or opinions or reports expressed in this IAC.



VESTLAND BERHAD

(Registration No. 202101037563 (1437863-M))
(Incorporated in Malaysia)

**INDEPENDENT ADVICE CIRCULAR TO THE HOLDERS IN RELATION TO THE
UNCONDITIONAL MANDATORY TAKE-OVER OFFER**

BY

NOBLE PINNACLE (HOLDING) SDN BHD

(Registration No. 202401010787 (1556637-D))
(Incorporated in Malaysia)

DATO' SOO SZE CHING

DATUK LIEW FOO HEEN

WONG SAI KIT

(COLLECTIVELY, THE "JOINT OFFERORS")

THROUGH

AMINVESTMENT BANK BERHAD

(Registration No. 197501002220 (23742-V))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

TO ACQUIRE

**ALL THE REMAINING ORDINARY SHARES IN VESTLAND BERHAD NOT ALREADY HELD
BY THE JOINT OFFERORS AND THE PERSONS ACTING IN CONCERT WITH THEM ("OFFER
SHARE(S)") FOR A CASH CONSIDERATION OF RM0.34 PER OFFER SHARE ("OFFER")**

Independent Adviser

UOBKayHian

UOB KAY HIAN (M) SDN BHD

(formerly known as UOB Kay Hian Securities (M) Sdn Bhd)
(Registration No. 199001003423 (194990-K))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

This Independent Advice Circular is dated 31 October 2025

DEFINITIONS

Except where the context otherwise requires or where otherwise defined herein, the following definitions shall apply throughout this IAC:-

"Accepting Holder(s)"	: Holder(s) who accept(s) the Offer in accordance with the terms and conditions as set out in the Offer Document
"Acquisitions"	: Acquisition by NPH of the following:- (i) 17,050,000 VLB Shares, representing 1.81% of the total equity interest in VLB form Datuk Liew for a cash consideration of RM5,797,000.00 or RM0.34 per VLB Share; and (ii) 13,640,033 VLB Shares, representing 1.44% of the of the total equity interest in VLB form Wong SK for a cash consideration of RM4,637,611.22 or RM0.34 per VLB Share, pursuant to the terms and conditions of the SPA
"Act"	: Companies Act 2016
"Agreed Proportions"	: One of the salient terms under the Shareholders' Agreement whereby the Joint Offerors agreed that all the Offer Shares received from Valid Acceptances shall be allocated on a 50:50 basis between NPH and Datuk Liew so as to ensure that the relative equity proportions (whether direct or indirect) in the Offeree held by (1) Dato' Soo (through NPH) and (2) Datuk Liew, as at completion of the SPA are substantially maintained
"AmInvestment Bank" or the "Principal Adviser"	: AmInvestment Bank Berhad (Registration No. 197501002220 (23742-V)), being the Principal Adviser to the Joint Offerors in relation to the Offer
"Board"	: Board of directors of VLB
"Bursa Depository"	: Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
"Bursa Securities"	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
"Closing Date"	: (i) First Closing Date; or (ii) If the Offer is revised or extended in accordance with the Rules and the terms and conditions of the Offer Document, such other revised or extended closing date as the Joint Offerors may decide and AmInvestment Bank may announce, on behalf of the Joint Offerors at least 2 days before the Closing Date, as the case may be
"CMSA"	: Capital Markets and Services Act 2007
"Dato' Soo"	: Dato' Soo Sze Ching, being one of the Joint Offerors
"Datuk Liew"	: Datuk Liew Foo Heen, being one of the Joint Offerors
"DBT(s)"	: Direct business transaction(s)
"DCF"	: Discounted cash flow
"Director(s)"	: The director(s) of VLB and shall have the meaning given in section 2(1) of the Act and section 2(1) of the CMSA

DEFINITIONS (CONT'D)

"Dissenting Shareholder(s)"	: Any Holder(s) who do/does not accept the Offer and/or any Holder(s) who has/have failed or refused to transfer the Offer Shares to the Joint Offerors in accordance with the terms and conditions of the Offer Document
"Distribution(s)"	: Any dividends and/or other distributions of any nature declared, made and/or paid by VLB to the Holders on or after the date of the Notice but prior to the Closing Date
"EPS"	: Earnings per Share
"FCFE"	: Free cash flows to equity
"First Closing Date"	: 5.00 p.m. (Malaysian Time) on Tuesday, 11 November 2025, being 21 days from the Posting Date
"Form of Acceptance and Transfer"	: The form of acceptance and transfer for the Offer Shares, as enclosed in the Offer Document
"FPE"	: Financial period ended/ending, as the case may be
"FYE"	: Financial year ended/ending, as the case may be
"Holder(s)"	: Each holder(s) (including any custodian, nominee and trustee) of the Offer Shares
"IAC"	: This independent advice circular dated 31 October 2025 in relation to the Offer, comprising the letter from the Board (as contained in Part A of this IAC), the IAL (as contained in Part B of this IAC) and the accompanying appendices
"IAL"	: The independent advice letter from the Independent Adviser to the Holders dated 31 October 2025, as set out in Part B of this IAC
"Interested Directors"	: Collectively, Datuk Liew being one of the Joint Offerors and the Group Managing Director of VLB, as well as Wong SK being one of the Joint Offerors and the Executive Director of VLB. They are deemed interested in the Offer and accordingly have abstained and will continue to abstain from deliberating and voting at all relevant Board meeting(s) of VLB in relation to the Offer
"IPO"	: Initial public offering
"Joint Offerors"	: Collectively, NPH, Dato' Soo, Datuk Liew and Wong SK
"Lim YE"	: Lim Yoke Eng, being one of the PACs
"Listing Requirements"	: ACE Market Listing Requirements of Bursa Securities
"LPD"	: 24 October 2025, being the latest practicable date prior to the issuance of this IAC
"LTD"	: 29 September 2025, being the last full trading day of VLB Shares prior to the date of the Notice
"Market Day(s)"	: Any day(s) on which Bursa Securities is open for trading of securities
"MFRS"	: Malaysian Financial Reporting Standards
"NA"	: Net assets attributable to owners of the company

DEFINITIONS (CONT'D)

"Non-Interested Directors"	:	Directors of VLB (excluding the Interested Directors who have abstained and will continue to abstain from deliberations and making any recommendations in relation to the Offer), namely Dato' Mathialakan Chelliah, Dato' Yong Lei Choo, Ong Wei Liam @ Jeremy Ong and Wee Chuen Lii
"Notice"	:	The notice of the Offer dated 30 September 2025, served on the Board by AmlInvestment Bank on behalf of the Joint Offerors
"NPH"	:	Noble Pinnacle (Holding) Sdn Bhd (Registration No. 202401010787 (1556637-D)), being one of the Joint Offerors
"NPSB"	:	Noble Pinnacle Sdn Bhd (Registration No. 201601027754 (1198693-K))
"Offer"	:	The unconditional mandatory take-over offer by the Joint Offerors, through AmlInvestment Bank, to acquire all the Offer Shares at the Offer Price subject to and in accordance with the terms and conditions set out in Section 2 and Appendix I of the Offer Document, including any revision thereof
"Offer Document"	:	The document dated 21 October 2025, which contains the details of the Offer together with the enclosed Form of Acceptance and Transfer
"Offer Document LPD"	:	14 October 2025, being the latest practicable date prior to the Posting Date
"Offer Period"	:	The period commencing from 30 September 2025, being the date of announcement of the execution of Shareholders' Agreement, the Acquisitions and serving of the Notice, until the earlier of either:- (i) the Closing Date; or (ii) the date on which the Offer lapses or is withdrawn with the prior written consent of the SC
"Offer Price"	:	Cash consideration of RM0.34 per Offer Share, subject to any adjustment, where applicable, in the manner set out in Section 2.1 of the Offer Document
"Offer Share(s)"	:	All the remaining 274,562,400 VLB Shares not already owned by the Joint Offerors and the PACs, representing approximately 29.08% of the total number of issued VLB Shares as at the Offer Document LPD
"Official List"	:	A list specifying all securities which are listed on the ACE Market of Bursa Securities
"PAC(s)"	:	Person(s) acting in concert with the Joint Offerors in relation to the Offer in accordance with subsection 216(2) of the CMSA and/or person(s) presumed to be acting in concert with the Joint Offerors under subsection 216(3) of the CMSA
"PAT"	:	Profit after taxation, as the case may be
"PBT"	:	Profit before taxation, as the case may be
"Posting Date"	:	21 October 2025, being the date of despatch of the Offer Document to the Holders
"Public Requirement"	Spread :	The requirement under Rule 8.02(1) of the Listing Requirements, whereby a listed corporation must ensure that at least 25% of its total listed shares (excluding treasury shares) are held by public shareholders to ensure its continued listing on the ACE Market of Bursa Securities

DEFINITIONS (CONT'D)

"RM" and "sen"	:	Ringgit Malaysia and sen respectively, being the lawful currency of Malaysia
"Rules"	:	Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the SC
"SC"	:	Securities Commission Malaysia
"Shareholders' Agreement"	:	The shareholders' agreement dated 30 September 2025 entered into between the Joint Offerors to regulate their rights and obligations with one another as shareholders of VLB and to govern the management and conduct of certain matters in respect of the VLB Group
"Soo WL"	:	Soo Wen Li, being one of the PACs
"SPA"	:	The unconditional share purchase agreement dated 30 September 2025, entered into between NPH (as purchaser) and the Vendors in respect of the Acquisitions
"UOBKH" or the "Independent Adviser"	:	UOB Kay Hian (M) Sdn Bhd (formerly known as UOB Kay Hian Securities (M) Sdn Bhd) (Registration No. 199001003423 (194990-K)), being the independent adviser appointed by the Board (save for the Interested Directors) pursuant to paragraph 3.06 of the Rules to advise the Non-Interested Directors and the Holders as well as to provide comments, opinions, information and recommendation on the Offer
"Valid Acceptance(s)"	:	The acceptance(s) of the Offer by Holder(s) in accordance with the terms and conditions of the Offer Document, which is deemed by the Joint Offerors to be valid and complete in all respects
"Vendors"	:	Collectively, Datuk Liew and Wong SK
"VLB" or the "Company" or the "Offeree"	:	Vestland Berhad (Registration No. 202101037563 (1437863-M))
"VLB Group" or the "Group"	:	Collectively, VLB and its subsidiaries
"VLB Share(s)" or "Share(s)"	:	Ordinary share(s) in VLB
"VWAP"	:	Volume weighted average market price
"Wong SK"	:	Wong Sai Kit, being one of the Joint Offerors

Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any references to persons shall include corporations, unless otherwise specified.

Any references in this IAC to any enactment are references to that enactment as for the time being amended or re-enacted.

All references to "we", "us" and "our" in this IAC (*save for the Executive Summary and the letter from the Board*) are to UOBKH, being the Independent Adviser for the Offer.

All references to "you" or "Holder(s)" in this IAC are to the Holder of the Offer Shares, being the person to whom the Offer is being made.

Any discrepancies in the tables included in this IAC between the amounts listed, actual figures and the totals thereof are due to rounding.

Any references to time and date in this IAC shall be references to Malaysian time and date, unless otherwise stated. Where a period specified in the Rules ends on a day which is not a Market Day, the period is extended until the next Market Day, as appearing in this IAC.

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EXECUTIVE SUMMARY

THIS EXECUTIVE SUMMARY HIGHLIGHTS THE SALIENT INFORMATION OF THE OFFER. HOLDERS ARE ADVISED TO READ CAREFULLY THE CONTENTS OF THIS IAC FOR FURTHER INFORMATION AND THE RECOMMENDATION IN RELATION TO THE OFFER FROM THE NON-INTERESTED DIRECTORS (PART A OF THIS IAC) AND FROM UOBKH, THE INDEPENDENT ADVISER (PART B OF THIS IAC). THIS IAC SHOULD ALSO BE READ IN CONJUNCTION WITH THE OFFER DOCUMENT.

1. INTRODUCTION

On 30 September 2025, the Joint Offerors had entered into the Shareholders' Agreement to regulate their rights and obligations with one another as shareholders of VLB and to govern the management and general conduct of certain matters in respect of the VLB Group. The Shareholders' Agreement had established a concert party relationship amongst the Joint Offerors in accordance with subsection 216(2) of the CMSA.

Simultaneous with the execution of the Shareholders' Agreement, NPH, Datuk Liew and Wong SK had entered into the SPA where NPH has acquired an aggregate of 30,690,033 VLB Shares from the Vendors, representing approximately 3.25% of the total equity interest in VLB for a total cash consideration of RM10,434,611.22 or RM0.34 per VLB Share each. The details of the Acquisitions are as follows:-

Vendors	No. of VLB Shares	%(1)
Datuk Liew	17,050,000	1.81
Wong SK	13,640,033	1.44
Total	30,690,033	3.25

Note:-

(1) Computed based on the total issued share capital of VLB comprising 944,308,700 VLB Shares. For the avoidance of doubt, the Offeree does not have any treasury shares as at the Offer Document LPD.

The Acquisitions had been undertaken in accordance with the terms of the SPA via DBTs. As a consequence of the execution of the Shareholders' Agreement and upon completion of the Acquisitions:-

- (i) NPH has increased its equity interest in VLB from 281,403,993 VLB Shares, representing 29.80% of the total equity interest in VLB to 312,094,026 VLB Shares, representing 33.05% of the total equity interest in VLB;
- (ii) Dato' Soo has increased his total equity interest in VLB (comprising of both his direct and indirect equity interest through NPH and NPSB) from 282,817,093 VLB Shares representing 29.95% of the total equity interest in VLB to 313,507,126 VLB Shares representing 33.20% of the total equity interest in VLB; and
- (iii) The Joint Offerors and the PACs collectively hold 669,746,300 VLB Shares, representing approximately 70.92% of the total equity interest in VLB.

Accordingly, pursuant to subsection 218(2) of the CMSA and subparagraph 4.01(a) of the Rules, the Joint Offerors are obliged to extend an unconditional mandatory take-over offer to acquire all the Offer Shares at the Offer Price. For information purposes, the Offer is unconditional as the Joint Offerors and the PACs collectively hold more than 50% of voting shares or voting rights in VLB.

On 30 September 2025, AmInvestment Bank, had on behalf of the Joint Offerors, served the Notice to the Board in respect of the Offer. On the same date, the Board announced the receipt of the Notice and a copy of the Notice was despatched to the Holders on 7 October 2025.

On 1 October 2025, the Board (save for the Interested Directors) had appointed UOBKH as the Independent Adviser of VLB to advise the Non-Interested Directors and the Holders as well as to provide comments, opinions, information and recommendation in respect of the Offer, in accordance with paragraph 3.06 of the Rules. Following thereto, UOBKH had on 2 October 2025 declared to the SC its independence from any conflict of interest or potential conflict of interest in its capacity as the Independent Adviser in relation to the Offer pursuant to paragraph 3.07 of the Rules.

EXECUTIVE SUMMARY (CONT'D)

As at the Offer Document LPD, the PAC who holds VLB Shares are as follows:-

- (i) Soo WL, the sister of Dato' Soo as well as a shareholder holding 30% of the total equity interest in NPH;
- (ii) NPSB, a company controlled by Dato' Soo; and
- (iii) Lim YE, the mother of Dato' Soo.

For avoidance of doubt, the Offer shall not be extended to the PACs.

As at the Offer Document LPD, the direct and indirect shareholdings in VLB held by the Joint Offerors and the PACs who hold VLB Shares are as follows:-

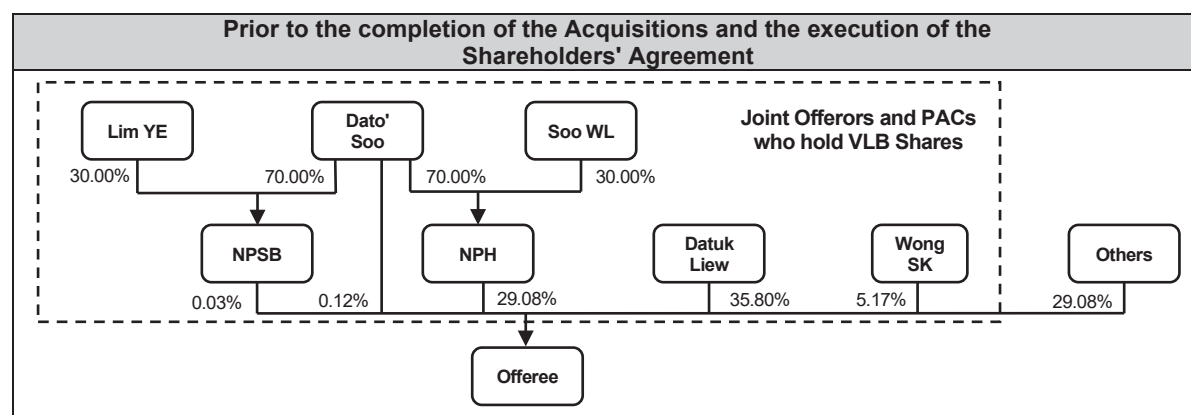
Name	Direct		Indirect	
	No. of VLB Shares	% ⁽¹⁾	No. of VLB Shares	% ⁽¹⁾
Joint Offerors				
NPH	312,094,026	33.05	-	-
Dato' Soo	1,110,000	0.12	312,397,126 ⁽²⁾	33.08
Datuk Liew	321,073,202	34.00	-	-
Wong SK	35,165,972	3.72	-	-
Total number of VLB Shares held by the Joint Offerors	669,443,200	70.89		
PACs				
Soo WL	-	-	312,094,026 ⁽³⁾	33.05
NPSB	303,100	0.03	-	-
Lim YE	-	-	303,100 ⁽⁴⁾	0.03
Total number of VLB Shares held by the Joint Offerors and the PACs	669,746,300	70.92		

Notes:-

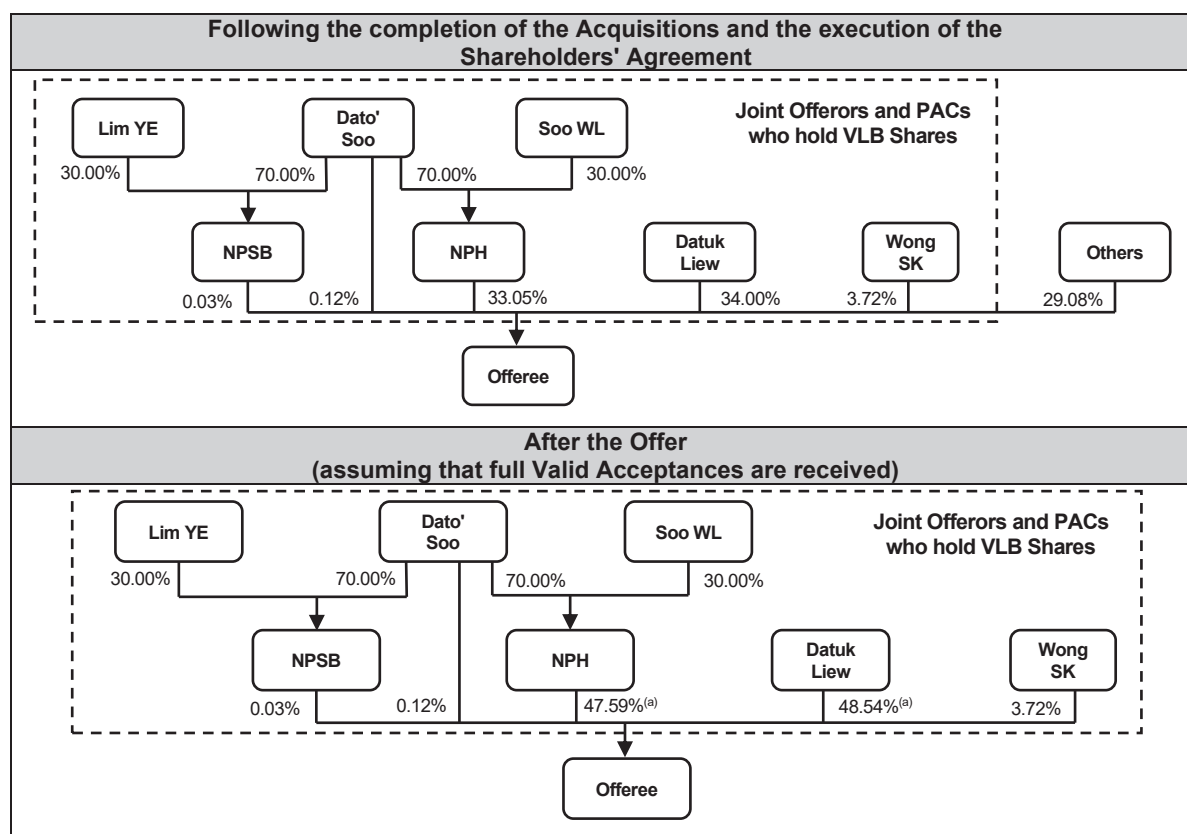
- (1) Computed based on the total issued share capital of VLB comprising 944,308,700 VLB Shares. For the avoidance of doubt, the Offeree does not have any treasury shares as at the Offer Document LPD.
- (2) Deemed interested by virtue of his interest in NPH and NPSB pursuant to section 8 of the Act.
- (3) Deemed interested by virtue of her interest in NPH pursuant to section 8 of the Act.
- (4) Deemed interested by virtue of her interest in NPSB pursuant to section 8 of the Act

As at the Offer Document LPD, the Joint Offerors and the PACs have not received any irrevocable undertaking from any Holder to accept or reject the Offer.

For information purposes, the corporate structure of VLB before and after the Offer (assuming that full Valid Acceptances are received) is depicted as follows:-



EXECUTIVE SUMMARY (CONT'D)



Note:-

- (a) Pursuant to the salient terms of the Shareholders' Agreement, the Joint Offerors have agreed that all the Offer Shares received from Valid Acceptances will be allocated between NPH and Datuk Liew based on the Agreed Proportions. The Offer Shares received from the Valid Acceptances shall be transferred to NPH first and NPH will request for a bulk transfer of such amount of Offer Shares from Valid Acceptances representing Datuk Liew's share of the Agreed Proportions to be transferred from NPH to Datuk Liew subsequent to the closing of the Offer.

In addition to the IAC, you should have by now received a copy of the Offer Document, which was despatched on 21 October 2025 and sets out the details, terms and conditions of the Offer as well as the procedures for acceptance and method of settlement of the Offer, together with the Form of Acceptance and Transfer.

Pursuant to subparagraphs 11.03(2) and 11.04(2) of the Rules, the SC had, vide its letter dated 30 October 2025 notified that it has no further comments on this IAC. However, such notification shall not be taken to suggest that the SC agrees with the recommendations contained herein or assumes responsibility for the correctness of any statements made or opinions or reports expressed in this IAC.

THE PURPOSE OF THIS IAC IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE OFFER AND THE NON-INTERESTED DIRECTORS' AND UOBKH'S VIEWS ON THE OFFER TOGETHER WITH THE RECOMMENDATION OF THE NON-INTERESTED DIRECTORS AND UOBKH, SUBJECT TO THE SCOPE AND LIMITATION OF OUR ROLE AND EVALUATION SPECIFIED IN THIS IAC.

EXECUTIVE SUMMARY (CONT'D)

2. TERMS AND CONDITIONS OF THE OFFER

The terms and conditions of the Offer are set out as follows:-

Consideration for the Offer	<p>The consideration for the Offer is RM0.34 per Offer Share, which shall be satisfied wholly in cash.</p> <p>Notwithstanding the above, if VLB declares, makes, and/or pays any Distribution on or after the date of the Notice but prior to the Closing Date and the Holders are entitled to retain such Distribution, the Offer Price shall be reduced by an amount equivalent to the net Distribution per VLB Share which such Holders are entitled to retain. For the avoidance of doubt, no adjustment shall be made to the Offer Price in the event the entitlement date for the Distribution is after the Closing Date.</p> <p>As at the Offer Document LPD, VLB has not announced any Distribution that is payable on or after the date of the Notice.</p> <p>Holders may accept the Offer in respect of all or part of their Offer Shares. They may not accept the Offer in excess of their respective holdings of the Offer Shares. The Joint Offerors will not pay fractions of a sen to the Accepting Holders. Hence, where applicable, the cash consideration payable to the Accepting Holders in respect of Valid Acceptances of the Offer will be rounded down to the nearest whole sen.</p>
Conditions of the Offer	<p>The Offer is not conditional upon any minimum level of acceptances of the Offer Shares as the Joint Offerors and the PACs already collectively hold more than 50% of the voting shares or voting rights of VLB upon the execution of the Shareholders' Agreement and the completion of the Acquisitions. For information purposes, as at the Offer Document LPD, the Joint Offerors and the PACs collectively hold 669,746,300 VLB Shares, representing approximately 70.92% of the total equity interest in VLB.</p>
Duration of the Offer	<p>The Offer will remain open for acceptances until 5.00 p.m. (Malaysian time) on Tuesday, 11 November 2025, being the First Closing Date, unless extended or revised by the Joint Offerors in accordance with the Rules and the terms and conditions of the Offer Document. Any such extension or revision will be announced by AmlInvestment Bank, on behalf of the Joint Offerors at least 2 days before the Closing Date and such announcement will state the next closing date of the Offer. If the Offer is revised, notice of any such revision will be posted to the Holders accordingly.</p>
Method of settlement	<p>Save for the Joint Offerors' right to reduce the Offer Price as set out in Section 2.1 of the Offer Document and except with the consent of the SC, the Joint Offerors will settle the consideration in full in accordance with the terms and conditions of the Offer without regard to any lien, right of set-off, counter-claim or other analogous rights to which the Joint Offerors may be or claimed to be entitled against the Accepting Holders. However, this is without prejudice to the Joint Offerors' right to make any claim against the Accepting Holders after such full settlement in respect of a breach of any of the warranties set out in Section 1 of Appendix I of the Offer Document.</p> <p>The settlement of the consideration in respect of the Valid Acceptance for the Offer Shares will be effected via:-</p> <ul style="list-style-type: none">(a) remittance into the Accepting Holder's bank account, if the Accepting Holder has registered his/her/its bank account with Bursa Depository for the purpose of cash dividend/distribution; or(b) otherwise, if the Accepting Holder has not registered such details with Bursa Depository prior to the date of the Valid Acceptances, remittance in the form of cheque(s), banker's draft(s) and/or cashier's order(s) which will be posted by ordinary mail to the Accepting Holder (or his/her/its designated agents, as he/she/it may direct) at his/her/its registered Malaysian address last maintained with Bursa Depository, at his/her/its own risk, <p>within 10 days from the date of the Valid Acceptances.</p>

Please refer to **Appendix I** of the Offer Document for the other terms and conditions of the Offer and **Appendix II** of the Offer Document for details on the procedures for accepting the Offer and method of settlement of the Offer.

EXECUTIVE SUMMARY (CONT'D)

3. DETAILS OF ACCEPTANCES

As at the Offer Document LPD, the Joint Offerors and the PACs have not received any irrevocable undertaking from any Holder to accept or reject the Offer.

As at the LPD, there was no announcement made on Bursa Securities in respect of any Valid Acceptance of the Offer Shares.

4. EVALUATION OF THE OFFER

In arriving at our opinion and recommendation in respect of the Offer, we have assessed the fairness and reasonableness of the Offer in accordance with paragraphs 1 to 6 under Schedule 2: Part III of the Rules, whereby:-

- (i) the term "fair and reasonable" should generally be analysed as 2 distinct criteria, i.e. whether the offer is "fair" and whether the offer is "reasonable", rather than as a composite term;
- (ii) the Offer is considered as "fair" if the Offer Price is equal to or higher than the market price and is also equal to or higher than the value of the Offer Shares. However, if the Offer Price is equal to or higher than the market price but is lower than the value of the Offer Shares, the Offer is considered as "not fair". In making the assessment, the value of the Offer Shares is determined based on the assumption that 100% of the issued share capital of the offeree is being acquired;
- (iii) in considering whether the Offer is "reasonable", we have taken into consideration matters other than the valuation of the Offer Shares; and
- (iv) generally, a take-over offer would be considered "reasonable" if it is "fair".

You should consider carefully the Offer based on all pertinent factors and other considerations as set out in the IAC and the Offer Document and any other publicly available information.

4.1 Fairness of the Offer

In assessing the fairness of the Offer, UOBKH has considered the following pertinent factors:-

Considerations	
Valuation of VLB Shares	We are of the opinion that the income-based valuation method using the DCF is the most suitable valuation methodology to estimate the value of the VLB Shares, based on the reasons set out in Section 6.1, Part B of this IAC. The Offer Price represents a discount of RM0.25-RM0.30 or 42.37%-46.88% to the fair value per VLB Share of RM0.59-0.64.
Historical market prices of VLB Shares	The Offer Price represents:- <ul style="list-style-type: none">(i) a discount ranging from RM0.103-RM0.189 or 23.29%-35.69% to the last closing price, 5-day, 1-month, 3-month, 6-month and 1-year VWAPs of VLB Shares up to the LTD; and(ii) a discount ranging from RM0.120-RM0.124 or 26.09%-26.72% to the last closing price and the 5-day VWAP of VLB Shares up to the LPD.
UOBKH's view	Premised on the above, we are of the opinion that the Offer is <u>NOT FAIR.</u>

Please refer to **Section 6, Part B** of this IAC for further details.

EXECUTIVE SUMMARY (CONT'D)

4.2 Reasonableness of the Offer

In assessing the reasonableness of the Offer, UOBKH has considered the following pertinent factors:-

Considerations	
Listing status of VLB	<p>The Joint Offerors intend to maintain the listing status of VLB on the ACE Market of Bursa Securities. Furthermore, in the event that VLB does not comply with the Public Spread Requirement as a result of the Offer, the Joint Offerors shall work together with VLB to explore other options or proposals to enable compliance with the Public Spread Requirement.</p> <p>In assessing the trading liquidity of VLB Shares, we noted that VLB Shares are relatively illiquid as the average monthly trading volume of VLB Shares (excluding outliers) of 3.26% is lower than the average monthly trading liquidity of the Bursa Malaysia Construction Index of 9.74%. However, Holders who hold small blocks of VLB Shares may still have opportunity to dispose their shares in the open market subsequent to the Closing Date as the Joint Offerors intend to maintain the listing status of VLB on the ACE Market of Bursa Securities.</p>
Compulsory acquisition and rights of Dissenting Shareholders	<p>The Joint Offerors do not intend to invoke the provisions of subsection 222(1) of the CMSA to compulsorily acquire any remaining Offer Shares for which Valid Acceptances have not been received prior to the Closing Date even if the conditions stipulated in subsection 222(1) of the CMSA are fulfilled.</p>
UOBKH's view	<p>Given that VLB will remain listed and that VLB Shares will continue to be tradable on the ACE Market of Bursa Securities, Holders will still be able to participate in the trading of VLB Shares even after the Closing Date. Further, Holders will still have the opportunity to realise their investment in VLB Shares in the event the market price is higher than the Offer Price, net of transaction cost.</p> <p>Premised on the above, we are of the opinion that the Offer is <u>NOT REASONABLE</u>.</p>

Please refer to **Section 7, Part B** of this IAC for further details.

5. CONCLUSION AND RECOMMENDATION

Based on our evaluation, we are of the opinion that the Offer is **NOT FAIR and NOT REASONABLE**.

Accordingly, we:-

- (i) have advised the Non-Interested Directors to recommend the Holders to **REJECT** the Offer; and
- (ii) recommend that the Holders **REJECT** the Offer.

The Non-Interested Directors **have concurred** with the opinion and recommendation of UOBKH that the Offer is **NOT FAIR and NOT REASONABLE**. Accordingly, the Non-Interested Directors recommend that you **REJECT** the Offer.

However, the decision on the course of action to be taken by the Holders in respect of the Offer will depend entirely on the Holders' risk appetite and specific preference as well as their expectation of the future performance of VLB Group. Holders should also be mindful that continuous fluctuation in the market prices of VLB Shares might happen prior to and after the Closing Date.

Hence, Holders are advised to closely monitor the market prices and information/announcements in relation to the Offer before making a decision on the course of action to be taken in respect of the Offer.

EXECUTIVE SUMMARY (CONT'D)

6. IMPORTANT DATES AND EVENTS

The important dates pertaining to the Offer are as set out in the table below:-

Date	Event(s)
Tuesday, 30 September 2025	Notice served on the Board
Tuesday, 21 October 2025	Posting Date
Friday, 31 October 2025	Last date for the issuance of the IAC
Tuesday, 11 November 2025	First Closing Date ⁽¹⁾

Note:-

- (1) *The Offer will remain open for acceptances until 5.00 p.m. (Malaysian time) on Tuesday, 11 November 2025 being the First Closing Date, unless revised or extended in accordance with the Rules and the terms and conditions of the Offer Document. Any such revision or extension will be announced by AmlInvestment Bank on behalf of the Joint Offerors at least 2 days before the Closing Date. Notice of such revision will be posted to the Holders accordingly.*

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE INFORMATION CONTAINED IN THIS IAC, TOGETHER WITH THE OFFER DOCUMENT AND NOT RELY SOLELY ON THIS EXECUTIVE SUMMARY BEFORE FORMING AN OPINION ON THE OFFER AND MAKING A DECISION ON THE COURSE OF ACTION TO BE TAKEN.

To facilitate electronic delivery of documents in the future, it is important for you to register your e-mail address with Bursa Depository via:-

- (i) https://www.bursamalaysia.com/trade/our_products_services/central_depository_system/request_for_estatement; or
- (ii) Bursa Anywhere mobile application which can be downloaded from Google Play Store or Apple App Store.

PART A

LETTER FROM THE BOARD



VESTLAND BERHAD
(Registration No. 202101037563 (1437863-M))
(Incorporated in Malaysia)

Registered Office

Unit 30-01, Level 30, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No.8, Jalan Kerinchi
59200 Kuala Lumpur

31 October 2025

Board of Directors

Dato' Mathialakan Chelliah (*Independent Non-Executive Chairman*)
Datuk Liew Foo Heen (*Managing Director*)
Wong Sai Kit (*Executive Director*)
Dato' Yong Lei Choo (*Independent Non-Executive Director*)
Ong Wei Liam @ Jeremy Ong (*Independent Non-Executive Director*)
Wee Chuen Lii (*Independent Non-Executive Director*)

To: The Holders

Dear Sir/Madam,

**UNCONDITIONAL MANDATORY TAKE-OVER OFFER BY THE JOINT OFFERORS THROUGH
AMINVESTMENT BANK TO ACQUIRE THE OFFER SHARES AT THE OFFER PRICE**

1. INTRODUCTION

On 30 September 2025, the Joint Offerors had entered into the Shareholders' Agreement to regulate their rights and obligations with one another as shareholders of VLB and to govern the management and general conduct of certain matters in respect of the VLB Group. The Shareholders' Agreement had established a concert party relationship amongst the Joint Offerors in accordance with subsection 216(2) of the CMSA.

Simultaneous with the execution of the Shareholders' Agreement, NPH, Datuk Liew and Wong SK had entered into the SPA where NPH has acquired an aggregate of 30,690,033 VLB Shares from the Vendors, representing approximately 3.25% of the total equity interest in VLB for a total cash consideration of RM10,434,611.22 or RM0.34 per VLB Share each. The details of the Acquisitions are as follows:-

Vendors	No. of VLB Shares	% ⁽¹⁾
Datuk Liew	17,050,000	1.81
Wong SK	13,640,033	1.44
Total	30,690,033	3.25

Note:-

(1) Computed based on the total issued share capital of VLB comprising 944,308,700 VLB Shares. For the avoidance of doubt, the Offeree does not have any treasury shares as at the Offer Document LPD.

The Acquisitions had been undertaken in accordance with the terms of the SPA via DBTs. As a consequence of the execution of the Shareholders' Agreement and upon completion of the Acquisitions:-

- (i) NPH has increased its equity interest in VLB from 281,403,993 VLB Shares, representing 29.80% of the total equity interest in VLB to 312,094,026 VLB Shares, representing 33.05% of the total equity interest in VLB;
- (ii) Dato' Soo has increased his total equity interest in VLB (comprising of both his direct and indirect equity interest through NPH and NPSB) from 282,817,093 VLB Shares representing 29.95% of the total equity interest in VLB to 313,507,126 VLB Shares representing 33.20% of the total equity interest in VLB; and
- (iii) The Joint Offerors and the PACs collectively hold 669,746,300 VLB Shares, representing approximately 70.92% of the total equity interest in VLB.

Accordingly, pursuant to subsection 218(2) of the CMSA and subparagraph 4.01(a) of the Rules, the Joint Offerors are obliged to extend an unconditional mandatory take-over offer to acquire all the Offer Shares at the Offer Price. For information purposes, the Offer is unconditional as the Joint Offerors and the PACs collectively hold more than 50% of voting shares or voting rights in VLB.

On 30 September 2025, AmInvestment Bank, had on behalf of the Joint Offerors, served the Notice to the Board in respect of the Offer. On the same date, the Board announced the receipt of the Notice and a copy of the Notice was despatched to the Holders on 7 October 2025.

On 1 October 2025, the Board (save for the Interested Directors) had appointed UOBKH as the Independent Adviser of VLB to advise the Non-Interested Directors and the Holders as well as to provide comments, opinions, information and recommendation in respect of the Offer, in accordance with paragraph 3.06 of the Rules. Following thereto, UOBKH had on 2 October 2025 declared to the SC its independence from any conflict of interest or potential conflict of interest in its capacity as the Independent Adviser in relation to the Offer pursuant to paragraph 3.07 of the Rules.

As at the Offer Document LPD, the PAC who holds VLB Shares are as follows:-

- (i) Soo WL, the sister of Dato' Soo as well as a shareholder holding 30% of the total equity interest in NPH;
- (ii) NPSB, a company controlled by Dato' Soo; and
- (iii) Lim YE, the mother of Dato' Soo.

For avoidance of doubt, the Offer shall not be extended to the PACs.

As at the Offer Document LPD, the direct and indirect shareholdings in VLB held by the Joint Offerors and the PACs who hold VLB Shares are as follows:-

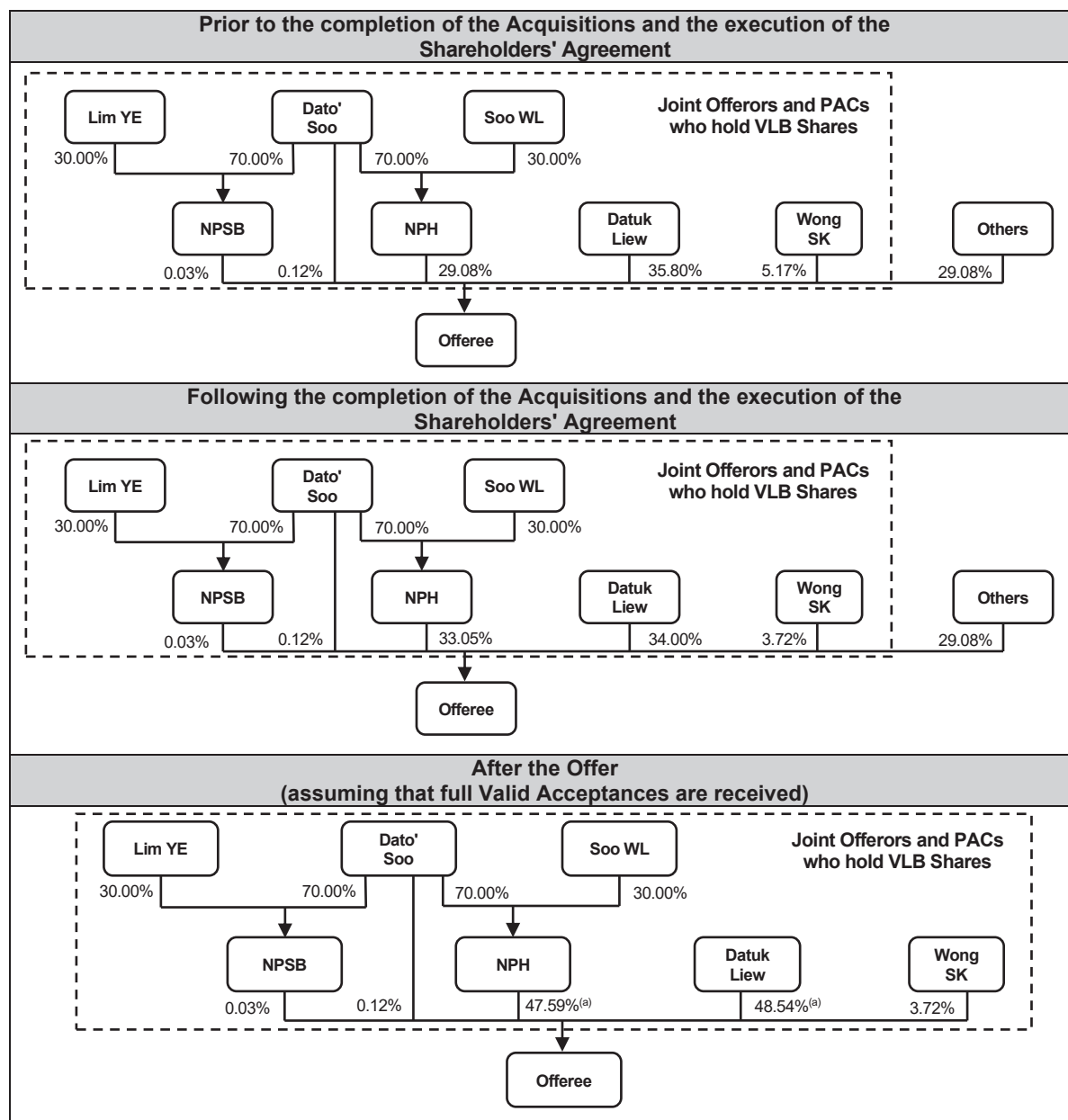
Name	Direct		Indirect	
	No. of VLB Shares	% ⁽¹⁾	No. of VLB Shares	% ⁽¹⁾
<u>Joint Offerors</u>				
NPH	312,094,026	33.05	-	-
Dato' Soo	1,110,000	0.12	312,397,126 ⁽²⁾	33.08
Datuk Liew	321,073,202	34.00	-	-
Wong SK	35,165,972	3.72	-	-
Total number of VLB Shares held by the Joint Offerors	669,443,200	70.89		
<u>PACs</u>				
Soo WL	-	-	312,094,026 ⁽³⁾	33.05
NPSB	303,100	0.03	-	-
Lim YE	-	-	303,100 ⁽⁴⁾	0.03
Total number of VLB Shares held by the Joint Offerors and the PACs	669,746,300	70.92		

Notes:-

- (1) Computed based on the total issued share capital of VLB comprising 944,308,700 VLB Shares. For the avoidance of doubt, the Offeree does not have any treasury shares as at the Offer Document LPD.
- (2) Deemed interested by virtue of his interest in NPH and NPSB pursuant to section 8 of the Act.
- (3) Deemed interested by virtue of her interest in NPH pursuant to section 8 of the Act.
- (4) Deemed interested by virtue of her interest in NPSB pursuant to section 8 of the Act.

As at the Offer Document LPD, the Joint Offerors and the PACs have not received any irrevocable undertaking from any Holder to accept or reject the Offer.

For information purposes, the corporate structure of VLB before and after the Offer (assuming that full Valid Acceptances are received) is depicted as follows:-



Note:-

- (a) Pursuant to the salient terms of the Shareholders' Agreement, the Joint Offerors have agreed that all the Offer Shares received from Valid Acceptances will be allocated between NPH and Datuk Liew based on the Agreed Proportions. The Offer Shares received from the Valid Acceptances shall be transferred to NPH first and NPH will request for a bulk transfer of such amount of Offer Shares from Valid Acceptances representing Datuk Liew's share of the Agreed Proportions to be transferred from NPH to Datuk Liew subsequent to the closing of the Offer.

In addition to the IAC, you should have by now received a copy of the Offer Document, which was despatched on 21 October 2025 and sets out the details, terms and conditions of the Offer as well as the procedures for acceptance and method of settlement of the Offer, together with the Form of Acceptance and Transfer.

Pursuant to subparagraphs 11.03(2) and 11.04(2) of the Rules, the SC had, vide its letter dated 30 October 2025 notified that it has no further comments on this IAC. However, such notification shall not be taken to suggest that the SC agrees with the recommendations contained herein or assumes responsibility for the correctness of any statements made or opinions or reports expressed in this IAC.

THE PURPOSE OF THIS IAC IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE OFFER AND THE NON-INTERESTED DIRECTORS' AND UOBKH'S VIEWS ON THE OFFER TOGETHER WITH THE RECOMMENDATION OF THE NON-INTERESTED DIRECTORS AND UOBKH, SUBJECT TO THE SCOPE AND LIMITATION OF OUR ROLE AND EVALUATION SPECIFIED IN THIS IAC.

YOU ARE ADVISED TO READ THIS IAC, TOGETHER WITH THE OFFER DOCUMENT AND CAREFULLY CONSIDER THE INFORMATION AND RECOMMENDATIONS CONTAINED HEREIN BEFORE TAKING ANY ACTION.

To facilitate electronic delivery of documents in the future, it is important for you to register your e-mail address with Bursa Depository via:-

- (i) https://www.bursamalaysia.com/trade/our_products_services/central_depository_system/request_for_estatement; or
- (ii) Bursa Anywhere mobile application, which can be downloaded from Google Play Store or Apple App Store.

2. TERMS AND CONDITIONS OF THE OFFER

The terms and conditions of the Offer are set out in **Section 2, Part B** of this IAC.

Please refer to **Section 2 and Appendix I** of the Offer Document for the full terms and conditions of the Offer and **Appendix II** of the Offer Document for the procedures for acceptance and method of settlement of the Offer.

3. DETAILS OF ACCEPTANCES

As at the Offer Document LPD, the Joint Offerors and the PACs have not received any irrevocable undertaking from any Holder to accept or reject the Offer.

As at the LPD, there was no announcement made on Bursa Securities in respect of any Valid Acceptance of the Offer Shares.

4. NON-INTERESTED DIRECTORS' COMMENTS

4.1 Rationale for the Offer

The Non-Interested Directors take note of the rationale for the Offer as set out in **Section 3** of the Offer Document.

The Non-Interested Directors take cognisance that:-

- (i) *Dato' Soo has been an investor in VLB since its initial public offering ("IPO") (VLB was listed on the ACE Market of Bursa Securities on 31 January 2023) as he was a placee for the IPO and subscribed to 303,100 VLB Shares through NPSB at an issue price of RM0.33 per VLB Share, representing a total subscription amount of RM100,023.00. Upon completion of the IPO, Datuk Liew and Wong SK held substantial stakes of 63.33% and 11.17% respectively of the total equity interest in VLB.*

- (ii) *Following the IPO, Datuk Liew and Wong SK wished to monetise a portion of their respective equity interests held in the Offeree. At the same time, Dato' Soo viewed that it was a good investment opportunity and made a strategic investment of 29.80% of the total equity interest in the Offeree via the Initial Acquisitions, further details of which are set out in Section 1.7 of Appendix III of the Offer Document.*
- (iii) *Following the Initial Acquisitions, Dato' Soo wished to further invest in the Offeree and approached Datuk Liew and Wong SK with the intention to explore the possibility of establishing a strategic collaboration with them. Accordingly, the execution of the Shareholders' Agreement by the Joint Offerors represents a strategic move taken by the Joint Offerors to collaborate and align their interests as a group in the Offeree's business. Datuk Liew will remain the Group Managing Director and the largest shareholder of the Offeree, while Wong SK will continue to be the Executive Director upon completion of the Offer. Furthermore, it is the Joint Offerors' intention to have Dato' Soo be appointed as the Group Chief Executive Officer of the Offeree upon completion of the Offer.*
- (iv) *The Shareholders' Agreement will serve to formalize the strategic collaboration amongst the Joint Offerors as well as the respective roles and responsibilities of the Joint Offerors ensuring a cohesive approach to governance and strategic planning for the Offeree. Dato' Soo has extensive experience, expertise and knowledge in the construction industry and infrastructure projects, while the Offeree under Datuk Liew's and Wong SK's helm, has significant expertise with high-rise construction projects. The Joint Offerors' complementary strengths will allow the Offeree to expand its capabilities across a broader spectrum of construction projects, unlock new opportunities and strengthen the Offeree's ability to tender for more projects, particularly in infrastructure projects, and in turn further solidifying its market presence in the construction industry. As at the LPD, the Joint Offerors have not formed any plans in respect of the above.*
- (v) *Further to the above, the Offer was made pursuant to subsection 218(2) of the CMSA and subparagraph 4.01(a) of the Rules as a result of the execution of the Shareholders' Agreement and the completion of the Acquisitions.*
- (vi) *The Offer provides the Holders with an opportunity to realise their investment in the Offeree for cash at the Offer Price.*

Comments by the Non-Interested Directors

The Offer is made by the Joint Offerors as a consequence of the Shareholders' Agreement and the Acquisitions, and is not undertaken to privatise the Company as it is the intention of the Joint Offerors to maintain the listing status of VLB on the ACE Market of Bursa Securities.

The execution of the Shareholders' Agreement by the Joint Offerors represents a strategic initiative to align their interests and collaborate in the governance and future direction of VLB.

Upon completion of the Offer, Datuk Liew and Wong SK will remain as the Group Managing Director and Executive Director of VLB respectively, ensuring leadership continuity. In addition, it is the Joint Offerors' intention for Dato' Soo to be appointed as the Group Chief Executive Officer of the Offeree, bringing additional expertise and strength to the leadership team. Dato' Soo brings experience and expertise in infrastructure and construction projects, while VLB, under the leadership of Datuk Liew and Wong SK, has established track record in high-rise construction.

Premised on the above, the Non-Interested Directors are of the view that the strategic collaboration among the Joint Offerors may enable VLB to broaden its capabilities, access new business opportunities, and enhance its ability to tender for a wider range of projects, particularly in the infrastructure space. This may further strengthen VLB's competitive position and market presence within the construction industry.

4.2 Future plans for VLB Group and its employees

The Non-Interested Directors take note of the following intentions of the Joint Offerors as at the Offer Document with respect to the future plans for VLB Group and its employees, as set out in **Section 6** of the Offer Document, as follows:-

(i) Continuation of VLB Group's business

The Joint Offerors intend to continue the existing businesses of the VLB Group which are principally involved in the business activities of builders and contractors for construction work and do not currently have any plans and/or intention to liquidate any company within the VLB Group. The Joint Offerors intend to leverage Dato' Soo's, Datuk Liew's and Wong SK's collective expertise and experience in the construction industry to grow the VLB Group's construction orderbook.

Nevertheless, the Joint Offerors may from time to time undertake a review of the VLB Group's businesses and operations to formulate future plans and strategies for the VLB Group, if necessary, in order to ensure that the VLB Group remains competitive. The Joint Offerors retain the flexibility at any time to consider any new business opportunities, which may present themselves. Any plans would only be undertaken if the Joint Offerors deem it appropriate and in the best interests of the VLB Group and VLB's shareholders and will be carried out in accordance with the Listing Requirements and other relevant guidelines and regulations.

However, as at the Offer Document LPD, the Joint Offerors do not have any definitive plans in respect of the above and will undertake a review and evaluation of the operations of the VLB Group prior to developing or implementing any future strategies for the VLB Group.

(ii) Major changes to VLB Group's businesses

The Joint Offerors do not have any immediate plans to introduce any major changes to the existing businesses of the VLB Group, liquidate any company within the VLB Group, dispose of any major assets or undertake any major redeployment of the fixed assets of the VLB Group.

Nevertheless, the Joint Offerors may from time to time review strategic options with regard to the businesses or assets of the VLB Group and where appropriate, undertake such changes, streamlining/segmentation of business, disposal and/or redeployment as part of the process to rationalise the business activities or direction of the VLB Group, including monetisation of assets, or to improve the use of resources of the VLB Group, with a view that the VLB Group remains competitive, efficient, sustainable and viable in the industry and to improve the prospects and growth of the VLB Group.

For information purposes, one of the Joint Offerors, namely Dato' Soo is currently not a director of VLB. However, as set out in the rationale in Section 3 of the Offer Document, it is the Joint Offerors' intention to have Dato' Soo be appointed as the Group Chief Executive Officer of the Offeree upon completion of the Offer.

The Joint Offerors have not decided on the number and persons to be nominated as a director on the Board (if any). Any appointment of directors will be made in compliance with paragraph 15.01 of the Rules and all relevant guidelines.

As at the Offer Document LPD, the Joint Offerors have not entered any negotiation, arrangement or understanding with any third party with regard to any significant change in the business, assets or shareholding structure of the VLB Group.

(iii) Employees of VLB Group

The Joint Offerors do not have any plan at this juncture to dismiss or make redundant any of the existing employees of the VLB Group as a direct consequence of the Offer. Nevertheless, changes with regard to the employment and/or redeployment of the VLB Group's employees may take place as a result of the rationalisation and/or streamlining of the VLB Group's business operations to improve staff productivity and operational efficiency. Any such action taken involving the employees of the VLB Group will be dealt with in accordance with the relevant legislation and the terms of employment of the employees concerned.

Comments by the Non-Interested Directors

The Non-Interested Directors note that as at the Offer Document LPD, the Joint Offerors:-

- (a) intend to continue the existing businesses of the VLB Group which are principally involved in the business activities of builders and contractors for construction work and do not currently have any plans and/or intention to liquidate any company within the VLB Group;
- (b) have not entered any negotiation, arrangement or understanding with any third party with regard to any significant change in the business, assets or shareholding structure of the VLB Group; and
- (c) do not have any plan at this juncture to dismiss or make redundant any of the existing employees of the VLB Group as a direct consequence of the Offer.

Premised on the above and rationale for the Offer, the Non-Interested Directors are of the view that the Joint Offerors intend to continue with the existing business of VLB Group. With regard to the future direction of VLB Group, the Non-Interested Directors note that the Joint Offerors intend to leverage Dato' Soo's, Datuk Liew's and Wong SK's collective expertise and experience in the construction industry to grow the VLB Group's construction orderbook.

Further, the Non-Interested Directors are of the view that the intended appointment of Dato' Soo as the Group Chief Executive Officer of the Offeree after completion of the Offer, is expected to bring further expertise and strength to the leadership team as Dato' Soo possessed the relevant experience and expertise in infrastructure and construction projects. In this respect, VLB may stand to benefit from growth opportunities by leveraging on the respective strength and experience of the Joint Offerors.

4.3 Listing status of VLB

The Non-Interested Directors note that the **Joint Offerors intend to maintain the listing status of VLB on the ACE Market of Bursa Securities.**

Accordingly, in the event that VLB does not comply with the Public Spread Requirement as a result of the Offer, the Joint Offerors will together with VLB, explore other options or proposals within the timeframe as allowed by the relevant authorities, to enable compliance by VLB with the Public Spread Requirement.

Please refer to **Section 7.1, Part B** of this IAC for further details.

Comments by the Non-Interested Directors

The Non-Interested Directors note that the Joint Offerors intend to maintain the listing status of VLB on the ACE Market of Bursa Securities. Furthermore, in the event that VLB does not comply with the Public Spread Requirement as a result of the Offer, we note that the Joint Offerors shall work together with VLB to explore other options or proposals to ensure compliance with the Public Spread Requirement. As such, VLB Shares will remain traded on Bursa Securities and Holders will still be able to participate in the trading of the VLB Shares even after the Closing Date. In the event that VLB declares any Distributions in the future, Holders are entitled to receive the Distributions. However, there is no assurance that the market price of VLB Shares will continue to trade at current price levels after the Closing Date.

4.4 Compulsory acquisition and rights of Dissenting Shareholders

(i) Compulsory acquisition

The Non-Interested Directors note that **the Joint Offerors do not intend to invoke the provisions of subsection 222(1) of the CMSA** to compulsorily acquire any outstanding Offer Shares for which the Valid Acceptances have not been received prior to the Closing Date even if the conditions stipulated in subsection 222(1) of the CMSA are fulfilled.

(ii) Rights of Dissenting Shareholders

The Non-Interested Directors note that subject to section 224 of the CMSA, section 223 of the CMSA provides that if the Joint Offerors receive Valid Acceptances from Holders resulting in the Joint Offerors and the PACs holding not less than 9/10 in the nominal value of all shares in VLB on or before the Closing Date, a Dissenting Shareholder may exercise his/her/its rights, under subsection 223(1) of the CMSA, within a period to be specified by the Joint Offerors which shall be no less than 3 months after the Closing Date, by serving a notice on the Joint Offerors to require the Joint Offerors to acquire his/her/its Offer Shares (as the case may be) on the same terms and conditions as set out in the Offer Document or such other terms as may be agreed.

Please refer to **Section 7.2, Part B** of this IAC for further details.

Comments by the Non-Interested Directors

The Non-Interested Directors note that the Joint Offerors do not intend to invoke the provisions of subsection 222(1) of the CMSA to compulsorily acquire any remaining Offer Shares for which Valid Acceptances has not been received prior to the Closing Date even if the conditions stipulated in subsection 222(1) of the CMSA are fulfilled.

The Non-Interested Directors further note that notwithstanding the above and subject to section 224 of the CMSA, if the Joint Offerors receive Valid Acceptances from the Holders resulting in the Joint Offerors and the persons acting in concert holding with them not less than 9/10 in nominal value of all the VLB Shares on or before the Closing Date, a Dissenting Shareholder may exercise his/her/its rights under subsection 223(1) of the CMSA, by serving a notice on the Joint Offerors to require the Joint Offerors to acquire his/her/its Offer Shares on the same terms and conditions as set out in the Offer Document.

If the Dissenting Shareholders do not or fail to exercise such rights within the stipulated period, they may continue to hold the VLB Shares as the Joint Offerors do not intend to invoke section 222(1) of the CMSA.

5. DISCLOSURE OF DIRECTORS' INTERESTS AND INTENTION IN RELATION TO THE OFFER

As at the LPD, save as disclosed below, the Directors of VLB do not have any interest, whether direct or indirect, in VLB Shares:-

	Direct		Indirect	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Dato' Mathialakan Chelliah	300,000	0.03	-	-
Datuk Liew	321,073,202	34.00	-	-
Wong SK	35,165,972	3.72	-	-
Dato' Yong Lei Choo	-	-	-	-
Ong Wei Liam @ Jeremy Ong	-	-	-	-
Wee Chuen Lii	-	-	-	-

Note:-

(1) Computed based on the total issued share capital of VLB comprising 944,308,700 VLB Shares.

The Interested Directors, namely Datuk Liew and Wong SK, have abstained and will continue to abstain from deliberating, making any recommendation and voting at all relevant board meetings of VLB in relation to the Offer.

Dato' Mathialakan Chelliah has confirmed his intention to **reject** the Offer in respect of his direct interests in VLB Shares.

As at the LPD, there was no announcement made on Bursa Securities in respect of any Valid Acceptance of the Offer Shares.

6. INDEPENDENT ADVISER'S LETTER

You are advised to read and consider the views and recommendation of UOBKH, the Independent Adviser appointed to advise the Non-Interested Directors and the Holders in relation to the Offer. The IAL is included in **Part B** of this IAC.

7. NON-INTERESTED DIRECTORS' RECOMMENDATION

The Interested Directors have abstained and will continue to abstain from deliberating and making any recommendation in relation to the Offer.

After careful examination of the Offer as contained in the Offer Document and taking into consideration the opinion and recommendation by UOBKH as set out in **Part B** of this IAC, the Non-Interested Directors have **CONCURRED** with the opinion and recommendation of UOBKH that the Offer is **NOT FAIR and NOT REASONABLE**.

Accordingly, the Non-Interested Directors recommend that you **REJECT** the Offer.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Board has seen and approved the contents of this IAC. The Board, collectively and individually accepts full responsibility for the accuracy and completeness of the information contained in this IAC (save for the views and recommendation of UOBKH) and confirms that after making all reasonable enquiries and to the best of their knowledge and belief, opinions expressed by the Non-Interested Directors in this IAC have been arrived at, after due and careful consideration and there are no other facts and/or information, the omission of which would make any information provided in this IAC relating to VLB Group, false or misleading or materially incomplete.

The responsibility of the Board in respect of:-

- (i) the information relating to the Joint Offerors, PACs, Shareholders' Agreements, Acquisitions and the Offer (as extracted from the Offer Document and other publicly available information) is limited to ensuring that such information is accurately reproduced in this IAC; and
- (ii) the independent advice and expression of opinion by UOBKH in relation to the Offer as set out in **Part B** of this IAC is limited to ensuring that accurate information in relation to VLB was provided to UOBKH for its evaluation of the Offer and to ensure that all information in relation to VLB that are relevant to UOBKH's evaluation of the Offer have been completely disclosed to UOBKH and that there is no material fact, the omission of which would make any information provided to UOBKH false or misleading.

After the despatch of this IAC, the Board will immediately notify the Holders if, the Board becomes aware of the following:

- (i) significant changes affecting the information contained in this IAC;
- (ii) there is reasonable ground to believe that the statements in this IAC are misleading and/or deceptive; or
- (iii) there is a material omission in this IAC.

If circumstances require, a supplementary IAC will be sent to the Holders.

YOU ARE ADVISED TO CAREFULLY CONSIDER THE INFORMATION CONTAINED IN THE OFFER DOCUMENT AND THIS IAC BEFORE MAKING A DECISION ON THE COURSE OF ACTION TO BE TAKEN.

THE NON-INTERESTED DIRECTORS HAVE NOT TAKEN INTO CONSIDERATION ANY SPECIFIC INVESTMENT OBJECTIVE, FINANCIAL SITUATION OR RISK PROFILE OR PARTICULAR NEEDS OF ANY INDIVIDUAL HOLDER OR ANY SPECIFIC GROUP OF HOLDERS.

THE NON-INTERESTED DIRECTORS RECOMMEND THAT ANY INDIVIDUAL HOLDER OR ANY SPECIFIC GROUP OF HOLDERS WHO REQUIRES ADVICE IN RELATION TO THE OFFER IN THE CONTEXT OF THEIR INDIVIDUAL INVESTMENT OBJECTIVES, RISK PROFILES, FINANCIAL AND TAX SITUATION OR PARTICULAR NEEDS, SHOULD CONSULT THEIR RESPECTIVE STOCKBROKERS, BANK MANAGERS, ACCOUNTANTS, SOLICITORS OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

Yours faithfully,
For and on behalf of the Board of
VESTLAND BERHAD

DATO' MATHIALAKAN CHELLIAH
Independent Non-Executive Chairman

PART B

INDEPENDENT ADVICE LETTER FROM UOBKH

U O B K A Y H I A N (M) S D N B H D
(formerly known as UOB Kay Hian Securities (M) Sdn. Bhd.)

Registered Office

Suite 19-03, 19th Floor
Menara Keck Seng
203 Jalan Bukit Bintang
55100 Kuala Lumpur
Malaysia

31 October 2025

To: The Non-Interested Directors and Holders

Dear Sir/Madam,

**UNCONDITIONAL MANDATORY TAKE-OVER OFFER BY THE JOINT OFFERORS THROUGH
AMINVESTMENT BANK TO ACQUIRE THE OFFER SHARES AT THE OFFER PRICE**

1. INTRODUCTION

Please refer to **Section 1, Part A** of this IAC for the chronological events in relation to the Offer.

Pursuant to subparagraphs 11.03(2) and 11.04(2) of the Rules, the SC had vide its letter dated 30 October 2025 notified that it has no further comments on the contents of this IAC. However, such notification shall not be taken to suggest that the SC agrees with the recommendation contained herein or assumes responsibility for the correctness of any statements made or opinions expressed or reports presented in this IAC.

The purpose of this IAL is to provide our independent evaluation of the Offer together with our recommendation thereon, subject to the scope of our role and limitations specified herein.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE INFORMATION AND RECOMMENDATION CONTAINED IN THIS IAC INCLUDING THIS IAL TOGETHER WITH THE OFFER DOCUMENT BEFORE MAKING A DECISION AS TO THE COURSE OF ACTION TO BE TAKEN.

IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION YOU SHOULD TAKE IN RELATION TO THE OFFER, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

THIS IAL IS SOLELY FOR THE USE OF THE NON-INTERESTED DIRECTORS AND THE HOLDERS FOR THE PURPOSE OF CONSIDERING THE OFFER AND SHOULD NOT BE USED OR RELIED UPON BY ANY OTHER PARTY OR FOR ANY OTHER PURPOSE.

2. TERMS AND CONDITIONS OF THE OFFER

The terms and conditions of the Offer as set out in **Section 2 and Appendix I** of the Offer Document are as follows:-

2.1 Consideration for the Offer

The consideration for the Offer is **RM0.34** per Offer Share, which shall be satisfied wholly in cash.

Notwithstanding the above, if VLB declares, makes, and/or pays any Distribution on or after the date of the Notice but prior to the Closing Date and the Holders are entitled to retain such Distribution, the Offer Price shall be reduced by an amount equivalent to the net Distribution per VLB Share which such Holders are entitled to retain. For the avoidance of doubt, no adjustment shall be made to the Offer Price in the event the entitlement date for the Distribution is after the Closing Date.

As at the Offer Document LPD, VLB has not announced any Distribution that is payable on or after the date of the Notice.

Holders may accept the Offer in respect of all or part of their Offer Shares. They may not accept the Offer in excess of their respective holdings of the Offer Shares. The Joint Offerors will not pay fractions of a sen to the Accepting Holders. Hence, where applicable, the cash consideration payable to the Accepting Holders in respect of Valid Acceptances of the Offer will be rounded down to the nearest whole sen.

The Offer Price represents the price paid by NPH for the Acquisitions. As at the Offer Document LPD, the Joint Offerors and the PACs have not acquired any VLB Shares above the Offer Price within the 6 months prior to the commencement of the Offer Period.

2.2 Conditions of the Offer

The Offer is **not conditional** upon any minimum level of acceptances of the Offer Shares as the Joint Offerors and the PACs already collectively hold more than 50% of the voting shares or voting rights of VLB upon the execution of the Shareholders' Agreement and the completion of the Acquisitions. For information purposes, as at the Offer Document LPD, the Joint Offerors and the PACs collectively hold 669,746,300 VLB Shares, representing approximately 70.92% of the total equity interest in VLB.

2.3 Duration of the Offer

The Offer will remain open for acceptances until **5.00 p.m. (Malaysian time) on Tuesday, 11 November 2025**, being the First Closing Date, unless extended or revised by the Joint Offerors in accordance with the Rules and the terms and conditions of the Offer Document. Any such extension or revision will be announced by AmlInvestment Bank, on behalf of the Joint Offerors at least 2 days before the Closing Date and such announcement will state the next closing date of the Offer. If the Offer is revised, notice of any such revision will be posted to the Holders accordingly.

Please refer to **Section 2, Appendix I** of the Offer Document for further details on the duration of the Offer.

2.4 Method of settlement

Save for the Joint Offerors' right to reduce the Offer Price as set out in **Section 2.1** of the Offer Document and except with the consent of the SC, the Joint Offerors will settle the consideration in full in accordance with the terms and conditions of the Offer without regard to any lien, right of set-off, counter-claim or other analogous rights to which the Joint Offerors may be or claimed to be entitled against the Accepting Holders. However, this is without prejudice to the Joint Offerors' right to make any claim against the Accepting Holders after such full settlement in respect of a breach of any of the warranties set out in **Section 1** of Appendix I of the Offer Document.

The settlement of the consideration in respect of the Valid Acceptance for the Offer Shares will be effected via:-

- (a) remittance into the Accepting Holder's bank account, if the Accepting Holder has registered his/her/its bank account with Bursa Depository for the purpose of cash dividend/distribution; or
- (b) otherwise, if the Accepting Holder has not registered such details with Bursa Depository prior to the date of the Valid Acceptances, remittance in the form of cheque(s), banker's draft(s) and/or cashier's order(s) which will be posted by ordinary mail to the Accepting Holder (or his/her/its designated agents, as he/she/it may direct) at his/her/its registered Malaysian address last maintained with Bursa Depository, at his/her/its own risk,

within 10 days from the date of the Valid Acceptances.

Accepting Holders are strongly encouraged to register and/or update their bank account details with Bursa Depository in order to receive the consideration for the Offer Shares in their bank accounts.

Non-Resident Holders are advised that the settlement for the acceptances of the Offer will be made in RM. Non-Resident Holders who wish to convert the consideration received into foreign currency for repatriation may do so after payment of the appropriate fees and/or charges, if applicable, as levied by the respective financial institutions and/or foreign authorities.

Please refer to **Section 2 and Appendix I** of the Offer Document for the full terms and conditions of the Offer and **Appendix II** of the Offer Document for the procedures for acceptance and method of settlement of the Offer. If you have any enquiries, you may contact the Share Registrar for the Offer for assistance, details of which can be found in **Section 1.9 of Appendix II** of the Offer Document.

3. DETAILS OF ACCEPTANCES

As at the Offer Document LPD, the Joint Offerors and the PACs have not received any irrevocable undertaking from any Holder to accept or reject the Offer.

As at the LPD, there was no announcement made on Bursa Securities in respect of any Valid Acceptance of the Offer Shares.

4. SCOPE AND LIMITATIONS TO THE EVALUATION OF THE OFFER

UOBKH was not involved in the formulation and/or deliberation of the terms and conditions of the Offer. Our role as the Independent Adviser is limited to expressing our comments, opinions, information and recommendation on the Offer, including an independent opinion on the fairness and reasonableness of the Offer based on the following:-

- (i) information contained in the Notice, Offer Document and the appendices attached thereto;
- (ii) information, supporting documents, confirmations and representation furnished to us by the Board and management of VLB Group as well as discussions with the Non-Interested Directors and management of VLB;
- (iii) the audited financial statements of VLB Group for the past 3 financial years up to the FYE 31 December 2024 and the latest unaudited financial results of VLB Group for the 6-month FPE 30 June 2025; and
- (iv) publicly available information.

We have relied on the Board and management of VLB to exercise due care in ensuring that all information, documents and representations in respect of the Group provided to us to facilitate our evaluation are reliable, accurate, valid and complete in all material aspects. Nonetheless, we have made reasonable enquiries and we are satisfied that the information furnished or available to us is sufficient and we have no reason to believe that the information is unreliable, incomplete, misleading or inaccurate. As such, we have relied on the information provided by the Board and the management of VLB and we are satisfied as to the accuracy of the information in this IAC.

In rendering our advice, we have taken note of pertinent issues which we believe are of importance to an assessment of the implications of the Offer and are therefore of general concern to the Holders.

As such:-

- (i) UOBKH's views and advice as contained in this IAC only cater for the Holders as a whole and do not cater to any individual Holder or specific group of Holders. Hence, we have not given consideration to the specific investment objectives, risk profiles, financial and tax situations and particular needs of any individual Holder or specific group of Holders; and
- (ii) we recommend that such individual Holder or any specific group of Holders who may require advice in relation to the Offer in the context of their individual investment objectives, risk profiles, financial and tax situations and particular needs to consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers immediately.

Our advice should be considered in the context of the entirety of this IAL. Our views expressed in this IAL are, amongst others, based on the prevailing economic, market and other conditions, and the information and/or documents made available to us as at the LPD or such other periods as specified herein. Such conditions may vary significantly over a short period of time. It should be noted that our evaluation and opinion expressed in this IAL do not take into account the information, events or conditions arising after the LPD.

We shall immediately notify the SC in writing and the Holders by way of press notice and announcement on Bursa Securities if, after despatching this IAC, as guided by subparagraph 11.07(1) of the Rules, we become aware that this IAC:-

- (i) contains a material statement which is false or misleading;
- (ii) contains a statement from which there is a material omission; or
- (iii) does not contain a statement relating to a material development.

If circumstances require, a supplementary IAC will be sent to the Holders in accordance with subparagraph 11.07(2) of the Rules and the disclosures and announcements of such facts or statements shall be made before 9.00 a.m. on the next Market Day, pursuant to subparagraph 11.07(3) of the Rules.

5. EVALUATION OF THE OFFER

In arriving at our opinion and recommendation in respect of the Offer, we have assessed the fairness and reasonableness of the Offer in accordance with paragraphs 1 to 6 under Schedule 2: Part III of the Rules, whereby:-

- (i) the term "fair and reasonable" should generally be analysed as 2 distinct criteria, i.e. whether the offer is "fair" and whether the offer is "reasonable", rather than as a composite term;
- (ii) the Offer is considered as "fair" if the Offer Price is equal to or higher than the market price and is also equal to or higher than the value of the Offer Shares. However, if the Offer Price is equal to or higher than the market price but is lower than the value of the Offer Shares, the Offer is considered as "not fair". In making the assessment, the value of the Offer Shares is determined based on the assumption that 100% of the issued share capital of the offeree is being acquired;

- (iii) in considering whether the Offer is "reasonable", we have taken into consideration matters other than the valuation of the Offer Shares. This includes but not limited to, existing shareholding of the offeror and the persons acting in concert with them in the offeree and their ability to pass special resolutions or control the assets of the offeree, liquidity of the offeree's securities, expected market price if the take-over offer is unsuccessful, and/or likelihood and value of alternative offers or competing offers before the close of the take-over offer;
- (iv) generally, a take-over offer would be considered "reasonable" if it is "fair". Where a take-over offer is viewed as "reasonable" despite being "not fair", it should be on the basis that there are sufficiently strong reasons to accept the offer in the absence of a higher bid and such reasons should be clearly explained. If there were inadequate justifications, such take-over offer should be regarded as "not reasonable" and thus, the recommendation would be to reject the offer; and
- (v) in the event the take-over offer is concluded as "not fair but reasonable", the independent adviser must clearly explain the following:-
 - (a) what is meant by "not fair but reasonable";
 - (b) how has the independent adviser reached to this conclusion; and
 - (c) the course of action that the Holders are recommended to take pursuant to the conclusion.

YOU SHOULD CONSIDER CAREFULLY THE OFFER BASED ON ALL PERTINENT FACTORS AND OTHER CONSIDERATIONS AS SET OUT IN THIS IAC AND THE OFFER DOCUMENT AND ANY OTHER PUBLICLY AVAILABLE INFORMATION.

We have considered the following pertinent matters in our evaluation of the Offer:-

Fairness of the Offer	Section 6
(i) Valuation of VLB Shares	Section 6.1
(ii) Historical market prices of VLB Shares	Section 6.2

Reasonableness of the Offer	Section 7
(i) Listing status of VLB	Section 7.1
(ii) Compulsory acquisition and rights of Dissenting Shareholders	Section 7.2

6. FAIRNESS OF THE OFFER

6.1 Valuation of VLB Shares

VLB is principally engaged in investment holding and the provision of management services. Through its subsidiaries, VLB Group is principally involved in the building and contracting for construction work based in Malaysia, trading in construction materials and infrastructure work, with the following business segments:-

- (i) Building construction, which can be broken down into the following categories:-
 - (a) Design and build – Responsible for the overall project as well as planning and coordinating the design aspects of the project covering technical specifications as well as coordination of the relevant submissions to the authorities; and
 - (b) Build – Responsible for the overall project including project management, project planning, project construction, project completion and project handover based on the designs provided by its customers; and

- (ii) Civil engineering works – Earthworks which includes site clearance, excavation and backfilling as well as levelling and rock hacking works, and slope stabilisation works.

The tables below set out the contribution of each business segment to the Group's financial performance for the past 3 financial years up to the FYE 31 December 2024 as well as the latest 6-month FPE 30 June 2025:-

	Audited FYE 31 December						Unaudited 6-month FPE 30 June	
	2022		2023		2024		2025	
	RM' mil	%	RM' mil	%	RM' mil	%	RM' mil	%
External revenue								
Design and build	204.8	67.4	216.6	62.0	393.4	62.8	281.9	76.1
Build	92.1	30.3	116.3	33.3	202.1	32.3	57.3	15.5
Civil engineering	7.1	2.3	16.3	4.7	30.6	4.9	31.3	8.4
Total	304.0	100.0	349.2	100.0	626.1	100.0	370.5	100.0
PBT	34.7	100.0	37.7	100.0	51.9	100.0	25.0	100.0

Based on the above, the Group's revenue and profit are predominantly derived from a single operating segment, namely building construction works. Civil engineering works is not deemed a core revenue generating unit of the Group.

The Group recorded a consistent improvement in its financial performance, driven primarily by higher revenue contributions from its build and design and build segments. Revenue grew steadily from RM304.0 million in FYE 31 December 2022 to RM349.2 million in FYE 31 December 2023 and further surged to RM626.1 million in FYE 31 December 2024, supported by progress in key projects such as D'vine Residences, Beluran Police Camp, Raja Uda, and Pinnacle Subang Jaya SOHO. Salient details of the aforementioned construction projects are as follows:-

Project name/ description	Commencement date	Completion date/ Expected Completion date	Contract value
			RM'mil
D'vine Residences Construction of 1 block of 45-storey affordable serviced apartments and related facilities in Mukim of Sungai Buloh, Selangor.	2 August 2021	23 January 2025	209.10
Beluran Police Camp Design and build project for a police camp base for the General Operations Force of Malaysia (PGA). The project consists of housing complexes, administration buildings and related facilities in Beluran, Sabah.	2 March 2021	17 April 2026	322.11
Raja Uda Design and build of 1-block of 41-storey serviced apartment and related facilities at Lorong Raja Uda 1, Kuala Lumpur.	1 October 2022	30 September 2025	104.52
Pinnacle Subang Jaya SOHO Main building and associated works for small office home office (SOHO) and retail units located at PT 44, Jalan SS16/1, Bandar Subang Jaya, Daerah Petaling, Selangor Darul Ehsan.	1 July 2023	29 May 2026	170.00

Correspondingly, PBT increased from RM34.7 million in FYE 31 December 2022 to RM51.9 million in FYE 31 December 2024, in line with stronger revenue and gross profit from the building construction segment, albeit partially offset by higher finance costs arising from borrowings for working capital. For the 6-month FPE 30 June 2025, the Group continued to record growth in revenue to RM370.5 million from RM271.5 million recorded in the 6-month FPE 30 June 2024, which is attributable to progress in the key projects. The Group's PBT during this period also increased in tandem with the increase in revenue and gross profit from its building construction segment.

Please refer to **Section 6 of Appendix I** of this IAC for further details on the commentaries on the financial performance of the Group.

Valuation Methodology

In evaluating and arriving at the valuation of VLB Shares, we are of the opinion that the income-based valuation method using the DCF method is the most suitable valuation methodology to value the entire equity in VLB based on the following justifications:-

- (i) VLB has been consistently generating PAT for the past 6 financial years up to the FYE 31 December 2024 as well as for the latest 6-month FPE 30 June 2025. In addition, the Group has an outstanding unbilled orderbook* amounting to RM1.55 billion as at 30 September 2025. (* refers to the contract value of the Group's construction jobs which have been secured but not yet billed as at the reporting date of 30 September 2025). Accordingly, the management of VLB is able prepare a forecast on a best-effort basis and to a reliable extent, based on future cash flows to be derived from its ongoing and/or upcoming construction projects. For information, VLB Group has secured the following construction projects in the past 1 year prior to the LPD:-

Project name/ description	Commencement date	Expected Completion date	Contract value
			RM'mil
<i>Istana Lembah Sireh</i> Construction and completion of building works, mechanical services, electrical services and additional works for Kelantan Palace located at Lot PT 246, Seksyen 17, Bandar Kota Bharu, Kelantan (Lembah Sireh).	8 August 2025	7 August 2027	56.38
<i>Raja Uda Lofthill</i> Design and build works for one (1) block of fifty-one (51)-storey serviced apartment and related facilities located at Lot 1666, 1667, 1668 & 1669, Sek 41, Lorong Raja Uda 2, Mukim Bandar Kuala Lumpur Wilayah Persekutuan.	29 May 2025	31 July 2027	156.91
<i>Jalan Mayang</i> Design and build works for design, approval, construction, completion, testing and commissioning of one (1) block of fifty-nine (59) storey strata office building and related facilities located at Lot 20002, Jalan Mayang, Mukim Bandar Kuala Lumpur, Wilayah Persekutuan.	19 December 2024	15 December 2027	70.00

The DCF method is an appraisal technique which takes into consideration both the time value of money and the future cash flows to be generated over a specific period of time. This method is able to effectively factor in the earnings and cash flows potential of the business as well as the timing of such cash flows to be generated. Under this method, the future cash flows are discounted at a specified discount rate to arrive at the present value. A key assumption is the choice of a discount rate that takes into account the relevant market interest and inflation rates as well as the risks relating to the business. In this case, the FCFE projected is discounted at the cost of equity of VLB to arrive at the present value of the Group's future cash flows attributable to the shareholders of VLB.

- (ii) Asset-based valuation methods are not appropriate for valuing VLB Shares due to VLB's nature of business and asset composition. As a construction company, VLB primarily operates as a service provider and does not own significant tangible assets such as land or property. The majority of its assets comprise trade receivables, other receivables, and contract assets, which mainly represent progress billings, deposits, performance bonds, and unbilled revenue arising from ongoing construction projects. These assets reflect the company's operational activities rather than its underlying intrinsic asset value. Accordingly, an asset-based valuation would not provide a meaningful indication of VLB's fair value, as it does not adequately capture the company's earnings potential, project pipeline, and future profitability.

Under the DCF method, we have reviewed the future financial information of the Group's business from the 6-month FPE 31 December 2025 to FYE 31 December 2027 ("**Future Financials**"), which was prepared by the management of VLB based on forecast on a best-effort basis. We have considered and evaluated the key bases and assumptions adopted in the Future Financials and are satisfied that the key bases and assumptions used in the preparation of the Future Financials are reasonable given the prevailing circumstances and significant factors that are known as at the LPD.

The Future Financials, together with the bases and assumptions adopted therein, have been reviewed and approved by the Board. The key bases and assumptions adopted in the preparation of the Future Financials are as follows:-

- (i) the Group's business will continue to operate on a going concern basis and is expected to sustain its operations in perpetuity;
- (ii) there will not be any significant or material changes in the principal activities of the Group;
- (iii) there will not be any significant change in the construction industry landscape which will affect, amongst others, the supply and demand conditions as well as pricing of products and the market share of existing players;
- (iv) there will not be significant or material increase in costs which is expected to have a material adverse effect on the financial results, cash flows or business prospects of the Group. The increase in operating costs will be in tandem with sales and/or inflationary effects;
- (v) there will not be any major disruptions (including matters which may affect the timely delivery of construction projects) which may have a material adverse effect on the financial results, cash flows or business prospects of the Group;
- (vi) the Group will be able to obtain the necessary financing and working capital required in addition to its internally generated funds for the building construction segment without any material adverse effect on the financial results, cash flows or business prospects of the Group;
- (vii) there will not be any significant or material changes to the agreements, contracts, approvals, licences, permits and regulations governing the building construction segment of the Group;

- (viii) the current accounting policies in respect of the building construction segment adopted by the Group will remain relevant and there will not be any significant changes in the accounting policies of the Group which may have a material adverse effect on the financial performance and financial position of the Group; and
- (ix) there will not be any significant or material changes in political, social and economic conditions, monetary and fiscal policies, inflation and regulatory requirements of the construction industry in Malaysia subsequent to the LPD which may have a material adverse effect on the financial performance and financial position of the Group.

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In order to derive the equity value of VLB, we have discounted the FCFE projected to be generated from the said business at an appropriate cost of equity to reflect the rate of return required by the equity holders of VLB. Our valuation, together with the key bases and assumptions adopted, are as follows:-

No.	Key bases and assumptions	Descriptions
(i)	FCFE Based on Future Financials from the 6-month FPE 31 December 2025 to FYE 31 December 2027	FCFE is the free cash flows from operations available to the equity holders of a company after taking into consideration all operating expenses, movement in working capital, net investing cash flows and net financing cash flows. We have reviewed the key bases and assumptions adopted in the Future Financials prepared by the management of VLB in deriving the FCFE and we are satisfied that they are reasonable given the prevailing circumstances and significant factors that are known as at the LPD.
(ii)	Cost of equity ("K _e ")	Cost of equity represents the rate of return required by an investor on the cash flow streams generated by the business given the risks associated with the cash flows. In deriving the cost of equity for VLB, we have adopted the Capital Asset Pricing Model and derived an estimated cost of equity of 10.69% based on the following input:- $K_e = R_f + (\beta \times EMRP)$
(iii)	Risk-free rate of return ("R _f ")	Risk-free rate of return represents the expected rate of return from a risk-free investment. The closest available approximation of the risk-free rate of return is the yield of 10-year Malaysian Government Securities. As extracted from the Bank Negara Malaysia website, the said yield is 3.49% as at the LPD.
(iv)	Expected market rate of return ("EMRP")	The EMRP refers to an excess return that investing in an equity asset provides over a risk-free rate. This excess return compensates investors for taking on the relatively higher risk of equity investing. We have relied on the equity market risk premium for Malaysia as published in July 2025 by Professor Aswath Damodaran, who is an established Professor of Finance at the Stern School of Business at New York University. He has published various research papers on equity risk premium since 2008 as well as other papers in the Journal of Financial and Quantitative Analysis, the Journal of Finance, the Journal of Financial Economics and the Review of Financial Studies. We have adopted the equity risk premium published by Professor Aswath Damodaran as we are of the view that the data and computation used are more robust and had taken into consideration, amongst others, a forward looking equity risk premium as compared to an equity market risk premium derived based on the historical rate of return for the FTSE Bursa Malaysia Top 100 Index, which may be affected by, amongst others, economic fundamentals of the past such as inflation and interest rates as well as one-off events that affected the market (e.g. COVID-19 pandemic) which may not be reflective of the future.
(v)	Beta ("β")	Beta is the sensitivity of an asset's returns to the changes in market returns. It measures the correlation of systematic risk between the said asset and the market. A beta of more than 1 signifies that the asset is riskier than the market and vice versa. In deriving the estimated beta of VLB, we have relied on the raw 3-year historical weekly beta up to the LPD of the comparable companies ¹ . As the beta extracted from Bloomberg is based on the capital structure of the respective comparable companies, we have unlevered the beta and re-levered the beta based on the capital structure of VLB to arrive at the estimated beta for VLB. Based on our computation below, the estimated beta of the VLB is 1.20.

No.	Key bases and assumptions	Descriptions																																										
		<p>Note:-</p> <p>^{*1} The comparable companies are principally involved in construction-related activities, including building and civil works, provision of construction services, etc, with more than 80% of their respective latest audited consolidated revenue being generated from construction-related businesses. These companies fall within the mid-cap range, with market capitalisation sizes ranging between RM250 million and RM550 million, which are broadly comparable to VLB's market capitalisation of RM434.38 million as at the LPD. The comparable companies identified are as follows:-</p> <table><tr><th></th><th>Market capitalisation as at LPD</th><th>Revenue contribution (%)</th><th>3-year historical beta up to the LPD (levered)</th><th>Debt/Equity ratio (times)</th><th>3-year historical beta up to the LPD (unlevered)[*]</th></tr><tr><td>Kumpulan Kitacon Berhad</td><td>RM365.25 million</td><td>100.00</td><td>0.515</td><td>0.00</td><td>0.515</td></tr><tr><td>GDB Holdings Berhad</td><td>RM510.47 million</td><td>100.00</td><td>1.526</td><td>0.00</td><td>1.526</td></tr><tr><td>Varia Berhad</td><td>RM296.26 million</td><td>99.62</td><td>0.385</td><td>0.45</td><td>0.288</td></tr><tr><td>Inta Bina Group Berhad</td><td>RM264.29 million</td><td>92.62</td><td>1.214</td><td>0.66</td><td>0.807</td></tr><tr><td>Pintaras Jaya Berhad</td><td>RM262.07 million</td><td>86.05</td><td>0.497</td><td>0.07</td><td>0.471</td></tr><tr><td></td><td></td><td></td><td>Average</td><td></td><td>0.722</td></tr></table> <p>(Source: Bloomberg, announcements on Bursa Securities and the latest annual reports of the comparable companies)</p> <p>* The unlevered beta is computed based on the following formula:-</p> $\text{Unlevered Beta} = \frac{\text{Levered Beta}}{1 + (1 - T) \times \text{Debt/Equity ratio}}$ <p>whereby, T represents the Malaysia corporate income tax rate of 24%.</p> <p>Please note that there is no company listed on Bursa Securities that is identical to VLB. Whilst we noted that the companies may have different business models and offer different products/services, we are of the view that the identified companies are adequately comparable to VLB and are reasonable to be adopted for the purposes of deriving the estimated beta of the industry. Our view is premised on the basis that the expected risks and rewards of the identified companies are broadly comparable to VLB in view that they are principally involved in the same economic sector (i.e. construction-related activities).</p>		Market capitalisation as at LPD	Revenue contribution (%)	3-year historical beta up to the LPD (levered)	Debt/Equity ratio (times)	3-year historical beta up to the LPD (unlevered) [*]	Kumpulan Kitacon Berhad	RM365.25 million	100.00	0.515	0.00	0.515	GDB Holdings Berhad	RM510.47 million	100.00	1.526	0.00	1.526	Varia Berhad	RM296.26 million	99.62	0.385	0.45	0.288	Inta Bina Group Berhad	RM264.29 million	92.62	1.214	0.66	0.807	Pintaras Jaya Berhad	RM262.07 million	86.05	0.497	0.07	0.471				Average		0.722
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Pintaras Jaya Berhad	RM262.07 million	86.05	0.497	0.07	0.471																																							
			Average		0.722																																							
(vi)	Terminal growth rate ("g")	<p>Terminal value represents the present value of the FCFE of VLB beyond the FYE 31 December 2027, which assumes that the FCFE of VLB grows at a constant rate to perpetuity. The terminal value is ascribed to VLB as it is assumed to operate on a going-concern basis and is expected to sustain its operations in perpetuity.</p> <p>In ascribing the terminal value to VLB for the period beyond the FYE 31 December 2027, a range of terminal growth rate of 1.50% to 2.30% has been adopted on the FCFE, which we view as reasonable after taking into consideration, amongst others, the long-term growth prospects of VLB, which is expected to be in line with the overall economic and industry outlook. We have also considered the headline inflation in Malaysia, which is expected to average between 1.50% and 2.30% in 2025 (as reported in the Bank Negara Malaysia Quarterly Bulletin for the Second Quarter 2025), and is viewed as a reasonable long-term proxy for sustainable growth, taking into consideration that the inflation rate provides an estimate of general price increase beyond the projection period, and that construction margins and contract pricing generally incorporate inflationary adjustments.</p>																																										

No.	Key bases and assumptions		Descriptions
(vii)	Tax rate	24%	The latest statutory corporate income tax rate applicable to the Group and its comparable companies is 24%.
(viii)	Equity value of VLB	Ranges from RM561.01 million to RM600.07 million	<p>The equity value of VLB is derived based on the following formula:-</p> $\text{Equity value of VLB} = \text{Present value of projected FCFE based on the Future Financials}^{*1} + \text{Present value of terminal value}^{*2}$ <p>Notes:-</p> <p>^{*1} Computed based on the following formula:-</p> $\text{Present value of FCFE} = \frac{\text{FCFE}}{(1 + K_e)^n}$ <p>whereby, <i>n</i> represents time, in years into the future.</p> <p>^{*2} Computed based on the following formula:-</p> $\text{Present value of terminal value} = \frac{\text{Expected sustainable level of FCFE} \times (1 + g)}{(K_e - g)} \times \frac{1}{(1 + K_e)^n}$ <p>whereby, <i>n</i> represents the year in which the expected sustainable level of FCFE is derived.</p> <p>Therefrom, we derived the equity value of VLB of between RM561.01 million to RM600.07 million based on the terminal growth rate, <i>g</i> of 1.50% (low range) and 2.30% (high range) respectively.</p>

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Based on the above, the indicative value of the entire equity interest in VLB is summarised as follows:-

	Low range	High range
	RM'000	RM'000
Equity value of VLB (based on 100% equity)	561,008	600,072
No. of VLB Shares in issue ('000)	944,309	944,309
Fair value per VLB Share (RM)	0.59	0.64
Discount of the Offer Price to the Fair Value (RM)	0.25	0.30
NA per VLB Share (RM)		0.20
Premium of the Offer Price to the NA per VLB Share (RM)		0.14

As noted above, the Offer Price represents a premium of RM0.14 or 70.00% to the NA per VLB Share of RM0.20. Notwithstanding the foregoing, our opinion is based on the valuation method adopted, namely the income-based valuation method using the DCF method.

Holders should note that the valuation in itself is highly dependent on, amongst others, the achievability of the Future Financials as well as the materialisation of the bases and assumptions used therein. Holders should also note that the valuation may be materially or adversely affected should the actual results or events differ from any of the bases and assumptions upon which the relevant reports and Future Financials were based.

Premised on the above, the Offer Price is **below** the range of fair value per VLB Share ranging from RM0.59 to RM0.64, and the Offer Price represents a **discount** of RM0.25-RM0.30 or 42.37%-46.88% to the fair value per VLB Share of RM0.59-RM0.64.

6.2 Historical market prices of VLB Shares

The graph below sets out the historical daily closing market prices of VLB Shares for the past 12 months up to the LTD and LPD:-



(Source: Bloomberg)

Based on the above, we observed that the VLB Shares have traded above the Offer Price for the past 12 months up to the LTD and LPD.

We noted that for the past 12 months up to the LPD, there was no fundamental change to the business of VLB Group. Save as disclosed below, there was no other announcements of material development which may have affected the movement of the market prices of VLB Shares for the past 12 months up to the LTD and LPD:-

No.	Date	Announcements/Significant Events
(A)	11 November 2024	Announcement on notice of interest of the following substantial shareholders:- <ul style="list-style-type: none"> NPH (acquisition of Shares resulting in it holding direct 281,403,993 Shares (29.80%)); and Dato' Soo (acquisition of Shares resulting in him holding indirect 281,403,993 Shares (29.80%)).

No.	Date	Announcements/Significant Events
(B)	22 November 2024	Announcement of VLB Group's unaudited quarterly results for the FPE 30 September 2024, wherein VLB recorded a quarterly PAT of RM10.76 million compared to a quarterly PAT of RM6.07 million in the preceding year corresponding quarter.
(C)	19 December 2024	Announcement by VLB that its wholly-owned subsidiary, Vestland Resources Sdn Bhd, had on 19 December 2024 accepted a Letter of Award dated 19 December 2024 awarded by Sg. Besi Construction Sdn Bhd to undertake the design and build works for design, approval, construction, completion, testing and commissioning of one (1) block of fifty-nine (59)-storey strata offices and related facilities located at Lot 20002, Jalan Mayang, Mukim Bandar Kuala Lumpur, Wilayah Persekutuan for a contract sum of RM70,000,000.00.
(D)	24 February 2025	Announcement of VLB Group's unaudited quarterly results for the FPE 31 December 2024, wherein VLB recorded a quarterly PAT of RM11.59 million compared to a quarterly PAT of RM5.67 million in the preceding year corresponding quarter.
(E)	26 May 2025	Announcement of VLB Group's unaudited quarterly results for the FPE 31 March 2025, wherein VLB recorded a quarterly PAT of RM7.81 million compared to a quarterly PAT of RM7.55 million in the preceding year corresponding quarter.
(F)	29 May 2025	Announcement by VLB that its wholly-owned subsidiary, Vestland Resources Sdn Bhd, had on 29 May 2025 accepted a Letter of Award dated 29 May 2025 awarded by Mercu Majuniaga Sdn Bhd to undertake the design and build works for one (1) block of fifty-one (51)-storey serviced apartment and related facilities located at Lot 1666, 1667, 1668 & 1669, Sek 41, Lorong Raja Uda 2, Mukim Bandar Kuala Lumpur Wilayah Persekutuan for a contract sum of RM156,906,645.00.
(G)	8 August 2025	Announcement by VLB that its wholly-owned subsidiary, Vestland Resources Sdn Bhd, had on 8 August 2025 accepted a Letter of Award dated 8 August 2025 awarded by Euro Saga Sdn Bhd to undertake the construction and completion of building works, mechanical services, electrical services and additional works for Kelantan Palace located at Lot PT 246, Seksyen 17, Bandar Kota Bahru, Kelantan (Lembah Sireh) for a contract sum of RM56,377,079.85.
(H)	27 August 2025	Announcement of VLB Group's unaudited quarterly results for the FPE 30 June 2025, wherein VLB recorded a quarterly PAT of RM10.68 million compared to a quarterly PAT of RM8.60 million in the preceding year corresponding quarter.
(I)	30 September 2025	Serving of the Notice on the Board.

In addition, we have also compared the Offer Price against the historical closing prices and the respective VWAPs of VLB Shares as follows:-

	VLB share price/VWAP	Premium/(Discount)	
	RM	RM	%
Up to the LTD			
- Last closing price	0.5150	(0.1750)	(33.98)
- 5-day VWAP	0.5163	(0.1763)	(34.15)
- 1-month VWAP	0.5056	(0.1656)	(32.75)
- 3-month VWAP	0.4817	(0.1417)	(29.42)
- 6-month VWAP	0.4432	(0.1032)	(23.29)
- 1-year VWAP	0.5287	(0.1887)	(35.69)
Up to the LPD			
- Last closing price	0.4600	(0.1200)	(26.09)
- 5-day VWAP	0.4640	(0.1240)	(26.72)

(Source: Bloomberg)

Based on the above, we noted that the Offer Price represents:-

- (i) a **discount** ranging from RM0.103-RM0.189 or 23.29%-35.69% to the last closing price, 5-day, 1-month, 3-month, 6-month and 1-year VWAPs of VLB Shares up to the LTD; and

- (ii) a **discount** ranging from RM0.120-RM0.124 or 26.09%-26.72% to the last closing price and the 5-day VWAP of VLB Shares up to and including the LPD.

Holders should note that the historical market price analysis above may not be an indication of future market prices of VLB Shares which may be influenced, by amongst others, the performance and prospects of VLB Group, prevailing economic conditions, economic outlook, stock market conditions, market sentiment and other general macroeconomic conditions as well as company-specific factors. Accordingly, the historical market prices of VLB Shares may not be a reliable indicator of the future price levels and should not be relied upon as an indication of the future price levels. Further, there is no assurance that the market price of VLB Shares will continue to trade at current price levels after the Closing Date.

7. REASONABLENESS OF THE OFFER

In assessing the reasonableness of the Offer, we have taken into consideration the following:-

- (i) Listing status of VLB; and
- (ii) Compulsory acquisition and rights of Dissenting Shareholders.

7.1 Listing status of VLB

As set out in **Section 4.1** of the Offer Document, pursuant to Rule 8.02(1) of the Listing Requirements, a listed corporation must ensure that it meets the Public Spread Requirement. Bursa Securities may accept a percentage lower than 25% of the total number of listed shares (excluding treasury shares) if it is satisfied that such lower percentage is sufficient for a liquid market of such shares.

A listed corporation must immediately announce to Bursa Securities if it becomes aware that it does not comply with the Public Spread Requirement. A listed corporation which fails to maintain the Public Spread Requirement may request for an extension of time to rectify the situation in the manner as may be prescribed by Bursa Securities. Where no extension of time is granted by Bursa Securities or the shortfall in the Public Spread Requirement is not rectified within the extended timeframe, Bursa Securities may take or impose any type of action or penalty pursuant to Rule 16.19 of the Listing Requirements for a breach of Rule 8.02(1) of the Listing Requirements and may, at its discretion, suspend trading in the securities of the listed corporation pursuant to Rule 16.02(1) of the Listing Requirements.

Notwithstanding this, the non-compliance with the Public Spread Requirement would not automatically result in the delisting of VLB from the Official List of Bursa Securities.

Pursuant to Rule 9.19(48) of the Listing Requirements, in the event that 90% or more of VLB Shares (excluding treasury shares, if any) are being held by the Joint Offerors and the PACs, an immediate announcement must be made by VLB. Upon such immediate announcement and where the Joint Offerors have announced that they intend to maintain the listing status of VLB, Bursa Securities shall suspend the trading of the securities of VLB upon the expiry of 30 market days from the date of the immediate announcement made by VLB pursuant to Rule 16.02(2) of the Listing Requirements. In this regard, the suspension will only be uplifted upon VLB's compliance with the Public Spread Requirement or as may be determined by Bursa Securities.

The Joint Offerors intend to maintain the listing status of VLB on the ACE Market of Bursa Securities.

Accordingly, in the event that VLB does not comply with the Public Spread Requirement as a result of the Offer, the Joint Offerors will together with VLB, explore other options or proposals within the timeframe as allowed by the relevant authorities, to enable compliance by VLB with the Public Spread Requirement.

Any action taken to address the Public Spread Requirement may require the approvals of the relevant authorities and/or the approval of the shareholders of VLB. The actual course of action to be taken will depend on, amongst others, the circumstances as well as the prevailing market conditions at the relevant time.

Holders should note that while the Joint Offerors will work together with VLB to attempt to rectify any shortfall in the public shareholding spread of VLB, there can be no assurance that the public shareholding spread of VLB can be rectified within the stipulated time frame. In the event that VLB does not meet the Public Spread Requirement within the stipulated time frame, the Joint Offerors and/or VLB may seek an extension of time from the authorities to do so. However, Bursa Securities has the absolute right to grant an extension or reject the said application.

For the avoidance of doubt, any decision to rectify the shortfall in the public shareholding spread of VLB will be subject to the Joint Offerors and the PACs retaining a collective equity interest of more than 50% in VLB.

Our comments:-

We note that the **Joint Offerors intend to maintain the listing status of VLB on the ACE Market of Bursa Securities**. Furthermore, in the event that VLB does not comply with the Public Spread Requirement as a result of the Offer, we note that the Joint Offerors shall work together with VLB to explore other options or proposals to enable compliance with the Public Spread Requirement. Such options or proposals may include but not limited to offer for sale and private placement as part of rectification manner, or market engagement activities such as marketing roadshow to broaden shareholder base. Purely for illustration and based on publicly available shareholdings records of VLB as at the LPD, in the event the Joint Offerors receive Valid Acceptances constituting 4.04% of the voting shares in VLB which result in the non-public Holders* collectively holding 75% of the voting shares in VLB, as such VLB may not comply with the Public Shareholding Spread.

Note:-

* Non-public Holders refers to Directors, substantial shareholders of VLB and persons connected to them.

Correspondingly, in event of shortfall in the Public Spread Requirement, VLB envisages to work together with the Joint Offerors to rectify such shortfall, and that any such rectification action will be carried out in accordance with the Listing Requirements. As such, VLB Shares will remain tradable on Bursa Securities and Holders will still be able to participate in the trading of the VLB Shares even after the Closing Date. In the event that VLB declares any Distributions in the future, Holders are entitled to receive the Distributions. However, there is no assurance that the market price of VLB Shares will continue to trade at current price levels after the Closing Date.

Notwithstanding the Joint Offerors' intention to maintain the listing status of VLB, if VLB does not comply with the Public Spread Requirement pursuant to the Offer and such non-compliance is not rectified within the timeframe as allowed by Bursa Securities, the trading in VLB Shares may be suspended and/or VLB Shares may be delisted. In such circumstances, you will not be able to trade in VLB Shares on the ACE Market of Bursa Securities.

You are advised to closely monitor any press releases and/or announcements made in relation to the Offer, particularly on the level of acceptances and non-compliance with the Public Spread Requirement, if any.

In addition to the above, we have also analysed the trading liquidity of VLB Shares. The historical trading volume of VLB Shares for the past 12 months up to September 2025 (being the last full trading month prior to the LPD) is as follows:-

	Monthly volume traded ⁽¹⁾	Monthly volume traded over free float ⁽²⁾
Month	No. of Shares	%
<u>2024</u>		
October	39,710,000 ⁽³⁾	14.41
November	67,800,000 ⁽³⁾	24.60
December	24,800,000	9.00

Month	Monthly volume traded ⁽¹⁾	Monthly volume traded over free float ⁽²⁾
	No. of Shares	%
2025		
January	13,620,000	4.94
February	5,520,000	2.00
March	4,710,000	1.71
April	13,690,000	4.97
May	18,180,000	6.59
June	2,430,000	0.88
July	1,900,000	0.69
August	1,710,000	0.62
September	3,230,000	1.17
Simple average	16,441,667	5.97
Simple average (excluding outliers)	8,979,000	3.26

(Source: Bloomberg and announcements on Bursa Securities)

Notes:-

- (1) Monthly volume traded excludes VLB Shares traded in the open market by the Directors, substantial shareholders of VLB and persons connected to them who are classified as non-public shareholders, if any.
- (2) Free float of VLB Shares refers to the number of VLB Shares held by public shareholders as defined under the Listing Requirements (excluding those VLB Shares held by the Directors, substantial shareholders of VLB and persons connected to them).
- (3) Deemed as an outlier, which is determined based on extreme deviation from the average. Please refer to **Section 6.2** of this IAL for details on significant events or announcements which may have materially impacted the trading volume during the said months.

Based on the above, the average monthly trading volume of VLB Shares is 16,441,667 VLB Shares, representing a liquidity turnover of 5.97% of the free float of VLB Shares. We noted unusually high deviation particularly in the trading volume of VLB Shares in October 2024 and November 2024 which saw 39,710,000 and 67,800,000 volume of Shares traded in the respective months (representing a liquidity turnover of 14.41% and 24.60% in the respective months). We opined such surge in trading may be attributed to the emergence of new substantial shareholders in VLB, namely NPH and Dato' Soo, as announced on 11 November 2024. However, after excluding October 2024 and November 2024 as outliers, the average monthly trading volume of VLB Shares would be 8,979,000 VLB Shares, representing a liquidity turnover of 3.26% of the free float of VLB Shares. We noted no announcements of material development made by VLB which may have affected the movement of historical trading volume of VLB Shares for the past 12 months up to the LPD, other than as disclosed in **Section 6.2** above.

In assessing the trading liquidity of VLB Shares, we have also compared the trading liquidity of VLB Shares against the Bursa Malaysia Construction Index for the past 12 months up to September 2025 (being the last full trading month prior to the LPD), as follows:-

Company/Index	Average monthly traded volume over free float ⁽¹⁾
	%
VLB Shares	3.26 ⁽²⁾
Bursa Malaysia Construction Index ⁽³⁾	9.74

(Source: Bloomberg and announcements on Bursa Securities)

Notes:-

- (1) Calculated by dividing the average monthly volume traded by the free float.

- (2) *Simple average of monthly volume traded over free float of VLB Shares (excluding outliers) as disclosed in the table above.*
- (3) *VLB is classified under "Construction" pursuant to Bursa Securities' sector classification.*

Based on the tables above, the average monthly trading volume of VLB Shares (excluding outliers) was 8,979,000 VLB Shares, representing approximately 3.26% of the free float of VLB Shares for the past 12 months up to September 2025. VLB Shares are relatively illiquid as the average monthly trading volume of VLB Shares (excluding outliers) of 3.26% is lower than the average monthly trading liquidity of the Bursa Malaysia Construction Index of 9.74%. The underperformance of the liquidity of VLB Shares against the Bursa Malaysia Construction Index may be due to the shareholding concentration dynamics of VLB, whereby a significant portion of VLB Shares are held by a few non-public Holders (i.e. Directors, substantial shareholders of VLB and persons connected to them). In the past 12 months up to 30 September 2025, we observed that the VLB Shares held by the non-public Holders collectively averaged to about 71% shareholdings in VLB. Such concentration therefore reduces the effective free float and potentially discourage active trading due to limited supply of VLB Shares accessible to the public Holders in the open market.

Holders, especially those with bigger blocks of VLB Shares, may have limited opportunities or may take significant time to realise your investments in VLB Shares in the open market at the prevailing market prices at the relevant point in time subsequent to the Closing Date. However, Holders who hold small blocks of VLB Shares may still have opportunity to dispose their shares in the open market subsequent to the Closing Date as the Joint Offerors intend to maintain the listing status of VLB on the ACE Market of Bursa Securities.

We wish to highlight that the above evaluation is based on the historical trading volume of the VLB Shares as at the respective periods as well as the free float as at the respective periods and should not be relied upon as an indication of the future trading liquidity of the VLB Shares, which may be influenced by, amongst others, the performance and prospects of VLB Group, prevailing economic conditions, economic outlook, stock market conditions, market sentiment and other general macroeconomic conditions as well as company specific factors. Further, there is no assurance that the market price of VLB Shares will continue to trade at current price levels after the Closing Date.

Our advice as contained in this IAL is addressed to the Holders at large and not to any particular Holder. Accordingly, in providing this advice, we have not taken into consideration any specific investment objectives, financial situation, risk profile and particular needs of any individual Holder or any specific group of Holders.

7.2 Compulsory acquisition and rights of Dissenting Shareholders

Compulsory Acquisition

As set out in **Section 4.2** of the Offer Document, *if the Joint Offerors have received acceptances of not less than 9/10 in the nominal value of the offer shares (excluding shares already held at the date of the take-over offer by the Joint Offerors or any of the persons acting in concert with them), the Joint Offerors do not intend to invoke the provisions of subsection 222(1) of the CMSA to compulsorily acquire any outstanding Offer Shares for which the Valid Acceptances have not been received prior to the Closing Date even if the conditions stipulated in subsection 222(1) of the CMSA are fulfilled.*

Rights of Dissenting Shareholders

As set out in **Section 4.3** of the Offer Document, *notwithstanding the above and subject to section 224 of the CMSA, section 223 of the CMSA provides that if the Joint Offerors receive Valid Acceptances from Holders resulting in the Joint Offerors and the PACs holding not less than 9/10 in the nominal value of all shares in VLB on or before the Closing Date, a Dissenting Shareholder may exercise his/her/its rights, under subsection 223(1) of the CMSA, within a period to be specified by the Joint Offerors which shall be no less than 3 months after the Closing Date, by serving a notice on the Joint Offerors to require the Joint Offerors to acquire his/her/its Offer Shares (as the case may be) on the same terms and conditions as set out in this Offer Document or such other terms as may be agreed.*

Our comments:-

We note that **the Joint Offerors do not intend to invoke the provisions of subsection 222(1) of the CMSA** to compulsorily acquire any remaining Offer Shares for which Valid Acceptances has not been received prior to the Closing Date even if the conditions stipulated in subsection 222(1) of the CMSA are fulfilled.

We further note that notwithstanding the above and subject to section 224 of the CMSA, if the Joint Offerors receive Valid Acceptances from the Holders resulting in the Joint Offerors and the persons acting in concert holding with them not less than 9/10 in nominal value of all the VLB Shares on or before the Closing Date, a Dissenting Shareholder may exercise his/her/its rights under subsection 223(1) of the CMSA, by serving a notice on the Joint Offerors to require the Joint Offerors to acquire his/her/its Offer Shares on the same terms and conditions as set out in the Offer Document or such other terms as may be agreed.

If the Dissenting Shareholders do not or fail to exercise such rights within the stipulated period, they may continue to hold the VLB Shares as the Joint Offerors do not intend to invoke section 222(1) of the CMSA.

Holders are advised to consult their professional adviser(s) should they wish to exercise their rights under subsection 223(1) of the CMSA, if applicable.

8. RATIONALE FOR THE OFFER AND FUTURE PLANS FOR VLB GROUP AND ITS EMPLOYEES

We refer to the rationale for the Offer and future plans for VLB Group and its employees as set out in **Sections 3 and 6** of the Offer Document, respectively.

8.1 Rationale for the Offer

We note the following:-

- (i) *Dato' Soo has been an investor in VLB since its initial public offering ("IPO") (VLB was listed on the ACE Market of Bursa Securities on 31 January 2023) as he was a placee for the IPO and subscribed to 303,100 VLB Shares through NPSB at an issue price of RM0.33 per VLB Share, representing a total subscription amount of RM100,023.00. Upon completion of the IPO, Datuk Liew and Wong SK held substantial stakes of 63.33% and 11.17% respectively of the total equity interest in VLB.*
- (ii) *Following the IPO, Datuk Liew and Wong SK wished to monetise a portion of their respective equity interests held in the Offeree. At the same time, Dato' Soo viewed that it was a good investment opportunity and made a strategic investment of 29.80% of the total equity interest in the Offeree via the Initial Acquisitions, further details of which are set out in Section 1.7 of Appendix III of the Offer Document.*
- (iii) *Following the Initial Acquisitions, Dato' Soo wished to further invest in the Offeree and approached Datuk Liew and Wong SK with the intention to explore the possibility of establishing a strategic collaboration with them. Accordingly, the execution of the Shareholders' Agreement by the Joint Offerors represents a strategic move taken by the Joint Offerors to collaborate and align their interests as a group in the Offeree's business. Datuk Liew will remain the Group Managing Director and the largest shareholder of the Offeree, while Wong SK will continue to be the Executive Director upon completion of the Offer. Furthermore, it is the Joint Offerors' intention to have Dato' Soo be appointed as the Group Chief Executive Officer of the Offeree upon completion of the Offer.*

- (iv) *The Shareholders' Agreement will serve to formalize the strategic collaboration amongst the Joint Offerors as well as the respective roles and responsibilities of the Joint Offerors ensuring a cohesive approach to governance and strategic planning for the Offeree. Dato' Soo has extensive experience, expertise and knowledge in the construction industry and infrastructure projects, while the Offeree under Datuk Liew's and Wong SK's helm, has significant expertise with high-rise construction projects. The Joint Offerors' complementary strengths will allow the Offeree to expand its capabilities across a broader spectrum of construction projects, unlock new opportunities and strengthen the Offeree's ability to tender for more projects, particularly in infrastructure projects, and in turn further solidifying its market presence in the construction industry. As at the LPD, the Joint Offerors have not formed any plans in respect of the above.*
- (v) *Further to the above, the Offer was made pursuant to subsection 218(2) of the CMSA and subparagraph 4.01(a) of the Rules as a result of the execution of the Shareholders' Agreement and the completion of the Acquisitions.*
- (vi) *The Offer provides the Holders with an opportunity to realise their investment in the Offeree for cash at the Offer Price.*

Our comments:-

We note that the Joint Offerors, particularly Dato' Soo, Datuk Liew and Wong SK, have the relevant experience and complementary expertise in the construction business, which is VLB's principal area of business. The execution of the Shareholders' Agreement by the Joint Offerors reflects a strategic initiative to align their interests and collaborate in the governance and future direction of VLB, as well as foster a cohesive approach to VLB's long-term strategic planning and operations.

Such strategic collaboration is expected to enable VLB to broaden its capabilities across a wider range of construction projects, pursue new business opportunities, and strengthen its ability to tender for a wider spectrum of construction projects, including but not limited to infrastructure developments.

The Offer is a mandatory obligation consequential from the execution of the Shareholders' Agreement by the Joint Offerors and also the Acquisitions pursuant to subsection 218(2) of the CMSA and subparagraph 4.01(a) of the Rules as NPH, being one of the Joint Offerors' shareholdings in VLB increased from 29.80% to approximately 33.20% upon completion of the Acquisitions.

8.2 Future plans for VLB Group and its employees

The intention of the Joint Offerors with respect to the future plans for VLB Group and its employees are as follows:-

(i) Continuation of VLB Group's business

The Joint Offerors intend to continue the existing businesses of the VLB Group which are principally involved in the business activities of builders and contractors for construction work and do not currently have any plans and/or intention to liquidate any company within the VLB Group. The Joint Offerors intend to leverage Dato' Soo's, Datuk Liew's and Wong SK's collective expertise and experience in the construction industry to grow the VLB Group's construction orderbook.

Nevertheless, the Joint Offerors may from time to time undertake a review of the VLB Group's businesses and operations to formulate future plans and strategies for the VLB Group, if necessary, in order to ensure that the VLB Group remains competitive. The Joint Offerors retain the flexibility at any time to consider any new business opportunities, which may present themselves. Any plans would only be undertaken if the Joint Offerors deem it appropriate and in the best interests of the VLB Group and VLB's shareholders and will be carried out in accordance with the Listing Requirements and other relevant guidelines and regulations.

However, as at the Offer Document LPD, the Joint Offerors do not have any definitive plans in respect of the above and will undertake a review and evaluation of the operations of the VLB Group prior to developing or implementing any future strategies for the VLB Group.

(ii) Major changes to VLB Group's business

The Joint Offerors do not have any immediate plans to introduce any major changes to the existing businesses of the VLB Group, liquidate any company within the VLB Group, dispose of any major assets or undertake any major redeployment of the fixed assets of the VLB Group.

Nevertheless, the Joint Offerors may from time to time review strategic options with regard to the businesses or assets of the VLB Group and where appropriate, undertake such changes, streamlining/segmentation of business, disposal and/or redeployment as part of the process to rationalise the business activities or direction of the VLB Group, including monetisation of assets, or to improve the use of resources of the VLB Group, with a view that the VLB Group remains competitive, efficient, sustainable and viable in the industry and to improve the prospects and growth of the VLB Group.

For information purposes, one of the Joint Offerors, namely Dato' Soo is currently not a director of VLB. However, as set out in the rationale in Section 3 of the Offer Document, it is the Joint Offerors' intention to have Dato' Soo be appointed as the Group Chief Executive Officer of the Offeree upon completion of the Offer.

The Joint Offerors have not decided on the number and persons to be nominated as a director on the Board (if any). Any appointment of directors will be made in compliance with paragraph 15.01 of the Rules and all relevant guidelines.

As at the Offer Document LPD, the Joint Offerors have not entered any negotiation, arrangement or understanding with any third party with regard to any significant change in the business, assets or shareholding structure of the VLB Group.

(iii) Employees of VLB Group

The Joint Offerors do not have any plan at this juncture to dismiss or make redundant any of the existing employees of the VLB Group as a direct consequence of the Offer. Nevertheless, changes with regard to the employment and/or redeployment of the VLB Group's employees may take place as a result of the rationalisation and/or streamlining of the VLB Group's business operations to improve staff productivity and operational efficiency. Any such action taken involving the employees of the VLB Group will be dealt with in accordance with the relevant legislation and the terms of employment of the employees concerned.

Our comments:-

We noted that the Joint Offerors:-

- (a) intend to continue with the existing business of VLB Group and intends to grow its construction business and orderbook by leveraging on their respective expertise and experience within the construction industry;
- (b) do not have any immediate plans to introduce any major changes to the existing businesses of the VLB Group, liquidate any company within the VLB Group, dispose of any major assets or undertake any major redeployment of the fixed assets of the VLB Group. Nevertheless, where appropriate, the Joint Offerors may conduct review and undertake changes or streamline or rationalise the business activities or direction of VLB Group, such as monetisation of assets, or to improve the use of resources of the VLB Group, to ensure that VLB Group remains competitive, sustainable or viable in the industry.

Further, given Dato' Soo's experience and expertise in infrastructure and construction projects, we are of the view that proposed appointment of Dato' Soo as the Group Chief Executive Officer upon completion of the Offer is expected to bring additional expertise and strength to the management team; and

- (c) do not have any plan at this juncture to dismiss or make redundant any of the existing employees of the VLB Group as a direct consequence of the Offer. Nevertheless, changes with regard to the employment and/or redeployment of the VLB Group's employees may take place as a result of the rationalisation and/or streamlining of the VLB Group's business operations to improve staff productivity and operational efficiency.

Premised on the above, and having taking consideration that the Joint Offerors intend to continue with the existing principal business of VLB and do not have any immediate plans or intention to liquidate/dispose any company/fixed assets of VLB Group, we are of the view that the business and management of VLB (save for the proposed appointment of Dato' Soo as the Group Chief Executive Officer) will remain intact and continue as a going concern.

Holders should note that, as at the LPD, the Joint Offerors and the PACs collectively hold 70.92% equity interest in VLB (which is above the statutory control level of 50%). Therefore, provided that the Shareholders' Agreement remain valid and subsisting, any alternative proposal will not be successful without their support.

The Joint Offerors and the PACs (through casting of their collective votes which represent 70.92% of the total voting shares in VLB) are able to:-

- (i) approve or oppose any ordinary resolutions (requiring approval from more than 50% of the total votes cast) sought at shareholders' general meetings of the Company;
- (ii) oppose any special resolutions (requiring approval from at least 75% of the total votes cast) sought at shareholders' general meetings of the Company; and
- (iii) significantly influence the approval of any special resolutions (requiring approval from at least 75% of the total votes cast) sought at the shareholders' general meetings of the Company,

provided that the Joint Offerors and the PACs are not interested in such resolutions and are allowed to vote at general meetings of VLB.

We further note that as at the LPD, there have not been any negotiation or discussion between the Non-Interested Directors and the Joint Offerors with regards to the future plans of the Company and its employees as a consequence of the Offer.

9. FURTHER INFORMATION

You are advised to refer to the views and recommendation of the Non-Interested Directors as set out in **Section 7, Part A** of this IAC as well as the attached appendices and other relevant information in the Offer Document for further details in relation to the Offer.

10. CONCLUSION AND RECOMMENDATION

In arriving at our conclusion and recommendation for the Non-Interested Directors and Holders, we have assessed the fairness and reasonableness of the Offer in accordance with paragraphs 1 to 6 under Schedule 2: Part III of the Rules whereby the term "fair and reasonable" should generally be analysed as 2 distinct criteria, i.e. whether the Offer is "fair" and whether the Offer is "reasonable", rather than as a composite term.

The Offer is considered as "fair" if the Offer Price is equal to or higher than the market price and is also equal to or higher than the value of the Offer Shares. However, if the Offer Price is equal to or higher than the market price but is lower than the value of the Offer Shares, the Offer is considered as "not fair". In making the assessment, the value of the Offer Shares is determined based on the assumption that 100% of the issued share capital of the Offeree is being acquired.

In considering whether the Offer is "reasonable", we have taken into consideration matters other than the valuation of the Offer Shares. Generally, the Offer would be considered "reasonable" if it is "fair".

We have assessed and evaluated the Offer based on all relevant and pertinent factors including those which are as set out in **Sections 6 and 7** of this IAL. Holders should consider carefully the merits and demerits of the Offer based on all relevant factors and considerations as set out in this IAC and the Offer Document, prior to making a decision on whether to accept or reject the Offer.

Summarised below are the pertinent factors which you should carefully consider prior to making a decision whether to accept or reject the Offer:-

Fairness	<p>We are of the view that the Offer is <u>NOT FAIR</u> as the Offer Price represents:-</p> <ul style="list-style-type: none"> (i) a discount of RM0.25-RM0.30 or 42.37%-46.88% to the range of fair value per VLB Share of RM0.59-RM0.64, which was arrived at based on income-based valuation method using the DCF; (ii) a discount ranging from RM0.103-RM0.189 or 23.29%-35.69% to the last closing price, 5-day, 1-month, 3-month, 6-month and 1-year VWAPs of VLB Shares up to the LTD; and (iii) a discount ranging from RM0.120-RM0.124 or 26.09%-26.72% to the last closing price and the 5-day VWAP of VLB Shares up to the LPD.
Reasonableness	<p>We are of the view that the Offer is <u>NOT REASONABLE</u> after having taking into consideration the following:-</p> <ul style="list-style-type: none"> (i) the Joint Offerors intend to maintain the listing status of VLB on the ACE Market of Bursa Securities. Furthermore, in the event that VLB does not comply with the Public Spread Requirement as a result of the Offer, the Joint Offerors shall work together with VLB to explore other options or proposals to enable compliance with the Public Spread Requirement; (ii) the Joint Offerors do not intend to invoke the provisions of subsection 222(1) of the CMSA to compulsorily acquire any remaining Offer Shares for which Valid Acceptances have not been received prior to the Closing Date even if the conditions stipulated in subsection 222(1) of the CMSA are fulfilled; and (iii) In assessing the trading liquidity of VLB Shares, we noted that VLB Shares are relatively illiquid as the average monthly trading volume of VLB Shares (excluding outliers) of 3.26% is lower than the average monthly trading liquidity of the Bursa Malaysia Construction Index of 9.74%. However, Holders who hold small blocks of VLB Shares may still have opportunity to dispose their shares in the open market subsequent to the Closing Date as the Joint Offerors intend to maintain the listing status of VLB on the ACE Market of Bursa Securities. <p>Given that VLB will remain listed and that VLB Shares will continue to be tradable on the ACE Market of Bursa Securities, Holders will still be able to participate in the trading of VLB Shares even after the Closing Date. Further, Holders will still have the opportunity to realise their investment in VLB Shares in the event the market price is higher than the Offer Price, net of transaction cost.</p>

Based on our evaluation, we are of the opinion that the Offer is **NOT FAIR and NOT REASONABLE**.

Accordingly, we:-

- (i) have advised the Non-Interested Directors to recommend the Holders to **REJECT** the Offer; and
- (ii) recommend that the Holders **REJECT** the Offer.

However, the decision on the course of action to be taken by the Holders in respect of the Offer will depend entirely on the Holders' risk appetite and specific preference as well as their expectation of the future performance of VLB Group. Holders should also be mindful that continuous fluctuation in the market prices of VLB Shares might happen prior to and after the Closing Date.

Hence, Holders are advised to closely monitor the market prices and information/announcements in relation to the Offer before making a decision on the course of action to be taken in respect of the Offer.

HOLDERS ARE ADVISED TO CAREFULLY CONSIDER THE INFORMATION AND RECOMMENDATION CONTAINED IN THIS IAC TOGETHER WITH THE OFFER DOCUMENT BEFORE MAKING A DECISION ON THE COURSE OF ACTION TO BE TAKEN.

IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION YOU SHOULD TAKE IN RELATION TO THE OFFER, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, ACCOUNTANT, SOLICITOR OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

Yours faithfully,
For and on behalf of
UOB KAY HIAN (M) SDN BHD
(formerly known as UOB Kay Hian Securities (M) Sdn Bhd)

NANTHA KUMAR
Director
Co-Head of Corporate Finance

WINSTON LOH
Director
Corporate Finance

INFORMATION ON VLB

1. HISTORY AND BUSINESS

VLB was incorporated in Malaysia under the Act on 10 November 2021 as a private limited company under the name of Vestland Sdn Bhd. Subsequently, VLB was converted to a public limited company on 28 April 2022 and adopted its present name of Vestland Berhad.

VLB is an investment holding company which was incorporated to facilitate its listing on the ACE Market of Bursa Securities which was completed on 31 January 2023, whilst the principal activities of its subsidiaries are set out in **Section 5** of this **Appendix I**.

2. SHARE CAPITAL

2.1 Issued share capital

As at the LPD, the details of the share capital of VLB are as follows:-

	No. of Shares	RM
Issued share capital	944,308,700	100,597,909

As at the LPD, there is only one class of shares in VLB, i.e. ordinary shares. VLB does not have any treasury shares as at the LPD.

All VLB Shares rank *pari passu* in terms of voting rights and entitlements to any dividends, rights, allotments and/or distributions (including any capital distributions) which may be declared, made or paid to shareholders.

2.2 Changes in the issued share capital

Since the end of FYE 31 December 2024 up to the LPD, there are no changes in VLB's issued share capital.

2.3 Convertible securities

As at the LPD, VLB does not have any convertible securities.

3. SUBSTANTIAL SHAREHOLDERS

As at the LPD, the substantial shareholders' shareholdings in VLB are as follows:-

Name	Nationality/Country of incorporation	Direct		Indirect	
		No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
NPH	Malaysia	312,094,026	33.05	-	-
Dato' Soo	Malaysian	1,110,000	0.12	312,397,126 ⁽²⁾	33.08
Datuk Liew	Malaysian	321,073,202	34.00	-	-

Notes:-

(1) Computed based on the total issued share capital of VLB comprising 944,308,700 VLB Shares.

(2) Deemed interested by virtue of his interest in NPH and NPSB pursuant to section 8 of the Act.

INFORMATION ON VLB (CONT'D)

4. DIRECTORS

As at the LPD, the Directors of VLB and their shareholdings in VLB are set out below:-

Name	Nationality	Address	Direct		Indirect	
			No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Dato' Mathialakan Chelliah (Independent Non-Executive Chairman)	Malaysian	13, Lengkok Zaaba Satu, Taman Tun Dr Ismail, 60000 Kuala Lumpur, Wilayah Persekutuan	300,000	0.03	-	-
Datuk Liew (Group Managing Director)	Malaysian	6, Jalan Camar 4/19, Sierra Damansara, Kota Damansara, 47810 Petaling Jaya, Selangor	321,073,202	34.00	-	-
Wong SK (Executive Director)	Malaysian	5, Jalan RP7/12, Taman Prima Ville, Rawang Perdana, 48000 Rawang, Selangor	35,165,972	3.72	-	-
Dato' Yong Lei Choo (Independent Non-Executive Director)	Malaysian	B-3-3, Cita Damansara, No. 2, Jalan PJU 3/27, Sunway Damansara, 47810 Petaling Jaya, Selangor	-	-	-	-
Ong Wei Liam @ Jeremy Ong (Independent Non-Executive Director)	Malaysian	B-17-03, Tiffani Kiara, No. 1, Changkat Duta Kiara, Mont Kiara, 50480 Kuala Lumpur, Wilayah Persekutuan	-	-	-	-
Wee Chuen Lii (Independent Non-Executive Director)	Malaysian	No. 4, Jalan BPP 3/6, Pusat Bandar Putra Permai, 43300 Seri Kembangan, Selangor	-	-	-	-

Note:-

(1) Computed based on the total issued share capital of VLB comprising 944,308,700 VLB Shares.

5. SUBSIDIARIES, ASSOCIATE AND JOINT VENTURE COMPANIES

As at the LPD, the subsidiaries of VLB are set out below:-

Name	Place of incorporation	Effective equity interest (%)	Principal activities
Vestland Resources Sdn Bhd	Malaysia	100.00	Builders and contractor for construction work
Vestland Chain Sdn Bhd	Malaysia	100.00	Trading in construction materials
Vestland Infra Sdn Bhd	Malaysia	100.00	Infrastructure work

As at the LPD, VLB does not have any associate and joint venture companies.

INFORMATION ON VLB (CONT'D)

6. PROFIT AND DIVIDEND RECORD

The profit and dividend record of VLB Group based on its audited consolidated financial statements for the past 3 financial years up to the FYE 31 December 2024 and the latest unaudited financial statements for 6-month FPE 30 June 2025 are as follows:-

	Audited FYE 31 December			Unaudited 6-month FPE 30 June 2025
	2022	2023	2024	
	RM'000	RM'000	RM'000	
Revenue	304,035	349,242	626,093	370,582
PBT	34,742	37,737	51,908	24,960
PAT attributable to the owners of the Company ^{*1}	25,110	27,765	38,515	18,497
Weighted average no. of ordinary shares in issue ('000)	543,077	932,199	944,309	944,309
Basic EPS/(LPS) (sen) ^{*2}	4.62	2.98	4.08	1.96
Shareholders' fund/NA	71,560	153,464	191,979	210,476
NA per share (RM) ^{*3}	0.13	0.16	0.20	0.22
Current ratio (times)	1.34	1.28	1.21	1.17
Dividend per share (sen)	-	-	-	-

Notes:-

^{*1} There is no non-controlling interest for the FYEs 31 December 2022 to 31 December 2024 as well as for the 6-month FPE 30 June 2025.

^{*2} Computed based on the PAT attributable to owners of the Company over the weighted average no. of ordinary shares in issue for the respective FYEs/FPE.

^{*3} Computed based on the shareholders' fund/NA over the weighted average no. of ordinary shares in issue for the respective FYEs/FPE.

Save as disclosed in the commentaries below, there were no exceptional items which affected the financial performance of the Group for the past 3 financial years up to the FYE 31 December 2024 and the latest financial quarter up to the 6-month FPE 30 June 2025.

Commentary on the past financial performance:-**FYE 31 December 2022 vs FYE 31 December 2023**

For the FYE 31 December 2023, the Group's revenue increased by 14.87% to RM349.24 million (FYE 31 December 2022: RM304.04 million). The increase was mainly attributable to the increase in revenue generated from build segment (i.e. mainly attributed to D'vine Residences Project), and design and build segment (i.e. mainly attributed to Beluran Police Camp Project and Raja Uda Project), which was driven by higher percentage of work done for these projects.

Further, for the FYE 31 December 2023, the Group's PBT increased by 8.64% to RM37.74 million (FYE 31 December 2022: RM34.74 million), mainly due to the increase in revenue and gross profit achieved by its construction business, and was partially offset by the higher finance costs incurred during the FYE 31 December 2023. During the FYE 31 December 2023, the Group also recorded one-off gain on disposal of asset held-for-sale (i.e. buildings) and investment properties amounting to RM1.47 million in aggregate.

In the preceding financial year (FYE 31 December 2022), as part of the pre-IPO restructuring exercise, VLB had on 20 April 2022 acquired the entire issued share capital of Vestland Resources Sdn Bhd comprising 1,750,000 ordinary shares for a purchase consideration of RM46,458,516 which was wholly satisfied via issuance of 774,308,600 new VLB Shares at an issue price of RM0.06 per share. Subsequently in FYE 31 December 2023, VLB was listed on the ACE Market of Bursa Securities on 31 January 2023 pursuant to the IPO with an IPO price of RM0.33 per Share.

INFORMATION ON VLB (CONT'D)

FYE 31 December 2023 vs FYE 31 December 2024

For the FYE 31 December 2024, the Group's revenue increased by 79.27% to RM626.09 million (FYE 31 December 2023: RM349.24 million), mainly attributable to the increase in revenue from build projects (i.e. D'vine Residences Project and Taman Desa Council Home Project) and design and build projects (i.e. Beluran Police Camp Project and Pinnacle Subang Jaya SOHO Project), which was driven by higher percentage of work done for these projects.

Further, for the FYE 31 December 2024, the Group's PBT increased by 37.55% to RM51.91 million (FYE 31 December 2023: RM37.74 million), in tandem with the increase in the Group's revenue and gross profit from its construction business. This was partially offset by the higher finance costs incurred, which mainly consists of interest expenses for borrowings utilised for working capital purposes.

6-month FPE 30 June 2024 vs 6-month FPE 30 June 2025

For the 6-month FPE 30 June 2025, the Group's revenue increased by 36.49% to RM370.58 million (6-month FPE 30 June 2024: RM271.50 million), mainly due to higher revenue generated from design and build segment, which mainly attributed to Pinnacle Subang Jaya SOHO Project, Pinnacle Ara Damansara Project, Raja Uda Project, Shah Alam KGSAAS Project, and Permatang Pauh Project.

Further, for the 6-month FPE 30 June 2025, the Group's PBT increased by 14.55% to RM18.50 million (6-month FPE 30 June 2024: RM16.15 million), in tandem with the increase in the Group's revenue and gross profit from its construction business. This was partially offset by the higher finance costs incurred, which mainly consists of interest expenses for borrowings utilised for working capital purposes.

7. STATEMENT OF ASSETS AND LIABILITIES

The statement of assets and liabilities of VLB Group based on its audited statement of financial position as at 31 December 2022, 31 December 2023, 31 December 2024 as well as its latest unaudited statement of financial position as at 30 June 2025 are set out below:-

	Audited as at 31 December			Unaudited as at 30 June
	2022 RM'000	2023 RM'000	2024 RM'000	2025 RM'000
ASSETS				
Non-current assets				
Property, plant and equipment	11,428	13,432	27,242	33,837
Right-of-use assets	907	1,212	3,405	3,213
Investment properties	12,100	4,508	4,416	4,370
Cash and cash equivalents	19,904	55,552	61,946	79,057
Total non-current assets	44,339	74,704	97,009	120,477
Current assets				
Trade receivables	117,829	214,785	329,348	396,569
Other receivables	24,663	60,750	99,241	107,336
Contract assets	18,146	90,541	148,886	191,733
Cash and cash equivalents	21,324	41,343	39,881	9,126
Total current assets	181,962	407,419	617,356	704,764
Non-current assets held for sale	669 ^{*1}	-	-	-
TOTAL ASSETS	226,970	482,123	714,365	825,241

INFORMATION ON VLB (CONT'D)

	Audited as at 31 December			Unaudited as at 30 June
	2022 RM'000	2023 RM'000	2024 RM'000	2025 RM'000
EQUITY AND LIABILITIES				
Equity attributable to owners of the Company				
Share capital	46,459	100,598	100,598	100,598
Merger deficit	(44,709)	(44,709)	(44,709)	(44,709)
Retained earnings	69,810	97,575	136,090	154,587
TOTAL EQUITY	71,560	153,464	191,979	210,476
Non-current liabilities				
Borrowings	19,250	10,678	9,343	8,674
Lease liabilities	603	647	2,272	2,165
Deferred tax liabilities	42	42	42	42
Total non-current liabilities	19,895	11,367	11,657	10,881
Current liabilities				
Trade payables	87,340	120,186	191,773	189,917
Other payables	15,523	17,042	23,412	27,686
Contract liabilities	1,815	20,737	12,658	6,916
Borrowings	26,202	155,942	276,209	370,795
Lease liabilities	191	490	904	967
Tax payable	4,444	2,894	5,773	7,603
Total current liabilities	135,515	317,291	510,729	603,884
TOTAL LIABILITIES	155,410	328,658	522,386	614,765
TOTAL EQUITY AND LIABILITIES	226,970	482,122	714,365	825,241

Note:-

^{*1} Vestland Resources Sdn Bhd, a wholly-owned subsidiary of VLB, had on 21 April 2022, entered into a sale and purchase agreement with purchasers to dispose of buildings for a total consideration of RM950,000. The transaction was completed on 19 January 2023.

As at the LPD, there is no known material change in the financial position of VLB, subsequent to the latest audited consolidated financial statements for the FYE 31 December 2024, other than as disclosed in announcements published on Bursa Securities including but not limited to its quarterly financial results.

8. ACCOUNTING POLICIES

The audited consolidated financial statements of VLB for the past 3 financial years up to the FYE 31 December 2024, have been prepared in accordance with the MFRS, International Financial Reporting Standards and the requirements of the Act. There was no audit qualification for VLB's financial statements for the respective years under review.

There is no significant change in the accounting policies adopted by VLB which would result in the audited consolidated financial statements of VLB for the past 3 financial years up to the FYE 31 December 2024 not being comparable to a material extent. For information, at the beginning of FYE 31 December 2023, VLB had adopted new standards and amendments to MFRSs which are mandatory for the financial year, of which did not have any material impact on the financial statements, except for:-

INFORMATION ON VLB (CONT'D)*Amendments to MFRS 101 - Presentation of financial statements: Disclosure of accounting policies*

The amendments change the requirements in MFRS 101 with regard to disclosure of accounting policies. The amendments replace all instances of the term 'significant' with 'material'. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on basis of those financial statements. The supporting paragraphs in MFRS 101 are also amended to clarify that accounting policy information that relates to immaterial transactions, other events or conditions is immaterial and need not be disclosed. Accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. The Malaysian Accounting Standards Board has also developed guidance and example to explain and demonstrate the application of the 'four-step materiality process' described in MFRS Practice Statement 2.

The amendments have had an impact on VLB's disclosures of accounting policies but not on the measurement, recognition or presentation of any items in the VLB's financial statements.

9. BORROWINGS

As at 30 September 2025, which is not more than 3 months preceding the LPD, VLB Group has total outstanding interests-bearing borrowings (excluding lease liabilities) of approximately RM414.81 million as follows:-

Borrowings	RM'000
Non-current	
Term loans	8,418
	8,418
Current	
Term loans	1,415
Revolving credits	297,493
Invoice financing	27,854
Promissory note	29,141
Trust receipt	9,434
Overdraft against progress claim	41,058
	406,395
Total	414,813

10. MATERIAL COMMITMENTS

There are no material capital commitments incurred or known to be incurred by VLB Group as at 30 September 2025, that have not been provided for, which upon becoming due or enforceable, may have a material impact on the financial position or business of VLB Group.

11. CONTINGENT LIABILITIES

There are no contingent liabilities incurred or known to be incurred by VLB Group as at 30 September 2025, which is not more than 3 months preceding the LPD, that have not been provided for, which upon becoming due or enforceable, may have a material impact on the financial position or business of VLB Group.

INFORMATION ON VLB (CONT'D)

12. MATERIAL LITIGATION

As at the LPD, VLB Group is not engaged in any material litigation, claims or arbitration either as plaintiff or defendant, which may have a material effect on the financial position or business of VLB Group and the Board confirms that there are no proceedings, pending or threatened, or of any fact likely to give rise to any proceedings, which may have a material impact on the financial position or the business of VLB Group.

13. MATERIAL CONTRACTS

Save as disclosed below, VLB Group has not entered into any material contracts (not being contracts entered into the ordinary course of business) during the past 2 years before the commencement of the Offer Period and up to the LPD:-

- (i) On 16 July 2024, the Company announced that its wholly-owned subsidiary, Vestland Resources Sdn Bhd, had entered into 6 sale and purchase agreements dated 16 July 2024 with Armani KPF2 Development Sdn Bhd for the acquisition of 6 units of semi-detached industrial warehouse/factory at the Armani Business Park situated in the locality of Kg. Malawa, Kota Kinabalu, Sabah, Malaysia for a total cash consideration of RM18,000,000. The acquisition is currently pending completion.
- (ii) On 16 July 2024, Vestland Resources Sdn Bhd had also entered into 10 sale and purchase agreements dated 16 July 2024 with Sg. Besi Construction Sdn Bhd for the acquisition of 10 units of office suite located at the Subplace Boulevard, Pusat Komersil Vestland, Seksyen U1, Shah Alam, Selangor, Malaysia for a total cash consideration of RM6,985,000. The sale and purchase agreements have been completed in accordance with their respective terms on 29 August 2024.

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FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

The Board has seen and approved the contents of this IAC. The Board, collectively and individually accepts full responsibility for the accuracy and completeness of the information contained in this IAC and confirms that after making all reasonable enquiries and to the best of their knowledge, opinions expressed by the Non-Interested Directors in this IAC have been arrived at, after due and careful consideration and there are no other facts and/or information, the omission of which would make any information provided in this IAC relating to VLB Group, false or misleading or materially incomplete.

The responsibility of the Board in respect of:-

- (i) the information relating to the Joint Offerors, PACs, Shareholders' Agreement, Acquisition and the Offer (as extracted from the Offer Document and other publicly available information) is limited to ensuring that such information is accurately reproduced in this IAC; and
- (ii) the independent advice and expression of opinion by UOBKH in relation to the Offer as set out in **Part B** of this IAC is limited to ensuring that accurate information in relation to VLB was provided to UOBKH for its evaluation of the Offer and to ensure that all information in relation to VLB that are relevant to UOBKH's evaluation of the Offer have been completely disclosed to UOBKH and that there is no material fact, the omission of which would make any information provided to UOBKH false or misleading.

2. DISCLOSURE OF INTERESTS AND DEALINGS IN SHARES**2.1 By VLB****(i) Disclosure of interests in NPH (being one of the Joints Offerors)**

VLB does not have any interest, whether direct or indirect, in any voting shares or convertible securities of NPH as at the LPD.

(ii) Dealings in the securities of NPH (being one of the Joints Offerors)

VLB has not dealt, directly or indirectly, in any voting shares or convertible securities of NPH during the period beginning 6 months prior to the Offer Period and up to the LPD.

(iii) Disclosure of dealings in VLB

VLB has not dealt, directly or indirectly, in any of its own voting shares or convertible securities during the period commencing 6 months before the commencement of the Offer Period and up to the LPD.

2.2 By the Directors of VLB**(i) Disclosure of interests in NPH (being one of the Joints Offerors)**

The directors of VLB do not have any interest, whether direct or indirect, in any voting shares or convertible securities of NPH as at the LPD.

(ii) Dealings in the securities of NPH (being one of the Joints Offerors)

The directors of VLB have not dealt, directly or indirectly, in any voting shares or convertible securities of NPH during the period beginning 6 months prior to the Offer Period and up to the LPD.

FURTHER INFORMATION (CONT'D)**(iii) Disclosure of interest in VLB**

Save as disclosed below, as at the LPD, none of the Directors of VLB have any interest, whether direct or indirect, in any voting shares or convertible securities of VLB:-

	Direct		Indirect	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Dato' Mathialakan Chelliah	300,000	0.03	-	-
Datuk Liew	321,073,202	34.00	-	-
Wong SK	35,165,972	3.72	-	-

Note:-

(1) Computed based on the total issued share capital of VLB comprising 944,308,700 VLB Shares.

(iv) Disclosure of dealings in VLB

Save as disclosed below, none of the Directors of VLB have dealt, directly or indirectly, in any voting shares or convertible securities of VLB during the period commencing 6 months before the commencement of the Offer Period and up to the LPD:-

Name	Transaction date	Nature of Transaction	No. of VLB Shares	% ⁽¹⁾	Transacted price per Share
					RM
Datuk Liew	30.09.2025	Disposal of VLB Shares via DBT	17,050,000	1.81	0.34
Wong SK	30.09.2025	Disposal of VLB Shares via DBT	13,640,033	1.44	0.34

Note:-

(1) Computed based on the total issued share capital of VLB comprising 944,308,700 VLB Shares.

2.3 By persons with whom VLB or any persons acting in concert with it has any arrangement

As at the LPD, there is no person with whom VLB or any persons acting in concert with it who has entered into an arrangement, including any arrangement involving rights over shares, any indemnity arrangement, and any agreement or understanding, formal or informal, of whatever nature, relating to voting shares or convertible securities of VLB which may be an inducement to deal or to refrain from dealing.

2.4 By persons with whom VLB or any persons acting in concert with it has borrowed or lent

As at the LPD, there is no person whom VLB or any persons acting in concert with it has borrowed or lent any voting shares or convertible securities of VLB.

2.5 By UOBKH and funds whose investments are managed by UOB Kay Hian Holdings Limited, being the holding company of UOBKH, and its subsidiaries, on a discretionary basis ("Discretionary Funds")**(i) Disclosure of interest in VLB**

As at the LPD, UOBKH and the Discretionary Funds do not have any interest, direct or indirect, in any voting shares or convertible securities of VLB.

(ii) Disclosure of dealings in VLB

UOBKH and the Discretionary Funds have not dealt, directly or indirectly, in any voting shares or convertible securities of VLB during the period commencing 6 months before the commencement of the Offer Period and up to the LPD.

FURTHER INFORMATION (CONT'D)

2.6 Compliance with paragraph 19.05 of the Rules

The Directors of VLB confirm that:-

- (i) save for the Acquisitions, from the commencement of the Offer Period up to the LPD, there are no dealings in VLB Shares by them, VLB and the persons acting in concert with VLB and their disclosure of dealings requirements have been complied with pursuant to paragraph 19.05 of the Rules; and
- (ii) they will ensure that all disclosures of dealings requirement by them, VLB and persons acting in concert with VLB will be complied with in accordance with paragraph 19.05 of the Rules up to the Closing Date.

UOBKH, being the Independent Adviser in relation to the Offer, confirms that:-

- (i) save for the Acquisitions, from the commencement of the Offer Period up to the LPD, there are no dealings in VLB Shares by VLB, Directors of VLB and the persons acting in concert with VLB and their disclosure of dealings requirements have been complied with pursuant to paragraph 19.05 of the Rules; and
- (ii) it will ensure that all disclosures of dealings requirement by VLB, Directors of VLB and persons acting in concert with VLB will be complied with in accordance with paragraph 19.05 of the Rules up to the Closing Date.

3. ARRANGEMENT AFFECTING THE DIRECTORS

- (i) As at the LPD, no payment or other benefit will be made or given to any Director of VLB as compensation for loss of office or otherwise in connection with the Offer.
- (ii) As at the LPD, save for the Shareholders' Agreement, there is no agreement or arrangement between any Director of VLB and any other person which is conditional on or dependent upon the outcome of the Offer or otherwise connected with the outcome of the Offer.
- (iii) As at the LPD, save for the Acquisitions, the Joint Offerors or the persons acting in concert with them have not entered into any material contract in which any Director of VLB has a material personal interest.

4. DIRECTORS' SERVICE CONTRACTS

As at the LPD, neither VLB nor its subsidiaries have any service contracts with any Directors or proposed Directors, which have been entered into or amended within 6 months before the commencement of the Offer Period or which are fixed term contracts with more than 12 months to run.

For the purpose of this section, the term "service contracts" excludes those contracts expiring or determinable by VLB or its subsidiaries without payment of compensation within 12 months from the date of this IAC.

5. CONSENTS

UOBKH and AmInvestment Bank have given and have not subsequently withdrawn their written consent to the inclusion in the IAC of their names and all references thereto in the form and context in which they appear.

FURTHER INFORMATION (CONT'D)

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of VLB at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, during normal business hours (9.00 a.m. to 5.00 p.m.) between Mondays to Fridays (except public holidays) from the date of this IAC up to and including the Closing Date:-

- (i) the Constitution of VLB;
- (ii) the audited consolidated financial statements of VLB for the past 3 financial years up to FYE 31 December 2024 and the latest unaudited consolidated financial statements of VLB for the 6-month FPE 30 June 2025;
- (iii) a copy of the Notice dated 30 September 2025;
- (iv) a copy of the letter from the SC dated 30 October 2025 notifying it has no further comments on this IAC; and
- (v) the letters of consent referred to in **Section 5, Appendix II** of this IAC.