

THIS INDEPENDENT ADVICE CIRCULAR (“IAC”) IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. YOU SHOULD READ THIS IAC IN CONJUNCTION WITH THE OFFER DOCUMENT DATED 18 JUNE 2024 ISSUED BY CIMB INVESTMENT BANK BERHAD ON BEHALF OF NTT DATA JAPAN CORPORATION WHICH HAS BEEN SENT TO YOU.

You should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately if you have any doubt about the Offer (as defined herein). 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 to the contents of this IAC. However, such notification shall not be taken to suggest that the SC agrees with the recommendations set out herein or assumes responsibility for the correctness of any statements made or opinions or reports expressed in this IAC.



GHL SYSTEMS BERHAD
(Registration No. 199401007361 (293040-D))
(Incorporated in Malaysia)

**INDEPENDENT ADVICE CIRCULAR TO THE SHAREHOLDERS OF
GHL SYSTEMS BERHAD**

**IN RELATION TO THE
UNCONDITIONAL MANDATORY TAKE-OVER OFFER**

BY

NTT DATA JAPAN CORPORATION
(Registration No. 010601062093)
(Incorporated in Japan)

THROUGH

CIMB INVESTMENT BANK BERHAD
(Registration No. 197401001266 (18417-M))

**TO ACQUIRE ALL THE REMAINING ORDINARY SHARES IN GHL SYSTEMS BERHAD NOT ALREADY
HELD BY NTT DATA JAPAN CORPORATION (“OFFER SHARES”)
AT A CASH CONSIDERATION OF RM1.08 PER OFFER SHARE (“OFFER”)**

Independent Adviser



AFFIN HWANG INVESTMENT BANK BERHAD
(Registration No. 197301000792 (14389-U))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

This Independent Advice Circular is dated 28 June 2024

DEFINITIONS

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

Accepting Holder(s)	: Holder(s) who accept the Offer
Acquisition	: Acquisition by the Offeror of, in aggregate, 670,440,235 GHL Shares, representing approximately 58.73% of the total issued GHL Shares as at the SPA Date, from the Vendors for a total cash consideration of RM724,075,453.80 or RM1.08 per GHL Share
Act	: Companies Act 2016
Actis	: Actis Stark (Mauritius) Limited (Registration No. 144660)
APIS	: APIS Growth 14 Ltd (Registration No. 156030)
Affin Hwang IB or Independent Adviser	: Affin Hwang Investment Bank Berhad (Registration No. 197301000792 (14389-U)), the independent adviser appointed by the Non-Interested Directors for the Offer in accordance with paragraph 3.06 of the Rules
Board	: Board of Directors of GHL
Bursa Depository	: Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
Bursa Securities	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
CIMB	: CIMB Investment Bank Berhad (Registration No. 197401001266 (18417-M)), the adviser to the Offeror for the Offer
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 extended closing date as the Offeror may decide and as may be announced by CIMB on behalf of the Offeror, at least 2 days before the Closing Date
CMSA	: Capital Markets and Services Act 2007
Dissenting Holder(s)	: Holder(s) who have not accepted the Offer and/or who have failed or refused to transfer the Offer Shares to the Offeror in accordance with the terms and subject to the conditions of the Offer Document
Distribution	: Any dividend and/or any other distribution of any nature declared, made and/or paid by the Offeree to its shareholders
EBITDA	: Earnings before interest, taxation, depreciation and amortisation
EDC	: Electronic Data Capture
EPS	: Earnings per share
EV	: Enterprise value
EV/EBITDA	: Enterprise value to EBITDA
Exit Offer	: A reasonable cash alternative or other reasonable alternative to the shareholders of GHL for the purpose of withdrawal of listing under paragraph 16.06 of the Listing Requirements

DEFINITIONS

First Closing Date	: 5:00 p.m. (Malaysian time) on Tuesday, 9 July 2024, being 21 days from the Posting Date
Form of Acceptance and Transfer	: Form of acceptance and transfer for the Offer Shares, as enclosed in the Offer Document
FPE	: Financial period ended
FYE	: Financial year ended
GHL or Offeree or Company	: GHL Systems Berhad (Registration No. 199401007361 (293040-D))
GHL Group	: GHL and its subsidiaries, collectively (and as the context required, include its joint ventures)
GHL Share(s)	: Ordinary share(s) in GHL
Holder(s)	: Holder(s) of the Offer Shares
IAC	: This independent advice circular in relation to the Offer dated 28 June 2024, comprising the letter from the Board (as set out in Part A of this IAC), the IAL (as set out in Part B of this IAC) and the appendices enclosed
IAL	: Independent advice letter dated 28 June 2024 from Affin Hwang IB (as set out in Part B of this IAC)
Interested Director(s)	: Collectively, Loh Wee Hian, Matteo Stefanel and Richard Henry Phillips as set out in Section 4, Part A of this IAC
KLTEC Index	: KL Technology Index
Listing Requirements	: Main Market Listing Requirements of Bursa Securities
LPD	: 21 June 2024, being the latest practicable date prior to the issuance of this IAC
LTD	: 24 May 2024, being the last trading day of GHL Shares prior to the serving of the Notice
Market Day(s)	: Day(s) on which Bursa Securities is open for trading in securities
NA	: Net assets
Non-Interested Director(s)	: Directors of GHL other than the Interested Director(s)
Notice	: Notice of the Offer dated 27 May 2024, served on the Board by CIMB on behalf of the Offeror
NTT	: Nippon Telegraph and Telephone Corporation (Registration No. 010001065142)
NTTD Group	: NTT DATA Group Corporation (Registration No. 010601021385)
NTTD Japan or Offeror	: NTT Data Japan Corporation (Registration No. 010601062093)
Offer	: The unconditional mandatory take-over offer by the Offeror, through CIMB, to acquire all the Offer Shares at the Offer Price in accordance with the terms and conditions in the Offer Document

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Offer Document	: The document dated 18 June 2024 which contains the details of the Offer together with the Form of Acceptance and Transfer
Offer Document LPD	: 10 June 2024, being the latest practicable date prior to the Posting Date
Offer Period	: The period commencing from 27 May 2024, being the date of the service of the Notice, until the earlier of either: (a) the Closing Date; or (b) the date on which the Offer lapses or is withdrawn with the written consent of the SC
Offer Price	: Cash offer price of RM1.08 per Offer Share
Offer Share(s)	: All remaining 471,059,607 GHL Shares which are not already held by the Offeror as at the date of the Notice which represents approximately 41.27% of the total issued GHL Shares. As at 24 June 2024, the remaining Offer Shares not already held by the Offeror is 227,030,332 GHL Shares, which represents approximately 19.89% of the total issued GHL Shares
Official List	: A list specifying all securities listed on the Main Market of Bursa Securities
PAT	: Profit after tax
PBR	: Price to book ratio
PBT	: Profit before tax
PER	: Price to earnings ratio
Posting Date	: 18 June 2024, being the date of posting of the Offer Document
Public Spread Requirement	: The requirement under paragraph 8.02(1) of the Listing Requirements, which stipulates that a listed issuer must ensure that at least 25% of its total listed shares (excluding treasury shares) are in the hands of public security holders to ensure its continued listing on the Main Market of Bursa Securities
RM and sen	: Ringgit Malaysia and sen, respectively
Rules	: Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the SC
SC	: Securities Commission Malaysia
Shared Services	: Being one of GHL Group's core business pillars, which comprises revenue derived from the sale, rental, and maintenance of EDC terminals and other payment acceptance devices
Solutions Services	: Being one of GHL Group's core business pillars, which comprises revenue derived from proprietary payment solutions, which include customised online platforms, loan collections, loyalty systems and other bank or merchant specific applications
SPA	: Unconditional share purchase agreement dated 27 May 2024 entered into between the Offeror and the Vendors for the Acquisition
SPA Date	: 27 May 2024, being the date of the SPA
Tobikiri	: Tobikiri Capital Ltd (Registration No. 627619)

DEFINITIONS

Transaction Payment Acquisition	: Being one of GHL Group's core business pillars, which mainly comprises revenue derived from 2 distinct sub segments: (a) GHL's merchant acquiring and electronic payment services; and (b) e-pay services which include telecommunication operator (Telco) prepaid and other credit top-up facilities and bill collection services for consumers
Valid Acceptance(s)	: The acceptance(s) of the Offer by a Holder in accordance with the terms and conditions of the Offer Document, which is deemed by the Offeror to be valid and complete in all respects
Vendor(s)	: (i) Actis; (ii) APIS; (iii) Loh Wee Hian; and (iv) Tobikiri
VWAMP	: Volume-weighted average market price

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 reference to persons shall include corporations, unless otherwise specified.

Any reference in this IAC to any enactment is a reference to that enactment as currently in force.

Any reference to a time and date in this IAC shall be a reference to Malaysian time and date, unless otherwise stated.

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

All references to "we", "us" and "our" in this IAC are to Affin Hwang IB, being the independent adviser.

All references to "you", "your" or "Holder" in this IAC are to each Holder, being the person to whom the Offer is being made.

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EXECUTIVE SUMMARY

This Executive Summary represents only a summary of the pertinent information on the Offer. Holders are advised to read both Part A: Letter from the Board and Part B: IAL from Affin Hwang IB for their views and recommendations in relation to the Offer. Holders are advised to read carefully and understand fully the contents of this IAC, which is to be read in conjunction with the Offer Document.

1. INTRODUCTION

On 27 May 2024, the Offeror entered into the SPA with the Vendors for the Acquisition.

The number of GHL Shares acquired by the Offeror from the Vendors pursuant to the Acquisition is set out below:

Vendors	⁽¹⁾Number of GHL Shares acquired by the Offeror	⁽²⁾%
Actis	440,356,423	38.58
APIS	114,657,900	10.04
Loh Wee Hian ⁽³⁾	54,426,551	4.77
Tobikiri	60,999,361	5.34
Total	670,440,235	58.73

Note:

(1) The number of GHL Shares acquired by the Offeror from each of the Vendors represents all of the GHL Shares held by the relevant Vendor on the SPA Date (and immediately prior to the completion of the Acquisition).

(2) Based on 1,141,499,842 GHL Shares, being all of the issued GHL Shares as at the SPA Date.

(3) Loh Wee Hian is also an existing director of GHL.

As a result of the Acquisition, the shareholding of the Offeror in GHL increased from nil to 58.73%. Accordingly, the Offeror is obliged to extend the Offer pursuant to subsection 218(2) of the CMSA and subparagraph 4.01(a) of the Rules.

On 27 May 2024, CIMB on behalf of the Offeror, served the Notice on the Board in accordance with subparagraph 9.10(1) of the Rules to inform them of the Offeror's intention to undertake an unconditional mandatory take-over offer to acquire the Offer Shares at the Offer Price.

On 27 May 2024, the Offeree announced the receipt of the Notice. A copy of the Notice was subsequently sent to you on 4 June 2024.

The Acquisition was completed on 29 May 2024 by way of a direct business transaction under the rules of Bursa Securities in accordance with the terms and conditions of the SPA.

Following the completion of the Acquisition, the Offeror directly holds 670,440,235 GHL Shares, representing approximately 58.73% of the total issued GHL Shares as at the Offer Document LPD.

On 6 June 2024, the Offeree announced the appointment of Affin Hwang IB as the independent adviser to provide comments, opinions, information and recommendation to the Non-Interested Directors and Holders on the Offer in accordance with paragraph 3.06 of the Rules.

Affin Hwang IB had vide its letter dated 10 June 2024 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.

On 18 June 2024, a copy of the Offer Document, which sets out the details, terms and conditions of the Offer as well as the procedures for acceptance and method of settlement of the Offer was despatched to you.

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After the date of the Notice and up to 24 June 2024, the Offeror received Valid Acceptances of 244,029,275 Offer Shares, representing approximately 21.38% of the total issued GHL Shares. As at 24 June 2024, the Offeror directly holds 914,469,510 GHL Shares, representing approximately 80.11% equity interest in GHL. The Offeror does not have any indirect interests in GHL Shares.

As at the LPD, GHL has an employees' share scheme in force for a period of 5 years from 25 August 2021 ("**2021 ESS**"). No options or shares were awarded pursuant to the 2021 ESS since 25 August 2021 and up to the LPD.

Upon closing of the Offer, assuming full acceptances and no options or shares are issued under the 2021 ESS, the Offeror will hold 1,141,499,842 GHL Shares, representing 100% equity interest in the Offeree.

As at 24 June 2024, the direct and indirect shareholdings of the Offeror and the persons acting in concert with it in the Offeree are as follows:

<u>Name</u>	<u>Direct</u>		<u>Indirect</u>	
	<u>Number of GHL Shares</u>	<u>(1)%</u>	<u>Number of GHL Shares</u>	<u>(1)%</u>
<u>Offeror</u>				
NTTD Japan	914,469,510	80.11	-	-
<u>Persons acting in concert</u>				
NTTD Group	-	-	⁽²⁾ 914,469,510	⁽²⁾ 80.11
NTT	-	-	⁽³⁾ 914,469,510	⁽³⁾ 80.11

Note:

- (1) Based on 1,141,499,842 GHL Shares, being all of the issued GHL Shares as at 24 June 2024.
(2) Deemed interested in GHL Shares held by NTTD Japan based on subsection 8(4) of the Act.
(3) Deemed interested in GHL Shares held by NTTD Japan by virtue of NTT's interest in NTTD Group based on subsection 8(4) of the Act.

Pursuant to subparagraphs 11.03(2) and 11.04(2) of the Rules, the SC had, vide its letter dated 27 June 2024, notified that it has no further comments to this IAC. However, such notification shall not be taken to suggest that the SC agrees with the recommendations of the Non-Interested Directors and the Independent Adviser 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 in relation to the Offer and the views and recommendation of the Non-Interested Directors on the Offer together with the recommendation of Affin Hwang IB. You are advised to read both this IAC and the Offer Document and carefully consider the recommendations contained in this IAC before taking any action.

2. TERMS AND CONDITIONS OF THE OFFER

The salient terms and conditions of the Offer are set out below. Please refer to Section 2 and Appendix I of the Offer Document for the 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.

For avoidance of doubt, you do not need to take any action if you do not wish to accept the Offer.

Consideration : The Offeror will pay to the Holders who accept the Offer a cash consideration of RM1.08 for each Offer Share.

If the Offeree 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 Offeror will reduce the Offer Price by the amount equivalent to the net Distribution per Offer Share which the Holders are entitled to retain.

The Offeree has not announced any declaration or payment of any Distribution on or after the date of the Notice up to the LPD.

The cash consideration payable to an Accepting Holder pursuant to a Valid Acceptance of the Offer will be rounded down to the nearest whole sen. The Offeror will not pay fractions of a sen, if any, to any Accepting Holder. The Holders may accept the Offer in respect of either all or a part of the Offer Shares that they hold.

The Offer Price represents the price paid by the Offeror for each GHL Share under the Acquisition. The Offeror and persons acting in concert with it have not acquired any GHL Shares above the Offer Price during the 6-month period prior to the commencement of the Offer Period and up to the LPD.

Condition of the Offer : The Offer is **not conditional** upon the receipt of any minimum level of Valid Acceptances of the Offer Shares as the Offeror already holds more than 50% of the voting shares or voting rights in the Offeree following completion of the Acquisition.

Duration of the Offer : The Offer will remain open for acceptances until 5:00 p.m. (Malaysian time) on Tuesday, 9 July 2024, being the First Closing Date, unless extended in accordance with the Rules. Any such extension will be announced by CIMB on behalf of the Offeror, at least 2 days before the Closing Date, unless the Offeror withdraws the Offer with the SC's written consent and in such event, every person shall be released from any obligation which may arise pursuant to the Offer. Notice of such extension will be posted to the Holders accordingly.

Method of settlement : The settlement of the consideration for the Offer Shares will be effected within 10 days from the date of Valid Acceptance through:

- (i) remittance into the Accepting Holders' bank account, details of which have been registered with Bursa Depository for the purpose of cash dividend/distribution; or

- (ii) if the Accepting Holders have not registered such details with Bursa Depository prior to the date of complete and Valid Acceptances by the Accepting Holders in accordance with the terms and conditions set out in the Offer Document, remittance in the form of cheque, banker's draft or cashier's order which will be despatched by ordinary mail to the Accepting Holders (or their designated agents, as they may direct) at their registered Malaysian address last maintained with Bursa Depository, at their own risk.

3. ACCEPTANCES

As disclosed in the Offer Document, the Offeror and persons acting in concert with it have not received any irrevocable undertaking from any Holder to accept or reject the Offer as at the Offer Document LPD.

As at 24 June 2024, the Offeror has received Valid Acceptances of 244,029,275 Offer Shares, representing approximately 21.38% of the total issued GHL Shares.

4. EVALUATION OF THE OFFER BY THE INDEPENDENT ADVISER

In arriving at its conclusion and recommendation in respect of the Offer, Affin Hwang IB has assessed the fairness and reasonableness of the Offer in accordance with paragraphs 1 to 6 under Schedule 2: Part III of the Rules, where:

- (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
 - 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 lower than the value of the Offer Shares, the Offer is considered as "**not fair**";

- (iii) in considering whether the Offer is "**reasonable**", Affin Hwang IB has taken into consideration matters other than the valuation of the Offer Shares;
- (iv) generally, a take-over offer would be considered "**reasonable**" if it is "**fair**". Nevertheless, an independent adviser may also recommend for the Holders to accept the Offer despite it being "**not fair**", if the independent adviser is of the view that there are sufficiently strong reasons for the Holders to accept the Offer in the absence of a higher bid and such reasons should be clearly explained; and
- (v) in the event the independent adviser concludes that the Offer is "**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.

In making this assessment, the value of GHL Shares was determined based on the assumption that 100% of GHL Shares are being acquired.

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Fairness of the Offer

In considering whether the Offer is “fair”, Affin Hwang IB has taken into consideration the valuation of the Offer Shares and historical market price analysis of GHL Shares.

Affin Hwang IB is of the view that the Offer is **fair**, due to the following:

Valuation of the Offer Shares

In assessing the fairness of the Offer, Affin Hwang IB has adopted the EV/EBITDA method as the most appropriate valuation method to evaluate the fairness of the Offer. Based on the EV/EBITDA method, the estimated equity value of GHL is approximately RM966.61 million which translates to approximately RM0.85 per GHL Share. The Offer Price of RM1.08 is higher than the implied value per GHL Share using EV/EBITDA method representing a premium of RM0.23 or 27.06% to the estimated equity value per GHL Share of RM0.85.

In addition, based on the Offer Price and NA per GHL Share of RM0.48 from the audited consolidated financial statements of GHL for the FYE 31 December 2023, the implied PBR of approximately 2.25 times indicates that the Offer Price is 2.25 times higher than the NA per GHL Share.

Historical market price analysis of GHL Shares

Based on the historical market price analysis:

- (i) the Offer Price represents a premium of RM0.095 (9.64%) to the last traded market price and a premium ranging between RM0.138 (14.65%) and RM0.277 (34.50%) over the 5-day, 1-month, 3-month, 6-month and 1-year VWAMP of GHL Shares up to and including the LTD; and
- (ii) the Offer Price represents a premium of RM0.010 (0.93%) to the last traded market price and a premium ranging between RM0.010 (0.93%) and RM0.182 (20.27%) over the 5-day, 1-month, 3-month, 6-month and 1-year VWAMP of GHL Shares up to and including the LPD.

Affin Hwang IB is of the view that the Offer is **fair** to the Holders in view that the Offer Price is higher than the implied value per GHL Share using EV/EBITDA method of **RM0.85** and the historical market prices of GHL Shares as at the LTD and up to the LPD.

The Holders are advised to read the ensuing sections of this Executive Summary for a comprehensive evaluation of the Offer and not rely solely on the valuation of GHL Shares derived based on the EV/EBITDA method in assessing the Offer.

Reasonableness of the Offer

In considering whether the Offer is “reasonable”, Affin Hwang IB has taken into consideration factors other than the valuation of the Offer Shares and historical market price analysis of GHL Shares, i.e., historical liquidity analysis of GHL Shares, the likelihood of competing offers, the impact of the potential outcome of the Offer in respect of the listing status and the likelihood of the Offeror invoking compulsory acquisition under subsection 222(1) of the CMA.

Affin Hwang IB is of the view that the Offer is **reasonable**, due to the following:

Historical liquidity analysis of GHL Shares

The average monthly traded volume (excluding May 2024, which is deemed as an outlier) of 21,080,000 GHL Shares for the past 1 year up to May 2024 is approximately 4.94% of the free float of GHL Shares. The monthly traded volume-to-free-float of GHL Shares during the said period have been lower than that of the KLT Index with a simple average of 10.35% (excluding October 2023 and May 2024, which are deemed as outliers).

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Accordingly, the Holders may have difficulties in realising their investment in GHL Shares immediately in the open market if they choose to do so.

The Offeror directly holds 914,469,510 GHL Shares, representing approximately 80.11% equity interest in GHL as at 24 June 2024. If NTTD Japan increases its shareholding via acquisitions (on and off market) or through Valid Acceptances pursuant to the Offer, the liquidity of GHL Shares and the ability of Holders to dispose of their GHL Shares in the open market may be further constrained. In the event GHL remains listed, Holders (especially those holding large blocks of GHL Shares) may face trading liquidity constraints or require a longer time to dispose of their holdings in GHL Shares in the open market after the closing of the Offer.

No alternative offer and NTTD Japan's level of control

- (i) As at the LPD, the Board has not received any alternative offer for GHL Shares and any other offer to acquire the assets and liabilities of GHL. As such, the Offer represents the only available offer for the consideration of the Holders.
- (ii) In view that NTTD Japan is the single largest shareholder of GHL, with a direct holding of 914,469,510 GHL Shares, representing approximately 80.11% equity interest in GHL as at 24 June 2024, any alternative proposal will not be successful without its support.
- (iii) With NTTD Japan's current level of control and its shareholdings in GHL, NTTD Japan is able to determine the outcome of any resolutions sought at the shareholders' meetings of GHL through casting of its votes representing 80.11% of the total voting shares in GHL (save for resolutions in which it is interested and required to abstain from voting), including the ability to vote for or against any ordinary resolutions or special resolutions (as these resolutions require approval from at least 50% and 75% respectively of the total votes cast). Such resolutions include proposals for equity fundraising exercises where all shareholders are provided with an equal right to participate in the equity fundraising exercise and NTTD Japan will be able to determine the outcome of such resolutions. If any equity fundraising exercise resolutions are passed, the equity interest of Holders who do not wish to participate in such equity fundraising exercise will be diluted.

Listing status and compulsory acquisition

The Offeror does not intend to maintain the listing status of GHL on the Main Market of Bursa Securities and the Offeror intends to invoke the provisions of subsection 222(1) of the CMSA to compulsorily acquire any remaining Offer Shares from the Dissenting Holders in the event the Offeror receives Valid Acceptances of not less than nine-tenths in the nominal value of the issued GHL Shares (excluding issued GHL Shares already held by the Offeror and the persons acting in concert as at the date of the Offer) on or before the Closing Date.

If the Offeree is unable to comply with the Public Spread Requirement after the Closing Date, the Offeror may request the Offeree to make the necessary application to withdraw its listing status from the Official List pursuant to paragraph 16.06 of the Listing Requirements. As at 24 June 2024, the Offeror directly holds 914,469,510 GHL Shares, representing approximately 80.11% equity interest in GHL. On 25 June 2024, GHL announced that it does not comply with the Public Spread Requirement as its public shareholding spread is less than 25% of the total issued GHL Shares.

If the Offeror requests GHL to withdraw its listing status from the Official List, the resolution for the withdrawal of listing is to be approved by:

- (i) a majority of shareholders in number, representing 75% of the total number of issued GHL Shares held by the shareholders, present and voting at each meeting; and
- (ii) provided that such number of votes cast against the resolution by each class of listed securities, respectively, is not more than 10% of the total number of issued GHL Shares held by the shareholders, present and voting at each meeting.

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We wish to highlight that the Offeror may vote at the meeting for the purpose of withdrawal of listing under paragraph 16.06 of the Listing Requirements. Whilst paragraph 16.06 of the Listing Requirements stipulates that the Offeror is required to offer an Exit Offer, there is no assurance on the price at which the Exit Offer is being given.

Accordingly, Holders who are not accepting the Offer may risk holding unlisted GHL Shares with no ready market for dealings in unlisted securities.

You should consider the Offer carefully based on all relevant and pertinent factors and other considerations as set out in the IAL and the Offer Document.

5. IMPORTANT DATES AND EVENTS

The important relevant dates pertaining to the Offer are set out below:

Event	Date
Notice served on the Board	27 May 2024
Posting of the Offer Document	⁽¹⁾ 18 June 2024
Issuance of this IAC	28 June 2024
First Closing Date ⁽²⁾	9 July 2024

Note:

- (1) As the 21st day from the date of the Notice falls on Monday, 17 June 2024, which is not a Market Day, the last day for the posting of the Offer Document is Tuesday, 18 June 2024, being the next Market Day, pursuant to paragraph 2.02 of the Rules.
- (2) The Offer will be kept open until the First Closing Date, or if the Offer is revised or extended in accordance with the Rules and the terms and conditions of the Offer Document, such other extended closing date as the Offeror may decide and as may be announced by CIMB on behalf of the Offeror, at least 2 days before the Closing Date. Notice of such extension will be posted to you accordingly.

6. CONCLUSION AND RECOMMENDATION

6.1. By Affin Hwang IB

Based on Affin Hwang IB's evaluations as set out in Part B of this IAC, Affin Hwang IB is of the view that the Offer is deemed **fair** and **reasonable**.

Accordingly, Affin Hwang IB recommends the Holders to **accept** the Offer.

Please refer to Section 8, Part B of this IAC for further information on Affin Hwang IB's conclusion and recommendation.

6.2. By the Non-Interested Directors

After careful examination and consideration of the following:

- (i) terms and conditions of the Offer as contained in the Offer Document;
- (ii) evaluation and recommendation by the Independent Adviser as contained in Part B of this IAC; and
- (iii) the Offeror's future plans for GHL Group,

the Non-Interested Directors **CONCUR** with the evaluation and recommendation of Affin Hwang IB that the Offer is **FAIR** and **REASONABLE** and recommend that the Holders **ACCEPT** the Offer.

EXECUTIVE SUMMARY

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 (please refer to <http://www.bursamarketplace.com/anywhere/> for instructions to download the application).

YOU ARE ADVISED TO CONSIDER THE INFORMATION IN THE OFFER DOCUMENT AND THIS IAC CAREFULLY AND NOT RELY SOLELY ON THIS EXECUTIVE SUMMARY BEFORE MAKING A DECISION ON THE COURSE OF ACTION TO BE TAKEN. YOU ARE ALSO ADVISED TO MONITOR THE MARKET PRICES AND TRADING VOLUMES OF GHL SHARES CLOSELY BEFORE ARRIVING AT A DECISION AS TO WHETHER TO ACCEPT OR REJECT THE OFFER.

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PART A

LETTER FROM THE BOARD



GHL SYSTEMS BERHAD
(Registration No. 199401007361 (293040-D))
(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

28 June 2024

The Board of Directors

Mohamed Rashdi Bin Mohamed Ghazalli	<i>(Independent Non-Executive Chairman)</i>
Loh Wee Hian	<i>(Non-Independent Non-Executive Vice Chairman)</i>
Dato' Chan Choy Lin	<i>(Independent Non-Executive Director)</i>
Matteo Stefanel	<i>(Non-Independent Non-Executive Director)</i>
Richard Henry Phillips	<i>(Non-Independent Non-Executive Director)</i>
Sean S Hesh	<i>(Executive Director and Group Chief Executive Officer)</i>
Tan Lye Sim	<i>(Independent Non-Executive Director)</i>
Kung Lee See	<i>(Independent Non-Executive Director)</i>

To: The Holders

Dear Sir/Madam,

UNCONDITIONAL MANDATORY TAKE-OVER OFFER BY NTTD JAPAN, THROUGH CIMB, TO ACQUIRE THE OFFER SHARES AT THE OFFER PRICE

1. INTRODUCTION

On 27 May 2024, the Offeror entered into the SPA with the Vendors for the Acquisition.

The number of GHL Shares acquired by the Offeror from the Vendors pursuant to the Acquisition is set out below:

Vendors	⁽¹⁾Number of GHL Shares acquired by the Offeror	⁽²⁾%
Actis	440,356,423	38.58
APIS	114,657,900	10.04
Loh Wee Hian ⁽³⁾	54,426,551	4.77
Tobikiri	60,999,361	5.34
Total	670,440,235	58.73

Note:

- (1) *The number of GHL Shares acquired by the Offeror from each of the Vendors represents all of the GHL Shares held by the relevant Vendor on the SPA Date (and immediately prior to the completion of the Acquisition).*
- (2) *Based on 1,141,499,842 GHL Shares, being all of the issued GHL Shares as at the SPA Date.*
- (3) *Loh Wee Hian is also an existing director of GHL.*

As a result of the Acquisition, the shareholding of the Offeror in GHL increased from nil to 58.73%. Accordingly, the Offeror is obliged to extend the Offer pursuant to subsection 218(2) of the CMSA and subparagraph 4.01(a) of the Rules.

On 27 May 2024, CIMB on behalf of the Offeror, served the Notice on the Board in accordance with subparagraph 9.10(1) of the Rules to inform them of the Offeror's intention to undertake an unconditional mandatory take-over offer to acquire the Offer Shares at the Offer Price.

On 27 May 2024, the Offeree announced the receipt of the Notice. A copy of the Notice was subsequently sent to you on 4 June 2024.

The Acquisition was completed on 29 May 2024 by way of a direct business transaction under the rules of Bursa Securities in accordance with the terms and conditions of the SPA.

Following the completion of the Acquisition, the Offeror directly holds 670,440,235 GHL Shares, representing approximately 58.73% of the total issued GHL Shares as at the Offer Document LPD.

On 6 June 2024, the Offeree announced the appointment of Affin Hwang IB as the independent adviser to provide comments, opinions, information and recommendation to the Non-Interested Directors and Holders on the Offer in accordance with paragraph 3.06 of the Rules.

Affin Hwang IB had vide its letter dated 10 June 2024 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.

On 18 June 2024, a copy of the Offer Document, which sets out the details, terms and conditions of the Offer as well as the procedures for acceptance and method of settlement of the Offer was despatched to you.

After the date of the Notice and up to 24 June 2024, the Offeror received Valid Acceptances of 244,029,275 Offer Shares, representing approximately 21.38% of the total issued GHL Shares. As at 24 June 2024, the Offeror directly holds 914,469,510 GHL Shares, representing approximately 80.11% equity interest in GHL. The Offeror does not have any indirect interests in GHL Shares.

As at the LPD, GHL has an employees' share scheme in force for a period of 5 years from 25 August 2021 ("**2021 ESS**"). No options or shares were awarded pursuant to the 2021 ESS since 25 August 2021 and up to the LPD.

Upon closing of the Offer, assuming full acceptances and no options or shares are issued under the 2021 ESS, the Offeror will hold 1,141,499,842 GHL Shares, representing 100% equity interest in the Offeree.

As at 24 June 2024, the direct and indirect shareholdings of the Offeror and the persons acting in concert with it in the Offeree are as follows:

<u>Name</u>	<u>Direct</u>		<u>Indirect</u>	
	<u>Number of GHL Shares</u>	<u>(1)%</u>	<u>Number of GHL Shares</u>	<u>(1)%</u>
<u>Offeror</u>				
NTTD Japan	914,469,510	80.11	-	-
<u>Persons acting in concert</u>				
NTTD Group	-	-	(2)914,469,510	(2)80.11
NTT	-	-	(3)914,469,510	(3)80.11

Note:

(1) Based on 1,141,499,842 GHL Shares, being all of the issued GHL Shares as at 24 June 2024.

(2) Deemed interested in GHL Shares held by NTTD Japan based on subsection 8(4) of the Act.

(3) Deemed interested in GHL Shares held by NTTD Japan by virtue of NTT's interest in NTTD Group based on subsection 8(4) of the Act.

As at the Offer Document LPD, the Offeror and persons acting in concert with it have not received any irrevocable undertaking from any Holder to accept or reject the Offer.

Pursuant to subparagraphs 11.03(2) and 11.04(2) of the Rules, the SC had, vide its letter dated 27 June 2024, notified that it has no further comments to this IAC. However, such notification shall not be taken to suggest that the SC agrees with the recommendations of the Non-Interested Directors and the Independent Adviser 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 highlight the relevant information in relation to the Offer and to provide you with the views and recommendations of the Non-Interested Directors and Affin Hwang IB on the Offer. You are advised to read both this IAC and the Offer Document and carefully consider the recommendations contained in this IAC before taking any action. You should nonetheless rely on your own evaluation of the merits of the Offer 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, solicitor, accountant or other professional advisers immediately.

2. TERMS AND CONDITIONS OF THE OFFER

The salient terms and conditions of the Offer are as set out in Section 2 of the Executive Summary and Section 3, Part B of this IAC.

Please refer to Section 2 and Appendix I of the Offer Document for the 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. NON-INTERESTED DIRECTORS' COMMENTS

3.1 Rationale for the Offer

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

Having considered this, the Non-Interested Directors are of the view that:

- (i) The Acquisition has resulted in NTTD Japan obtaining control in GHL. The Offer is a mandatory obligation of the Offeror under subsection 218(2) of the CMSA and subparagraph 4.01(a) of the Rules consequential to the Acquisition as the equity interest of NTTD Japan in GHL increased from nil to approximately 58.73% following the Acquisition.
- (ii) NTTD Japan is principally involved in consulting, provision of integrated solutions and system and software development, maintenance and support. Under the CAFIS brand, NTTD Japan has been providing various payment-related solutions in Japan. NTTD Japan and its group companies have been expanding their payment businesses across Asia. As such, the Acquisition and Offer is in line with NTTD Japan's plans to expand in Asia Pacific and to strengthen the Offeror's market position in the payment market in Southeast Asia, specifically in Malaysia, the Philippines and Thailand.
- (iii) The Offer is also an opportunity for the Holders to realise their investment in GHL at RM1.08 per Offer Share which is at a premium ranging from 14.65% to 34.50% above the 5-day, 1-month, 3-month, 6-month and 1-year VWAMP of GHL Shares, prior to the serving of the Notice.

3.2 Listing status of GHL and compulsory acquisition

The Non-Interested Directors took note of the Offeror's intentions with regard to the listing status of GHL and compulsory acquisition as set out in Section 4 of the Offer Document. The Non-Interested Directors are of the view that:

- (i) The Offeror does not intend to maintain the listing status of the Offeree on the Main Market of Bursa Securities in the event the Offeree does not meet the Public Spread Requirement after the Closing Date. As such, the Offeror will not be taking any steps to address any shortfall in the public shareholding spread of the Offeree in the event the Offeree does not meet the Public Spread Requirement after the Closing Date. As at 24 June 2024, the Offeror directly holds 914,469,510 GHL Shares, representing approximately 80.11% equity interest in GHL. On 25 June 2024, GHL announced that it does not comply with the Public Spread Requirement as its public shareholding spread is less than 25% of the total issued GHL Shares.
- (ii) The Holders should note that if the Public Spread Requirement is not rectified, Bursa Securities may impose such actions and penalties in accordance with paragraph 16.19 of the Listing Requirements and may, at its discretion, suspend trading in the securities of GHL. If the trading of GHL Shares on the Official List is suspended as a result of GHL's failure to comply with the Public Spread Requirement, the Offeror has no intention to undertake or support any action to lift any such trading suspension from the Official List.
- (iii) The Holders should take note that they will not be able to trade GHL Shares on the Main Market of Bursa Securities should there be any suspension in trading or delisting of GHL Shares consequent to the circumstances as set out in Section 4.1 of the Offer Document, and there may not be an active market for the unlisted GHL Shares.

- (iv) As stated in Section 4.1 of the Offer Document, if the Offeror receives Valid Acceptances under the Offer and/or acquires Offer Shares resulting in the Offeror and its associates holding in aggregate 90% or more of issued GHL Shares, an immediate announcement will be made by the Offeror. Upon such announcement, Bursa Securities will suspend the trading of GHL Shares immediately upon the expiry of 5 Market Days from the Closing Date.
- (v) Thereafter, the Offeror will procure GHL to take the requisite steps to withdraw its listing status from the Official List, in accordance with paragraph 16.07 of the Listing Requirements. Bursa Securities may at its discretion impose additional conditions for the withdrawal of GHL's listing status from the Official List. If the delisting of GHL from the Official List is successful, GHL Shares will no longer be quoted and traded on the Main Market of Bursa Securities.
- (vi) Moreover, as stated in Section 4.1 of the Offer Document, in the event that the Offeror receives Valid Acceptances under the Offer and/or acquires Offer Shares resulting in the Offeror holding more than 75.0% but less than 90.0% of the issued GHL Shares, the Offeror may request the Offeree to make the necessary application to withdraw its listing status from the Official List pursuant to paragraph 16.06 of the Listing Requirements. Whilst paragraph 16.06 of the Listing Requirements stipulates that the Offeror is required to offer an Exit Offer, there is no assurance on the price at which the Exit Offer is being given.
- (vii) In the event the Offeror receives Valid Acceptances of not less than nine-tenths in the nominal value⁽¹⁾ of the issued GHL Shares (excluding GHL Shares already held by the Offeror and persons acting in concert with it at the date of the Offer) on or before the Closing Date, the Offeror intends to invoke the provisions of subsection 222(1) of the CMSA to compulsorily acquire any remaining Offer Shares from the Dissenting Holders. In such instance, Holders are advised to refer to Section 4.3 of the Offer Document and Section 5.2.3, Part B of this IAC for the rights of the Dissenting Holders.
- (viii) In view of the above, Holders are advised to closely monitor the market prices, trading volumes, any press releases and/or announcements made in relation to the Offer, particularly on the level of acceptances, as well as changes in the shareholdings of the Offeror, and non-compliance with the Public Spread Requirement by GHL.

Note:

- (1) *Based on section 74 of the Act, all shares issued before or upon commencement of the Act shall have no par or nominal value. As such, reference to "nominal value" in subsection 222(1) of the CMSA shall be read as referring to the number of Offer Shares instead.*

Holders should refer to Section 5.2.3, Part B of this IAC for a more detailed evaluation on the listing status and compulsory acquisition.

3.3 Future plans for GHL Group and its employees

The Non-Interested Directors took note of the Offeror's intention in respect of the future plans for GHL Group, its business and its employees as set out in Section 5 of the Offer Document.

Holders should note that, after the closing of the Offer, the Offeror intends, amongst other things, to continue the existing businesses of GHL Group, in particular the payment solutions segment without any plans to introduce any major changes in the business of GHL Group, liquidate GHL Group, dispose of any major assets or undertake any major redeployment of fixed assets of GHL Group as well as to dismiss or make redundant the employees of GHL Group.

However, the Holders should note that the Offeror retains the flexibility to review the businesses and operations of GHL Group to identify opportunities for strategic enhancements. Such a review might lead to arrangements, rationalisation and reorganisation initiatives that the Offeror considers suitable for the future growth and efficiency of the business operations of GHL Group. The Holders should also note that there may also be some changes with regard to employment and/or redeployment of GHL Group's employees should the Offerors undertake any rationalisation and/or streamlining of the business activities to improve the productivity and efficiency of the enlarged group of companies of the Offeror in the future.

4. INTEREST OF DIRECTORS IN THE OFFER

Certain Directors of GHL were involved, directly or indirectly, in the Acquisition as set out below:

- (i) Loh Wee Hian, was the Executive Vice Chairman of GHL and is one of Vendors for the Acquisition. He is also a shareholder of Tobikiri, being one of the Vendors for the Acquisition. Following the completion of the Acquisition, Loh Wee Hian has been redesignated as the Non-Independent Non-Executive Vice Chairman of GHL with effect from 15 June 2024. As at the LPD, he does not hold any GHL Shares;
- (ii) Matteo Stefanel, is a Non-Independent Non-Executive Director of GHL and is the board representative of one of the Vendors, being APIS for the Acquisition. As at the LPD, APIS does not hold any GHL Shares; and
- (iii) Richard Henry Phillips, is a Non-Independent Non-Executive Director of GHL and is the board representative of one of the Vendors, being Actis for the Acquisition. As at the LPD, Actis does not hold any GHL Shares.

In view of the abovementioned involvement in the Acquisition and for the purposes of good corporate governance, the Interested Directors have abstained and will continue to abstain from deliberations on the Offer and making any recommendation on the Offer. Although the Interested Directors were involved in the Acquisition, the number of GHL Shares acquired by the Offeror from each of the Vendors represents all of the GHL Shares held by the relevant Vendor on the SPA Date.

As at the LPD, none of the Directors of GHL have any interest, directly or indirectly, in the Offer.

5. ACCEPTANCES

As disclosed in the Offer Document, the Offeror and persons acting in concert with it have not received any irrevocable undertaking from any Holder to accept or reject the Offer as at the Offer Document LPD.

As at 24 June 2024, the Offeror has received Valid Acceptances of 244,029,275 Offer Shares, representing approximately 21.38% of the total issued GHL Shares.

6 INDEPENDENT ADVICE LETTER

You are advised to read and consider the comments, opinions, information and recommendation of the Independent Adviser appointed to advise you. The letter from the Independent Adviser is included in Part B of this IAC.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Board has seen and approved the contents of this IAC. They, collectively and individually, accept full responsibility for the accuracy of all statements contained in this IAC and confirm, having made all reasonable inquiries, and to the best of their knowledge and belief, that:

- (i) no statement and/or information in this IAC is incomplete, false or misleading;
- (ii) there is no other material fact not contained in this IAC, the omission of which would make any statement in this IAC misleading;
- (iii) all relevant material facts and information, including those required under the Rules have been disclosed in this IAC;
- (iv) opinions expressed by the Non-Interested Directors have been arrived at after due and careful consideration; and
- (v) all the information or documentation relating to this IAC has been made after due consideration of section 221 of the CMSA and paragraph 11.07 of the Rules.

Notwithstanding the above, the responsibility of the Board in respect of:

- (i) the information relating to the Offeror (as extracted from the Offer Document) is to ensure that such information is accurately reproduced in this IAC; and
- (ii) the independent advice and expression of opinion by Affin Hwang IB in relation to the Offer as set out in Part B of this IAC is to ensure that all written information in relation to GHL Group that has been provided by GHL to Affin Hwang IB for its evaluation of the Offer is accurate and that there is no material fact, the omission of which would make any information provided to Affin Hwang IB false or misleading.

8. NON-INTERESTED DIRECTORS' RECOMMENDATION

After careful examination and consideration of the following:

- (i) terms and conditions of the Offer as contained in the Offer Document;
- (ii) evaluation and recommendation by the Independent Adviser as contained in Part B of this IAC; and
- (iii) the Offeror's future plans for GHL Group,

the Non-Interested Directors **CONCUR** with the evaluation and recommendation of Affin Hwang IB that the Offer is **FAIR** and **REASONABLE** and recommend that the Holders **ACCEPT** the Offer.

YOU ARE ADVISED TO CONSIDER THE INFORMATION IN THE OFFER DOCUMENT AND THIS IAC CAREFULLY BEFORE MAKING A DECISION ON THE COURSE OF ACTION TO BE TAKEN. YOU ARE ALSO ADVISED TO MONITOR THE MARKET PRICES AND TRADING VOLUMES OF GHL SHARES CLOSELY BEFORE ARRIVING AT A DECISION AS TO WHETHER TO ACCEPT OR REJECT THE OFFER.

THE NON-INTERESTED DIRECTORS HAVE NOT TAKEN INTO CONSIDERATION ANY SPECIFIC INVESTMENT OBJECTIVE, FINANCIAL AND TAX SITUATION OR PARTICULAR NEED 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, TO CONSULT THEIR RESPECTIVE STOCKBROKERS, BANK MANAGERS, ACCOUNTANTS, SOLICITORS OR OTHER PROFESSIONAL ADVISERS.

Yours faithfully
for and on behalf of the Board of
GHL SYSTEMS BERHAD

MOHAMED RASHDI BIN MOHAMED GHAZALLI
Independent Non-Executive Chairman

PART B

**INDEPENDENT ADVICE LETTER
FROM AFFIN HWANG IB**

Registered Office:

Level 19, Menara Affin
Lingkaran TRX
Tun Razak Exchange
55188 Kuala Lumpur
Malaysia

28 June 2024

To: The Non-Interested Directors and Holders

Dear Sir/Madam,

INDEPENDENT ADVICE LETTER TO THE HOLDERS OF THE OFFER SHARES IN RELATION TO THE UNCONDITIONAL MANDATORY TAKE-OVER OFFER BY NTTD JAPAN, THROUGH CIMB, 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.

THE PURPOSE OF THIS IAL IS TO PROVIDE THE NON-INTERESTED DIRECTORS AND HOLDERS WITH RELEVANT INFORMATION ON THE OFFER AND OUR INDEPENDENT EVALUATION OF THE OFFER TOGETHER WITH OUR RECOMMENDATION, SUBJECT TO THE SCOPE OF OUR ROLE AND EVALUATION SET OUT IN THIS IAL.

HOLDERS ARE ADVISED TO READ THIS IAC TOGETHER WITH THE OFFER DOCUMENT, A COPY OF WHICH HAS BEEN DESPATCHED TO YOU. HOLDERS ARE ADVISED TO CONSIDER THE EVALUATION AND RECOMMENDATION SET OUT IN THIS IAL CAREFULLY BEFORE TAKING ANY ACTION.

THE IAL IS SOLELY FOR THE USE OF THE NON-INTERESTED DIRECTORS AND 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. ACCEPTANCES

As disclosed in the Offer Document, the Offeror and persons acting in concert with it have not received any irrevocable undertaking from any Holder to accept or reject the Offer as at the Offer Document LPD.

As at 24 June 2024, the Offeror has received Valid Acceptances of 244,029,275 Offer Shares, representing approximately 21.38% of the total issued GHL Shares.

3. TERMS AND CONDITIONS OF THE OFFER

The salient terms and conditions of the Offer, unless otherwise directed and permitted to be varied by the SC are as follows. For avoidance of doubt, you do not need to take any action if you do not wish to accept the Offer.

Consideration : The Offeror will pay to the Holders who accept the Offer a cash consideration of RM1.08 for each Offer Share.

If the Offeree 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 Offeror will reduce the Offer Price by the amount equivalent to the net Distribution per Offer Share which the Holders are entitled to retain.

The Offeree has not announced any declaration or payment of any Distribution on or after the date of the Notice up to the LPD.

The cash consideration payable to an Accepting Holder pursuant to a Valid Acceptance of the Offer will be rounded down to the nearest whole sen. The Offeror will not pay fractions of a sen, if any, to any Accepting Holder. The Holders may accept the Offer in respect of either all or a part of the Offer Shares that they hold.

The Offer Price represents the price paid by the Offeror for each GHL Share under the Acquisition. The Offeror and persons acting in concert with it have not acquired any GHL Shares above the Offer Price during the 6-month period prior to the commencement of the Offer Period and up to the LPD.

Condition of the Offer : The Offer is **not conditional** upon the receipt of any minimum level of Valid Acceptances of the Offer Shares as the Offeror already holds more than 50% of the voting shares or voting rights in the Offeree following completion of the Acquisition.

Duration of the Offer : The Offer will remain open for acceptances until 5:00 p.m. (Malaysian time) on Tuesday, 9 July 2024, being the First Closing Date, unless extended in accordance with the Rules. Any such extension will be announced by CIMB on behalf of the Offeror, at least 2 days before the Closing Date, unless the Offeror withdraws the Offer with the SC's written consent and in such event, every person shall be released from any obligation which may arise pursuant to the Offer. Notice of such extension will be posted to the Holders accordingly.

Method of settlement : The settlement of the consideration for the Offer Shares will be effected within 10 days from the date of Valid Acceptance through:

- (i) remittance into the Accepting Holders' bank account, details of which have been registered with Bursa Depository for the purpose of cash dividend/distribution; or
- (ii) if the Accepting Holders have not registered such details with Bursa Depository prior to the date of complete and Valid Acceptances by the Accepting Holders in accordance with the terms and conditions set out in the Offer Document, remittance in the form of cheque, banker's draft or cashier's order which will be despatched by ordinary mail to the Accepting Holders (or their designated agents, as they may direct) at their registered Malaysian address last maintained with Bursa Depository, at their own risk.

As stated in the Offer Document, the Offeror and CIMB confirm that the Offeror has sufficient financial resources to satisfy full acceptance of the Offer. The Offeror also confirms that the Offer will not fail due to insufficient financial capability, and that every Holder who wishes to accept the Offer will be paid fully in cash.

4. SCOPE AND LIMITATION TO THE EVALUATION OF THE OFFER

We have not been involved in the formulation, deliberations and negotiations of the terms and conditions of the Offer. Our scope as independent adviser is limited to providing comments, opinions, information and recommendation on the Offer based on information and documents provided to us or which are available to us, including the following:

- (i) the information set out in the Notice, Offer Document and the appendices attached thereto;
- (ii) audited consolidated financial statements of GHL for the FYE 31 December 2021, FYE 31 December 2022 and FYE 31 December 2023, and the latest unaudited consolidated financial statements for the 3-month FPE 31 March 2024;
- (iii) other relevant information furnished to us by the Board and management of GHL;
- (iv) discussion with the Board and management of GHL; and
- (v) other publicly available information.

We have made all reasonable enquiries to the Board and management of GHL and have relied on the Board and management of GHL to take due care to ensure that all information, documents and representations in respect of GHL Group provided to us by them to facilitate our evaluation of the Offer are accurate, valid and complete in all material aspects.

We have obtained confirmation from the Board that all relevant material facts and information required for the purposes of our evaluation of the Offer have been disclosed to us and the Board has accepted full responsibility for the accuracy of the information provided to us. After making all reasonable enquiries and to the best of our knowledge and belief, we are satisfied that all relevant facts and information including other publicly available information and/or representations necessary for our evaluation of the Offer have been disclosed or are available to us and such information is sufficient, accurate, valid and there is no omission of any material facts, which would make any information available to us incomplete, misleading or inaccurate.

In rendering our advice, we have taken into consideration the pertinent matters which we believe are of general importance to an assessment of the fairness and reasonableness of the Offer and therefore of concern to the Non-Interested Directors and Holders as a whole.

We are not in possession of information relating to and have not taken into consideration separate specific investment objective, risk profile, financial and tax situation or any particular needs of any individual Holder or any specific group of Holders. We therefore recommend that Holders who require specific advice in relation to the Offer in the context of their individual investment objectives, risk profile, financial and tax situation or particular needs, to consult their stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Our evaluation and opinion as set out in this IAL are based upon prevailing capital market, economic, industry, regulatory, monetary, socio-political and other conditions (if applicable), and the information/documents available to us as at the LPD. Such conditions may change significantly over a period of time.

We will immediately notify the Non-Interested Directors, and the Holders by way of an announcement through 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, we shall send a supplementary IAC to the Non-Interested Directors and Holders in accordance with subparagraph 11.07(2) of the Rules.

5. EVALUATION OF THE OFFER

In arriving at our conclusion 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, where:

- (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
 - 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 lower than the value of the Offer Shares, the Offer is considered as “**not fair**”;

- (iii) in considering whether the Offer is “**reasonable**”, we have taken into consideration matters other than the valuation of the Offer Shares;
- (iv) generally, a take-over offer would be considered “**reasonable**” if it is “**fair**”. Nevertheless, an independent adviser may also recommend for the Holders to accept the Offer despite it being “**not fair**”, if the independent adviser is of the view that there are sufficiently strong reasons for the Holders to accept the Offer in the absence of a higher bid and such reasons should be clearly explained; and
- (v) in the event the independent adviser concludes that the Offer is “**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.

In making this assessment, the value of GHL Shares was determined based on the assumption that 100% of GHL Shares are being acquired.

We have taken into consideration the following, in evaluating the fairness and reasonableness of the Offer:

Fairness of the Offer		Section in the IAL
(i)	Valuation of GHL Shares	5.1.1
(ii)	Historical market price analysis of GHL Shares	5.1.2
Reasonableness of the Offer		Section in the IAL
(i)	Historical liquidity analysis of GHL Shares	5.2.1
(ii)	No alternative offer and NTTD Japan’s level of control	5.2.2
(iii)	Listing status and compulsory acquisition	5.2.3

5.1 FAIRNESS OF THE OFFER

5.1.1 Valuation of GHL Shares

GHL Group is principally involved in the provision of payment services and solutions.

Based on GHL's latest audited consolidated financial statements for the FYE 31 December 2023, GHL Group has 3 core business pillars as follows:

- (i) Transaction Payment Acquisition - mainly comprises revenue derived from 2 distinct sub segments:
 - (a) GHL's merchant acquiring and electronic payment services; and
 - (b) e-pay services which include telecommunication operator (Telco) prepaid and other credit top-up facilities and bill collection services for consumers;
- (ii) Shared Services - comprises revenue derived from the sale, rental, and maintenance of EDC terminals and other payment acceptance devices; and
- (iii) Solution Services - comprises revenue derived from proprietary payment solutions, which include customised online platforms, loan collections, loyalty systems and other bank or merchant specific applications.

The Group had also recently introduced small and medium enterprise lending as another value-added service to its merchant base.

In our evaluation of GHL Group, we have considered GHL Group's business performance for the FYE 31 December 2021 to 2023 as set out below:

	Audited FYE 31 December					
	2021		2022		2023	
	RM'000	%	RM'000	%	RM'000	%
Revenue						
- Shared Services	116,618	32.4	130,490	31.8	133,380	29.0
- Solution Services	14,510	4.0	10,982	2.7	13,942	3.0
- Transaction Payment Acquisition	229,038	63.6	268,160	65.3	307,329	66.8
- Lending	-	-	791	0.2	5,715	1.2
	360,166	100.0	410,423	100.0	460,366	100.0
Profit attributable to owners of GHL	28,158		28,305		28,808	

FYE 31 December 2022 vs FYE 31 December 2021

We note that GHL Group's revenue increased by RM50.2 million (+14.0%) to RM410.4 million in FYE 31 December 2022 (FYE 31 December 2021: RM360.2 million). This was mainly attributable to the increase in revenue from the Transaction Payment Acquisition and Shared Services business which grew by RM39.1 million (+17.4%) and RM13.9 million (+11.9%), respectively. The increase in revenue from the Transaction Payment Acquisition business was mainly attributable to the growth in transaction payment value with the wide adoption of cashless payment post coronavirus disease ("COVID-19"), removal of lockdown restrictions at physical payment touchpoints and easing of cross-border travel. The increase in revenue from the Shared Services business was mainly due to higher EDC terminals sales and deployment as the result of relaxation of COVID-19 lockdown measures and improvement in capital expenditure spending by the banking sector in 2022. The increase in revenue from those segments were offset by the decrease in revenue from the Solutions Services segment, which recorded a decrease in revenue of RM3.5 million (-24.3%), due to slower investment spending by customers.

The profit attributable to owners of GHL recorded a marginal improvement to RM28.3 million, which was slightly higher than FYE 31 December 2021, impacted by lower gross margins from the Shared Services segment.

FYE 31 December 2023 vs FYE 31 December 2022

We note that GHL Group recorded revenue of RM460.4 million, a RM50.0 million (+12.2%) increase in FYE 31 December 2023 (FYE 31 December 2022: RM410.4 million). This was mainly attributable to the increase in revenue from the Transaction Payment Acquisition business which grew by RM39.2 million (+14.6%). The increase in revenue from the Transaction Payment Acquisition business was mainly attributable to growth in transaction payment value during the year.

The profit attributable to owners of GHL recorded a marginal improvement to RM28.8 million, which was slightly higher than FYE 31 December 2022. The Group's gross profit margin decreased to 33.1% from the previous year's 34.8%, mainly due to shifts in business pillars, payment types and merchant mix. This was due to increased operating expense related to the direct acquiring business under the Transaction Payment Acquisition business, information technology ("IT") security, and cloud infrastructure. Furthermore, a provision of RM4.8 million for the expected credit loss linked to the newly launched lending business impacted the profit attributable to owners of GHL.

In summary, we take note that GHL Group recorded steady growth in revenue from FYE 31 December 2021 to FYE 31 December 2023, primarily due to the growth in transaction payment value from its Transaction Payment Acquisition business. Despite a stronger growth in revenue, GHL Group recorded only marginal improvement in profit attributable to owners of GHL, primarily due to lower gross profit margins and increased expenses related to the direct acquiring business, IT security and cloud infrastructure.

Valuation methodology

Primary method

Taking into consideration that GHL is principally involved in the provision of payment services and solutions, we have adopted the EV/EBITDA valuation methodology to arrive at the value of GHL Shares. This is in view that the revenue generated by GHL is driven by consumer spending, the adoption of cashless payments by merchants and/or consumers within GHL's principal markets such as in Malaysia, the Philippines and Thailand for both online and in-store purchases, market dynamics, the general economy and competitive pricing of the payment solution platforms, which in turn affect the business performance of GHL. The EV/EBITDA valuation methodology captures these market-driven factors and uses the market multiples of similar businesses to value GHL Shares.

We have not used the discounted cashflow valuation methodology to evaluate the value of GHL Shares due to the challenges faced in predicting the future business performance of GHL Group and its corresponding operational cost components. The business performance of GHL Group is driven by consumer spending, the adoption of cashless payments by merchants and/or consumers within GHL's principal markets for both online and in-store purchases, market dynamics, the general economy and competitive pricing of the payment solution platforms. This can be evidenced by the growth in transaction payment value of GHL Group with the wider adoption of cashless payment post COVID-19 and the increase in consumer spending with the relaxation of COVID-19 lockdown measures. The discounted cashflow valuation methodology requires estimates of future cash flows and the predictability of future cash flows in GHL Group's business which is highly dependent on the number of cashless payment transactions. The number of cashless payment transactions is in turn correlated to the general economy including the economic outlook within GHL's principal markets such as in Malaysia, the Philippines and Thailand, tourist arrivals and other macroeconomic factors, such as inflation, movement of interest rates, geopolitical tensions and global oil price movements, which are subject to uncertainties.

Thus, we are of the view that the EV/EBITDA valuation methodology, which is a market-based valuation approach, provides a more current evaluation of the GHL Shares as compared to the discounted cashflow valuation methodology.

EV is the aggregate value of a company's market capitalisation, minority interest and debts net of any cash and cash equivalents. EV/EBITDA multiple valuation methodology is a relative valuation approach used to provide an indication of market expectations on the valuation of companies as compared to its peers. EV/EBITDA is commonly used in valuation, as it is not affected by different leverage levels and borrowing costs or depreciation and amortisation policies. Also, it eliminates the impact from non-operating items. Hence, EV/EBITDA compares the value of a company relative to its operating earnings.

We are of the view EV/EBITDA is the most appropriate method to estimate the value of GHL Shares based on the following:

- (i) earnings are generally considered to be a key determinant of the value of businesses of such nature and EBITDA measures the recurring earnings from the continuing operations;
- (ii) GHL Group has consistently recorded positive EBITDA for the FYE 31 December 2021, FYE 31 December 2022 and FYE December 2023; and
- (iii) the EV/EBITDA multiple is not affected by dissimilarities in capital structure, leverage levels, borrowing costs and accounting policies in terms of depreciation and amortisation which may vary across different companies.

GHL Group operates 3 major strategic business units in different geographical locations with lending being a new business segment to GHL Group. The revenue across its strategic business units for the FYE 31 December 2023 is set out below:

	Malaysia	The Philippines	Thailand	Others	Total
	RM	RM	RM	RM	RM
Revenue					
- Shared Services	100,858,664	15,287,888	17,233,275	-	133,379,827
- Solution Services	7,199,589	2,892,100	2,196,686	1,653,767	13,942,142
- Transaction Payment Acquisition	242,108,123	47,585,504	17,345,144	290,323	307,329,094
- Lending	5,379,329	321,084	14,516	-	5,714,929
	355,545,705	66,086,576	36,789,621	1,944,090	460,365,992
 % of geographical location over total revenue	 77.23	 14.36	 7.99	 0.42	 100.00

To arrive at the value of GHL shares using EV/EBITDA, we have considered listed companies in Malaysia, the Philippines and Thailand, being the geographical locations where the 3 largest strategic business units of GHL Group operates in, with more than 80% of revenue being derived from payment services and solutions.

Based on the above selection criteria, we have identified the following:

- (i) Malaysia - 3 companies are deemed comparable to GHL, namely Revenue Group Berhad, ManagePay Systems Berhad and Pertama Digital Berhad. Nonetheless, they recorded losses after tax and negative EBITDA for the most recent financial year as well as the trailing 12-month financial period based on their respective quarterly unaudited financial results announced on Bursa Securities. As such, we were unable to adopt these companies as comparable companies for the EV/EBITDA valuation methodology. In addition, the market valuations of these companies may not be a good comparison or proxy to that of GHL, as the market valuation of these companies may be affected by their recent financial performance which were loss making, while GHL has been profitable for the past 3 financial years.
- (ii) The Philippines - We were unable to identify any comparable companies listed on the Philippine Stock Exchange for our evaluation purposes.
- (iii) Thailand – We have identified Forth Smart Service Public Company Limited (“**Forth Smart**”) as a potential comparable company. Nonetheless, we note that Forth Smart is primarily in the online top-up machines business and operates in a single geographical area of their operations in Thailand. We have not adopted Forth Smart as a comparable company due to differences in the earnings growth rate for the past 3 FYEs and higher market risk of Forth Smart as compared to GHL. We have also considered that GHL Group’s business operations in Thailand is relatively small (7.99%) as compared to its Malaysia operations (77.23%). Taking into account the earnings growth pattern which has been trending down for the past 3 FYEs, higher market risk and lower EV/EBITDA multiple of Forth Smart, we deem the inclusion of Forth Smart as a comparable company will not provide a meaningful evaluation of the GHL Shares.

In view of the above, we have considered My E.G. Services Berhad (“**My E.G.**”) as a comparable company, as My E.G. also provides e-payment and payment gateway solutions, as part of its principal business of developing and implementing electronic government services project. My E.G. primarily provides a wide and expanding range of government and commercial services in Malaysia via an online portal, which includes services such as payment of compound / summons / assessment, assessment and payment of zakat, auto financing and insurance, renewal of driver’s license and payment solution services.

It should be noted that whilst we have adopted My E.G. as the comparable company, such company may differ due to various subjective factors which include, marketability and liquidity of the shares, size of the business, existing or other businesses, geographical spread, profit track record, financial strength, accounting and tax policies, risk profile and future prospects. Whilst we note that My E.G. may have a different business model and offer various products/services, we are of the view that My E.G. can be used as a comparable company to GHL on account that its various government and commercial services involves payment processing activities.

We note that although both GHL and My E.G. are subject to the same statutory tax rate of 24%, My E.G. enjoys income tax exemption. Further, My E.G. has a higher return on equity (“**ROE**”) (computed based on EBITDA over equity attributable to the owners of the company) of 26.9% compared to GHL of 11.8%. Apart from the tax expenses and ROE to GHL and My E.G., there are no material differences noted from the EV/EBITDA multiple analysis. Taking into consideration the differences in tax expenses and ROE between both My E.G. and GHL, we consider it appropriate to adopt an EV/EBITDA ratio of 12.94 times, which represents a 10% discount to My E.G.’s EV/EBITDA multiple of 14.38 times.

No adjustments have been made to the EBITDA of both My E.G. and GHL as these companies do not have any material one-off/exceptional items for the FYE 31 December 2023, the financial year which was adopted for purposes of the evaluation of GHL Shares.

The value of GHL based on the EV/EBITDA multiple of My E.G. is derived as follows:

	Formula	Value RM'000
EBITDA of GHL ⁽¹⁾	(a)	64,548
EV/EBITDA ⁽²⁾ of My E.G. (times)	(b)	12.94
Indicative EV	(c) = (a) x (b)	835,251
Cash and bank balances ⁽³⁾	(d)	174,004
Total bank borrowings as at 31 December 2023	(e)	42,448
Non-controlling interests	(f)	200
Equity Value of GHL	(g) = (c)+(d)-(e)-(f)	966,607
No. of issued GHL Shares as at the LPD ('000)	(h)	1,141,500
Equity Value per GHL Share (RM)	(i) = (g) / (h)	0.85

Note:

(1) Computed based on the latest audited consolidated financial statements of GHL for the FYE 31 December 2023.

(2) Computed as follows:

- (a) EV - based on the market capitalisation as at the LTD as extracted from Bloomberg, plus borrowings and non-controlling interests, less cash and cash equivalents based on the latest audited consolidated financial statements of My E.G for the FYE 31 December 2023; and
- (b) EBITDA - based on the latest audited consolidated financial statements of GHL for the FYE 31 December 2023;

My E.G.'s EV/EBITDA multiple of 14.38 times has been adjusted to 12.94 times by applying a 10% discount after taking into consideration the differences in tax expenses and ROE between My E.G. and GHL.

(3) Represents cash and bank balances, as extracted from the audited consolidated statement of financial position of GHL for the FYE 31 December 2023.

For the purpose of the EV/EBITDA valuation, based on our enquiry with the management of GHL, we note that GHL Group does not have any material idle assets which are not being used in its operations. Accordingly, we have not made any adjustment to take into account any material idle assets of GHL Group for the evaluation of GHL Shares.

From the computation above and after taking into account the relevant components of the EV/EBITDA multiple, we arrived at an estimated equity value per GHL Share of **RM0.85**.

Additional information

We have used the PER valuation method which compares a company's share price against its EPS, an earnings-based valuation method to provide additional information to the Holders for the evaluation on the fairness of the Offer Shares. The PER of a company compared to that of its peers is used to gauge the company's value relative to its peers. A higher PER indicates that investors are willing to pay more for a RM's worth of earnings from the company.

We have used the similar selection criteria to select listed companies that, in our view, are broadly comparable to the core business of GHL as set out in Section 5.1.1 above.

The value of GHL based on the latest audited PER of My E.G. is derived as follows:

	Formula	RM'000
PER of My E.G. ⁽¹⁾ (times)	(A)	15.81
PAT attributable to owners of GHL ⁽²⁾	(B)	28,808
Equity value of GHL	(C) = (A) x (B)	455,454
No. of issued GHL Shares as at the LPD ('000)	(D)	1,141,500
Equity value per GHL Share (RM)	(E) = (C) / (D)	0.40

Note:

(1) Computed based on My E.G.'s share price as at the LTD as extracted from Bloomberg and the EPS of My E.G. based on the latest audited consolidated financial statements of My E.G. for the FYE 31 December 2023.

(2) Extracted from the audited consolidated financial statements of GHL for the FYE 31 December 2023.

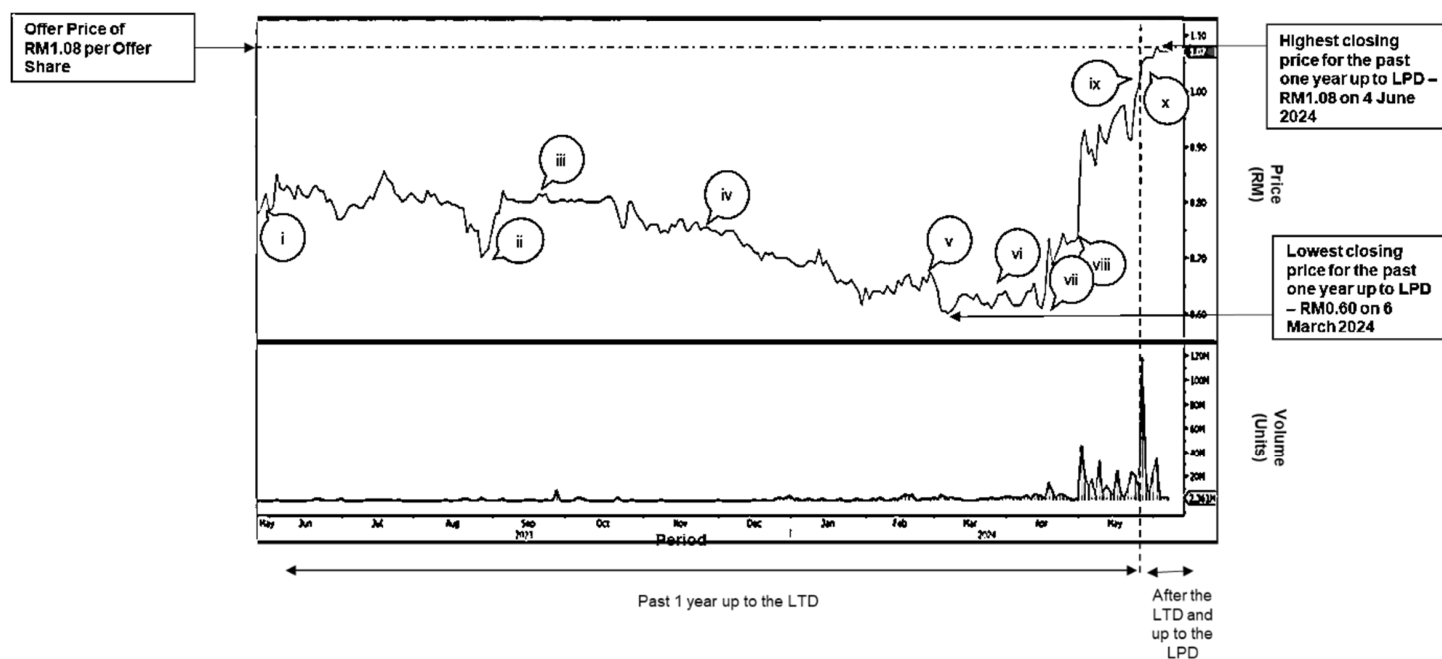
From the computation above, we arrived at an estimated equity value per GHL Share of **RM0.40**.

We wish to highlight the difference in the value per GHL Share derived using the EV/EBITDA valuation methodology of RM0.85 and PER valuation methodology of RM0.40 respectively is due to the adjustments made to the PAT of GHL to arrive at the EBITDA. Such adjustments exclude the impact of non-cash expenses such as depreciation, and tax expenses to arrive at the EBITDA which measures GHL's operating and financial performance. Further, EV/EBITDA valuation methodology takes into account the net cash (after excluding bank borrowings) position of GHL to arrive at the estimated equity value of GHL Shares.

5.1.2 Historical market price analysis of GHL Shares

In assessing the historical market prices of GHL Shares, we have considered the historical trading prices and trading volumes of GHL Shares for the past 1 year up to the LTD and up to the LPD.

The graph below sets out the historical trading prices and trading volumes of GHL Shares for the past 1 year up to the LTD and up to the LPD (no adjustment has been made as there is no change in the principal activities of GHL and/or corporate exercises being undertaken that may have an effect on the market prices and volumes traded of GHL Shares throughout the period).



(Source: Bloomberg)

Based on the above, we note that GHL Shares had consistently traded below the Offer Price for the past 1 year up to the LTD and at a low of RM0.60 on 6 March 2024, until after the announcement on the receipt of the Notice by the Board on 27 May 2024. The highest closing market price of GHL Shares for the past 1 year up to the LTD and up to the LPD was RM1.08, transacted on 4 June 2024, which is after the receipt of the Notice by the Board.

During the period beginning 12 months prior to the LTD and up to the LPD, GHL had made the following announcements, among others:

	Date of announcements	Overview of events
(i)	31 May 2023	Announcement on GHL's 1 st quarter consolidated results for the FPE 31 March 2023. GHL recorded a revenue of RM103.97 million and PBT of RM9.46 million for the 3-month period ended 31 March 2023, as compared to the revenue of RM92.55 million and PBT of RM7.85 million for the preceding corresponding 3-month period ended 31 March 2022.
(ii)	29 August 2023	Announcement on GHL's 2 nd quarter consolidated results for the FPE 30 June 2023. GHL recorded a revenue of RM213.97 million and PBT of RM20.19 million for the 6-month period ended 30 June 2023, as compared to the revenue of RM193.77 million and PBT of RM16.56 million for the preceding corresponding 6-month period ended 30 June 2022.
(iii)	22 September 2023	<p>On 19 September 2019, Bestinet Sdn Bhd ("Bestinet" as the plaintiff) commenced an action against GHL ePayments Sdn Bhd (a wholly owned subsidiary of the Company) ("eGHL" as the defendant) in the Kuala Lumpur High Court for breach of contract and misrepresentation. The potential liability arising from the litigation was estimated at approximately RM3.73 million plus interest.</p> <p>On 30 October 2019, eGHL filed its Statement of Defence and Counterclaim against the plaintiff. eGHL counterclaimed against the plaintiff, which the plaintiff had, on 20 November 2019, served on eGHL with its Reply and Defence to Counterclaim.</p> <p>On 30 May 2022, it was announced that the Kuala Lumpur High Court had decided, among others, that the plaintiff's claim be dismissed, eGHL counterclaim is allowed and eGHL is awarded damages and costs.</p> <p>On 29 June 2022, it was announced that the plaintiff is appealing to the Court of Appeal against the decision of the Kuala Lumpur High Court of 30 May 2022 in relation to the dismissal of the plaintiff's claim and allowance of the defendant's counterclaim.</p> <p>On 22 September 2023, it was announced that the Court of Appeal dismissed with costs the appeal by the plaintiff against the decision of the Kuala Lumpur High Court dated 30 May 2022 dismissing the plaintiff's claim and allowing eGHL's counterclaim.</p> <p>Bestinet's solicitors have confirmed that Bestinet would not be filing an application for leave to appeal to the Federal Court. <i>(Source: Announcement on GHL's 4th quarter consolidated results for the FYE 31 December 2023 dated 27 February 2024).</i></p>
(iv)	29 November 2023	Announcement on GHL's 3 rd quarter consolidated results for the FPE 30 September 2023. GHL recorded a revenue of RM332.12 million and PBT of RM30.16 million for the 9-month period ended 30 September 2023, as compared to the revenue of RM297.22 million and PBT of RM27.17 million for the preceding corresponding 9-month period ended 30 September 2022.
(v)	27 February 2024	Announcement on GHL's 4 th quarter consolidated results for the FYE 31 December 2023. GHL recorded a revenue of RM460.37 million and PBT of RM40.16 million for the FYE 31 December 2023, as compared to the revenue of RM410.42 million and PBT of RM40.57 million for the preceding FYE 31 December 2022.

	Date of announcements	Overview of events
(vi)	27 March 2024	Announcement on the final dividend of 2.0 sen per GHL Share for the FYE 31 December 2023 (" Final Dividend ").
(vii)	15 April 2024	Ex – Dividend date of the Final Dividend.
(viii)	26 April 2024	Announcement on GHL's annual report 2023.
(ix)	27 May 2024	Announcement on the receipt of Notice.
(x)	28 May 2024	Announcement on GHL's 1 st quarter consolidated results for the FPE 31 March 2024. GHL recorded a revenue of RM122.59 million and PBT of RM7.12 million for the 3-month period ended 31 March 2024, as compared to the revenue of RM103.97 million and PBT of RM9.46 million for the preceding corresponding 3-month period ended 31 March 2023.

We note that save for the interim financial results of GHL and the receipt of the Notice, there are no other announcements of material developments affecting GHL for the last 12 months prior to the LTD and up to the LPD which could likely contribute to the decrease or increase in market prices of GHL Shares for the last 12 months up to the LTD.

Holders are advised to take into consideration the historical market price trend and trading volume of GHL Shares on Bursa Securities.

The Offer Price yields the following premiums to the historical closing market prices / VWAMP of GHL Shares (no adjustment has been made as there were no corporate exercises undertaken that may have an effect on the market prices and volumes traded of GHL Shares throughout the period):

	Market price	Premium over market price	
		RM	%
(i) The relevant market prices of GHL Shares on and up to the LTD:			
(a) Last traded price on the LTD	0.985	0.095	9.64
(b) 5-day VWAMP up to and including the LTD	0.942	0.138	14.65
(c) 1-month VWAMP up to and including the LTD	0.906	0.174	19.21
(d) 3-month VWAMP up to and including the LTD	0.830	0.250	30.12
(e) 6-month VWAMP up to and including the LTD	0.804	0.276	34.33
(f) 1-year VWAMP up to and including the LTD	0.803	0.277	34.50
(ii) The relevant market prices of GHL Shares on and up to the LPD:			
(a) Last traded price on the LPD	1.070	0.010	0.93
(b) 5-day VWAMP up to and including the LPD	1.070	0.010	0.93
(c) 1-month VWAMP up to and including the LPD	1.039	0.041	3.95
(d) 3-month VWAMP up to and including the LPD	0.938	0.142	15.14
(e) 6-month VWAMP up to and including the LPD	0.905	0.175	19.34
(f) 1-year VWAMP up to and including the LPD	0.898	0.182	20.27

(Source: Bloomberg)

Based on the above, we note the following:

(i) As of the LTD:

- (a) the Offer Price represents a premium of RM0.095 (9.64%) to the last traded market price; and
- (b) the Offer Price represents a premium ranging between RM0.138 (14.65%) and RM0.277 (34.50%) over the 5-day, 1-month, 3-month, 6-month and 1-year VWAMP of GHL Shares up to and including the LTD.

(ii) As of the LPD:

- (a) the Offer Price represents a premium of RM0.010 (0.93%) to the last traded market price; and
- (b) the Offer Price represents a premium ranging from RM0.010 (0.93%) to RM0.182 (20.27%) over the 5-day, 1-month, 3-month, 6-month and 1-year VWAMP of GHL Shares, up to and including the LPD.

The last traded price of GHL Shares as at the LPD was RM1.07 which is lower than the Offer Price.

Therefore, Holders should monitor the market price of GHL Shares before arriving at a decision on whether to accept or reject the Offer. If the market price of GHL Shares is above the Offer Price, Holders may consider disposing of their GHL Shares in the open market.

We also wish to highlight to the Holders to refer to our comments on the trading liquidity of GHL Shares as set out in Section 5.2.1 of this IAL.

It should be noted that the market prices of GHL Shares have been trending upwards and trading closer to the Offer Price up to the LPD after the announcement on the receipt of the Notice on 27 May 2024. However, this may not be an indication of future market price performance of GHL Shares and there can be no assurance that the market price of GHL Shares will continue to trade at the current price levels after the Closing Date.

The above evaluation is based on the historical market prices of GHL Shares as at the specific dates/periods and should not be relied upon as an indication of the future trading performance of GHL Shares. The actual capital value/cash realisation for Holders would depend on the subsequent market price performance of GHL Shares. The future market price performance of GHL Shares will depend upon, amongst others, on prevailing stock market conditions, liquidity, performance, prospects and fundamentals of GHL Group, future dividend payments (if any), and the outlook and prospects of the industry and markets in which GHL Group operates.

FAIRNESS OF THE OFFER
<p>We have evaluated the fairness of the Offer in accordance with paragraphs 1 to 6 under Schedule 2: Part III of the Rules.</p> <p>Based on our analysis as set out in Sections 5.1.1 and 5.1.2 of this IAL, we took note of the following:</p> <p><u>Valuation of GHL Shares</u></p> <p>In arriving at the valuation of GHL Shares, we take note that GHL Group recorded strong growth in revenue from FYEs 31 December 2021 to 2023, primarily due to growth in transaction payment value from its Transaction Payment Acquisition business. Despite a stronger revenue growth, GHL Group recorded only marginal improvement in profit attributable to owners, primarily due to lower gross profit margin.</p>

We are of the view EV/EBITDA is the most appropriate method to estimate the value of GHL Shares based on the following:

- (i) earnings are generally considered to be a key determinant of the value of businesses of such nature and EBITDA measures the recurring earnings from the continuing operations;
- (ii) GHL has consistently recorded positive EBITDA for the FYE 31 December 2021, FYE 31 December 2022 and FYE December 2023; and
- (iii) the EV/EBITDA multiple is not affected by dissimilarities in capital structure, leverage levels, borrowing costs, accounting policies in terms of depreciation and amortisation which may vary across different companies.

Using the EV/EBITDA method, the estimated equity value of GHL is approximately RM966.61 million which translates to approximately RM0.85 per GHL Share. The Offer Price of RM1.08 is higher than the implied value per GHL Share using the EV/EBITDA method and represents a premium of RM0.23 or 27.06% to the estimated equity value per GHL Share of RM0.85.

In addition, based on the Offer Price and NA per GHL Share of RM0.48 from the audited consolidated financial statements of GHL for the FYE 31 December 2023, the implied PBR of approximately 2.25 times indicates that the Offer Price is 2.25 times higher than the NA per GHL Share.

Historical market price analysis of GHL Shares

- (i) the Offer represents an opportunity for the Holders to realise their investment in GHL at RM1.08 per Offer Share;
- (ii) the Offer Price represents a premium of RM0.095 (9.64%) to the last traded market price and a premium ranging between RM0.138 (14.65%) and RM0.277 (34.50%) over the 5-day, 1-month, 3-month, 6-month and 1-year VWAMP of GHL Shares up to and including the LTD; and
- (iii) the Offer Price represents a premium of RM0.010 (0.93%) to the last traded market price and a premium ranging between RM0.010 (0.93%) and RM0.182 (20.27%) over the 5-day, 1-month, 3-month, 6-month and 1-year VWAMP of GHL Shares up to and including the LPD.

The Offer is **fair** in view that the Offer Price of RM1.08 is higher than the implied value per GHL Share using EV/EBITDA method of **RM0.85** and historical market prices as at the LTD and up to the LPD.

Non-Interested Directors and Holders should note that the fairness of the Offer is not the only criteria for consideration and should also take into account the evaluation of the reasonableness of the Offer as set out in Section 5.2 of this IAL before making a decision on whether to accept or reject the Offer.

5.2 REASONABLENESS OF THE OFFER

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

- (i) historical liquidity analysis of GHL Shares;
- (ii) no alternative offer and NTTD Japan's level of control; and
- (iii) listing status and compulsory acquisition.

5.2.1 Historical liquidity analysis of GHL Shares

The table below sets out the monthly highest and lowest market prices (no adjustment has been made as there is no corporate exercises that may have an effect on the market prices and volume traded of GHL Shares throughout the period) and the trading volume of GHL Shares over the past 1 year up to May 2024 (being the last full trading month prior to the LPD):

	High (RM)	Low (RM)	Monthly traded volume (No. of GHL Shares)	⁽¹⁾ Monthly traded volume over free float (%)
2024				
May	1.08	0.74	⁽²⁾⁽³⁾ 428,840,000	106.70
April	0.76	0.60	76,680,000	19.08
March	0.66	0.60	35,700,000	8.88
February	0.68	0.62	32,390,000	7.09
January	0.72	0.61	15,060,000	3.20
2023				
December	0.77	0.70	16,880,000	3.58
November	0.78	0.74	2,920,000	0.62
October	0.81	0.75	12,030,000	2.55
September	0.82	0.75	15,380,000	3.26
August	0.83	0.70	10,050,000	2.13
July	0.87	0.78	5,030,000	1.07
June	0.86	0.76	9,760,000	2.07
Average monthly traded volume			55,060,000	-
Average monthly traded volume (excluding May 2024)			21,080,000	-
Average monthly traded volume over free float			-	13.42
Average monthly traded volume over free float (excluding May 2024)			-	4.94

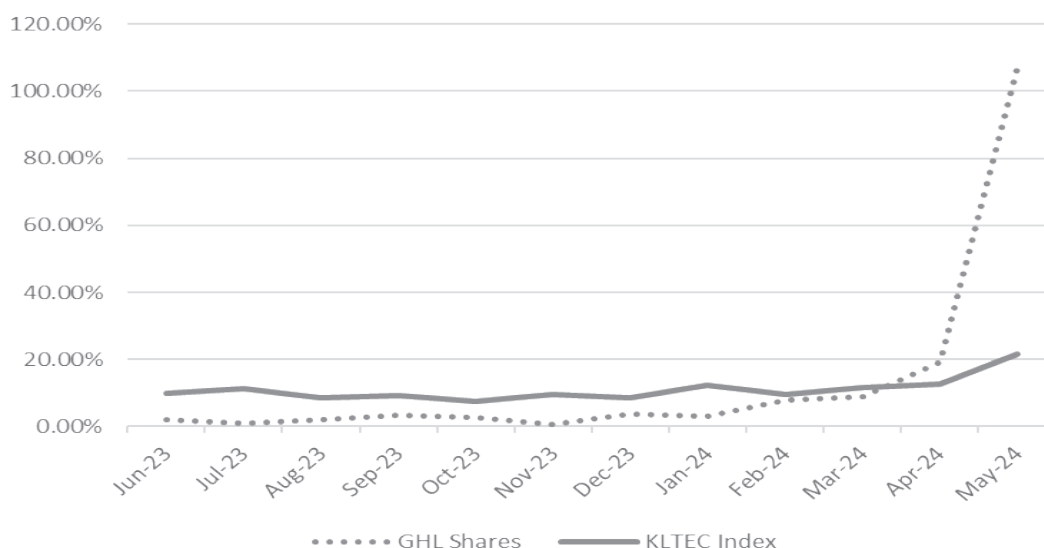
(Source: Bloomberg)

Note:

- (1) The free float of GHL Shares as at the end of each month refers to the number of GHL Shares excluding the GHL Shares held by the Directors and their associates as well as the substantial shareholders as at the end of each month.
- (2) Denotes an outlier which has been excluded from the computation of the average monthly trading volume over free float of GHL Shares. An outlier is determined based on extreme deviation from the simple average (including outliers). We have generally regarded values beyond 1 standard deviation of the average as extreme deviation.
- (3) We note that save for the announcement on the interim financial results of GHL and the receipt of Notice, there are no other announcements of material developments affecting GHL for the last 12 months prior to the LTD and up to the LPD which could likely contribute to the decrease or increase in the monthly traded volume of GHL Shares for the last 12 months prior to the LTD and up to the LPD.

We note that the trading volume-to-free-float of GHL Shares (excluding May 2024) have generally been lower than the trading volume for the KLTEC Index (where GHL is a member of the KLTEC Index) during the same period as shown in the graph below:

**Monthly traded volume
over free float (%)**



(Source: Bloomberg)

We note that the average monthly traded volume of 55,060,000 GHL Shares for the past 1 year up to May 2024 is approximately 13.42% of the free float of GHL Shares, which is higher than that of the KLTEC Index with a simple average of 11.04%. However, the average monthly traded volume (excluding May 2024, which is deemed as an outlier) of 21,080,000 GHL Shares for the past 1 year up to May 2024 is approximately 4.94% of the free float of GHL Shares which is lower than that of the KLTEC Index with a simple average of 10.35% (excluding October 2023 and May 2024, which are deemed as outliers). Accordingly, the Holders may have difficulties in realising their investment in GHL Shares immediately in the open market if they choose to do so.

The above evaluation is based on the historical trading volume of GHL Shares as at the respective dates/periods and should not be relied upon as an indication of the future trading volume of GHL Shares. We noted that as at the date of the Notice, the Offeror directly holds 670,440,235 GHL Shares, representing approximately 58.73% equity interest in GHL. After the date of the Notice and up to 24 June 2024, the Offeror received Valid Acceptances of 244,029,275 Offer Shares, representing approximately 21.38% of the total issued GHL Shares. As at 24 June 2024, the Offeror directly holds 914,469,510 GHL Shares, representing approximately 80.11% equity interest in GHL. If NTTD Japan increases its shareholding via acquisitions (on and off market) or through Valid Acceptances pursuant to the Offer, the liquidity of GHL Shares and the ability of Holders to dispose of their GHL Shares in the open market may be further constrained. In the event GHL remains listed, Holders (especially those holding large blocks of GHL Shares) may face trading liquidity constraints or require a longer time to dispose of their holdings in GHL Shares in the open market after the closing of the Offer.

Considering the above, the Offer represents an avenue for the Holders to realise their investment in GHL Shares in cash at the Offer Price which represents a premium over the historical market prices up to and including the LTD as highlighted in Section 5.1.2 of this IAL.

5.2.2 No alternative offer and NTTD Japan's level of control

As at the LPD, the Board has not received any alternative offer for GHL Shares and any offer to acquire the assets and liabilities of GHL. As such, the Offer represents the only available offer for the consideration of the Holders.

NTTD Japan is the single largest shareholder of GHL, with a direct holding of 914,469,510 GHL Shares, representing approximately 80.11% equity interest in GHL as at 24 June 2024. Therefore, any alternative proposal will not be successful without its support.

With NTTD Japan's current level of control and its shareholdings in GHL, NTTD Japan is able to determine the outcome of any resolutions sought at the shareholders' meetings of GHL through casting of its votes representing 80.11% of the total voting shares in GHL (save for resolutions in which it is interested and required to abstain from voting), including the ability to vote for or against any ordinary resolutions or special resolutions (as these resolutions require approval from at least 50% and 75% respectively of the total votes cast). Such resolutions include proposals for equity fundraising exercises where all shareholders are provided with an equal right to participate in the equity fundraising exercise and NTTD Japan will be able to determine the outcome of such resolutions. If any equity fundraising exercise resolutions are passed, the equity interest for Holders who do not wish to participate in such equity fundraising exercise will be diluted.

5.2.3 Listing status and compulsory acquisition

Listing status

Please refer to Section 4.1 of the Offer Document for details on Offeror's intentions with regard to the listing status of GHL and compulsory acquisition.

We note from Section 4.1 of the Offer Document, as the Offeror does not intend to maintain the listing status of GHL:

- (i) in the event the Offeree does not meet the Public Spread Requirement after the Closing Date, the Offeror will not be taking any steps to address any shortfall in the public shareholding spread of the Offeree;
- (ii) in the event the Offeror receives Valid Acceptances under the Offer and/or acquires Offer Shares resulting in the Offeror and its associates holding in aggregate 90% or more of issued GHL Shares, an immediate announcement will be made by the Offeror. Upon such announcement, Bursa Securities will suspend the trading of GHL Shares immediately upon the expiry of 5 Market Days from the Closing Date. Thereafter, the Offeror will procure the Offeree to take the requisite steps to withdraw its listing status from the Official List in accordance with paragraph 16.07 of the Listing Requirements; and
- (iii) if the Offeror receives Valid Acceptances under the Offer and/or acquires Offer Shares resulting in the Offeror and its associates holding in aggregate more than 75% but less than 90% of issued GHL Shares, the Offeror may request the Offeree to make the necessary application to withdraw its listing status from the Official List pursuant to paragraph 16.06 of the Listing Requirements.

Paragraph 16.06 of the Listing Requirements stipulates that a listed issuer may not request to withdraw its listing from the Official List of Bursa Securities unless, among others, the resolution for the withdrawal of listing is approved:

- (a) by a majority of shareholders in number, representing 75.0% of the total number of issued GHL Shares held by the shareholders, present and voting at each meeting; and

- (b) provided that such number of votes cast against the resolution by each class of listed securities, respectively, is not more than 10% of the total number of issued GHL Shares held by the shareholders, present and voting either at each meeting.

We wish to highlight that the Offeror may vote at the meeting for the purpose of withdrawal of listing under paragraph 16.06 of the Listing Requirements. Whilst paragraph 16.06 of the Listing Requirements stipulates that the Offeror is required to offer an Exit Offer, there is no assurance on the price at which the Exit Offer is being given.

As at 24 June 2024, the Offeror has received Valid Acceptances of 244,029,275 Offer Shares, representing approximately 21.38% of the total issued GHL Shares.

In respect of the above, Holders should note that, **if the trading of GHL Shares is suspended or GHL is delisted from the Official List** as a result of the Offer, GHL Shares will no longer be traded on the Main Market of Bursa Securities.

We note that **the Offeror does not intend to maintain the listing status of GHL on the Main Market of Bursa Securities**. Hence, the Offeror will not be taking any steps to address any shortfall in the Public Spread Requirement in the event GHL is not able to comply with the Public Spread Requirement after the Closing Date. As at 24 June 2024, the Offeror directly holds 914,469,510 GHL Shares, representing approximately 80.11% equity interest in the Offeree. On 25 June 2024, GHL announced that it does not comply with the Public Spread Requirement as its public shareholding spread is less than 25% of the total issued GHL Shares. It is important to note that should there be any suspension in trading or delisting of GHL Shares consequent to the circumstances above, Holders will not be able to deal in GHL Shares on the Main Market of Bursa Securities. In such circumstance, Holders may face difficulty dealing in GHL Shares as there may not be an active or ready market for the unlisted GHL Shares.

Compulsory acquisition

For the purposes of subsections 222, 223 and 224 of the CMSA, “share” means a voting share in a company, or a unit in an entity specified by the SC, and includes convertible securities (which include warrants, options and other securities that are issued by the company which are capable of being converted into new voting shares of the company), as if those securities were shares of a separate class of a company and any reference to a holder of shares, and to shares being allotted, is to be read accordingly.

Subsection 222(1) of the CMSA provides that, where an offeror:

- (i) has made a take-over offer for all the shares or all the shares in any particular class in an offeree; and
- (ii) has received acceptances of not less than nine-tenths in the nominal value⁽¹⁾ of the offer shares,

the offeror may, within 4 months of the date of the take-over offer, acquire the remaining shares or remaining shares in any particular class in the offeree, by issuing a notice in the form or manner specified by the SC to such effect, to all Dissenting Holders provided that the notice:

- (i) is issued within 2 months from the date of achieving the conditions under subsections 222(1)(a) and 222(1)(b) of the CMSA; and
- (ii) is accompanied by a copy of a statutory declaration by the offeror that the conditions for the giving of the notice are satisfied.

Subsection 222(1A) of the CMSA provides that, for the purpose of subsection 222(1)(b) of the CMSA, the acceptances shall not include shares already held at the date of the take-over offer by the offeror or persons acting in concert.

In the event the Offeror receives Valid Acceptances of not less than nine-tenths in the nominal value⁽¹⁾ of the issued GHL Shares (excluding issued GHL Shares already held by the Offeror and the persons acting in concert with it as at the date of the Offer) on or before the Closing Date, **the Offeror intends to invoke the provisions of subsection 222(1) of the CMSA to compulsorily acquire any remaining Offer Shares from the Dissenting Holders.** In such instance, all the Offer Shares that are compulsorily acquired will, subject to subsection 224(1) of the CMSA, be acquired on the same terms as set out in the Offer Document and in accordance with subsection 222(1) of the CMSA.

Note:

- (1) *Based on section 74 of the Act, all shares issued before or upon commencement of the Act shall have no par or nominal value. As such, reference to "nominal value" in subsection 222(1) of the CMSA shall be read as referring to the number of Offer Shares instead.*

Under subsection 222(6) of the CMSA, if the Offeror acquires or contracts to acquire any Offer Shares, otherwise than by virtue of acceptances of the Offer, during the period within which the Offer can be accepted, then the Offeror will be treated, for the purposes of section 222 of the CMSA, as having acquired or contracted to acquire those Offer Shares by virtue of acceptances of the Offer provided that:

- (a) the consideration of such Offer Shares does not at the time when they are acquired or contracted to be acquired exceed the Offer Price; or
- (b) the terms of the Offer are subsequently revised so that when the revision is announced, the consideration of such Offer Shares no longer exceeds the revised Offer Price.

Notwithstanding the above, if the Offeror receives Valid Acceptances from the Holders resulting in the Offeror and persons acting in concert with it holding not less than nine-tenths in the value of the issued GHL Shares (including the issued GHL Shares that are already held by the Offeror and persons acting in concert with it as at the date of the Offer) on or before the Closing Date, a Dissenting Holder may exercise his rights under subsection 223(1) of the CMSA, by serving a notice on the Offeror to require the Offeror to acquire GHL Shares held by such Dissenting Holder on the same terms as set out in the Offer Document or such other terms as may be agreed.

If a Dissenting Holder exercises his rights under subsection 223(1) of the CMSA, the Offeror will acquire such GHL Shares in accordance with the provisions of the CMSA, subject to subsection 224 of the CMSA. In accordance with subsection 224(3) of the CMSA, when a Dissenting Holder exercises his rights under subsection 223(1) of the CMSA, the court may, on an application made by such Dissenting Holder or by the Offeror, order that the terms on which the Offeror shall acquire such Shares shall be as the court thinks fit.

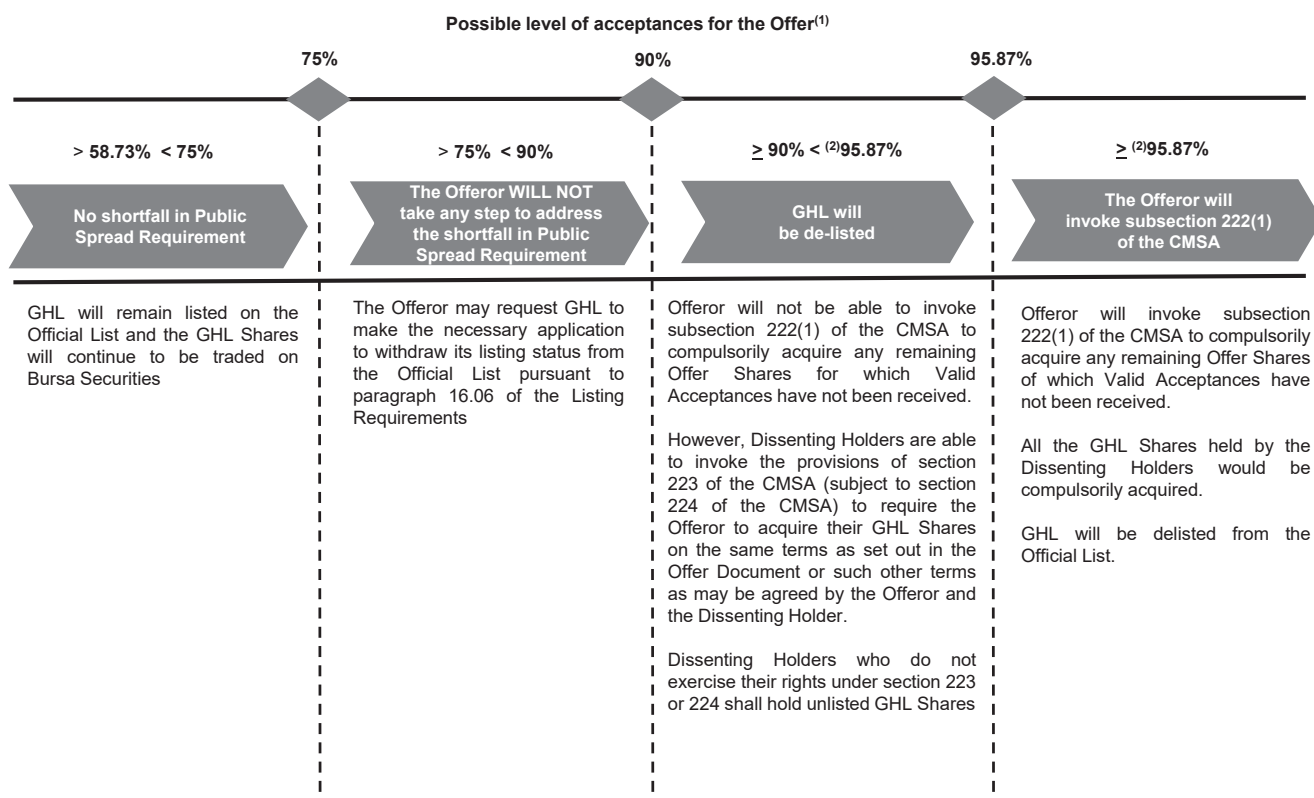
Notwithstanding the above, pursuant to subsection 224(1) of the CMSA, where a notice is given under subsection 222(1) of the CMSA, the court may, on an application made by any Dissenting Holder within 1 month from the date on which the notice was given by the Offeror, order that the Offeror shall not be entitled and shall not be bound to acquire GHL Shares of any Dissenting Holder or specify terms of acquisition that are different from the terms of the Offer.

Subsection 223(2) of the CMSA requires the Offeror to give the Dissenting Holders a notice in the manner specified by the SC of the rights exercisable by the Dissenting Holders under subsection 223(1) of the CMSA, within 1 month of the time of the Offeror receiving Valid Acceptances from the Holders resulting in the Offeror and persons acting in concert with it holding not less than nine-tenths in the value of all the issued GHL Shares (including the issued GHL Shares already held by the Offeror and the persons acting in concert).

A notice to the Dissenting Holders under subsection 223(2) of the CMSA may specify the period for the exercise of the rights of the Dissenting Holders and in any event, such period shall not be less than 3 months after the Closing Date.

Impact of the potential outcome of the Offer

The diagram below sets out the impact of the potential outcome of the Offer on your holdings in GHL Shares. It is pertinent to note that your option to dispose of your GHL Shares in the open market at the prevailing market price is available to you at any point in time until such time GHL Shares are suspended or delisted from the Official List.



Note:

(1) Computed based on the number of GHL Shares in issue of 1,141,499,842 as at the Offer Document LPD.

(2) Calculated based on the shareholding of the Offeror in GHL as at the date of the Notice of approximately 58.73% equity interest in the Offeree and 90% of the remaining GHL Shares not already owned by the Offeror as at the Offer Document LPD.

REASONABLENESS OF THE OFFER

Based on our analysis set out in Sections 5.2.1 to 5.2.3 of this IAL, we took note of the following:

Historical liquidity analysis of GHL Shares

The average monthly traded volume (excluding May 2024, which is deemed as an outlier) of 21,080,000 GHL Shares for the past 1 year up May 2024 is approximately 4.94% of the free float of GHL Shares. The monthly traded volume-to-free-float of GHL Shares during the said period have been lower than that of the KLTEC Index with a simple average of 10.35% (excluding October 2023 and May 2024, which are deemed as outliers). Accordingly, the Holders may have difficulties in realising their investment in GHL Shares immediately in the open market if they choose to do so.

The Offeror directly holds 914,469,510 GHL Shares, representing approximately 80.11% equity interest in GHL as at 24 June 2024. If NTTD Japan increases its shareholding via acquisitions (on and off market) or through Valid Acceptances pursuant to the Offer, the liquidity of GHL Shares and the ability of Holders to dispose of their GHL Shares in the open market may be further constrained. In the event GHL remains listed, Holders (especially those holding large blocks of GHL Shares) may face trading liquidity constraints or require a longer time to dispose of their holdings in GHL Shares in the open market after the closing of the Offer.

No alternative offer and NTTD Japan's level of control

As at the LPD, the Board has not received any alternative offer for GHL Shares and any other offer to acquire the assets and liabilities of GHL. As such, the Offer represents the only available offer for the consideration of the Holders.

In view that NTTD Japan is the single largest shareholder of GHL, with a direct holding of 914,469,510 GHL Shares, representing approximately 80.11% equity interest in GHL as at 24 June 2024, any alternative proposal will not be successful without its support.

With NTTD Japan's current level of control and its shareholdings in GHL, NTTD Japan is able to determine the outcome of any resolutions sought at the shareholders' meetings of GHL through casting of its votes representing 80.11% of the total voting shares in GHL (save for resolutions in which it is interested and required to abstain from voting), including the ability to vote for or against any ordinary resolutions or special resolutions (as these resolutions require approval from at least 50% and 75% respectively of the total votes cast). Such resolutions include proposals for equity fundraising exercises where all shareholders are provided with an equal right to participate in the equity fundraising exercise and NTTD Japan will be able to determine the outcome of such resolutions. If any equity fundraising exercise resolutions are passed, the equity interest for Holders who do not wish to participate in such equity fundraising exercise will be diluted.

Listing status and compulsory acquisition

The Offeror intends to invoke the provisions of subsection 222(1) of the CMSA to compulsorily acquire any remaining Offer Shares from the Dissenting Holders in the event the Offeror receives Valid Acceptances of not less than nine-tenths in the nominal value of the issued GHL Shares (excluding issued GHL Shares already held by the Offeror and the persons acting in concert as at the date of the Offer) on or before the Closing Date.

The Offeror does not intend to maintain the listing status of the Offeree on the Main Market of Bursa Securities in the event the Offeree does not meet the Public Spread Requirement after the Closing Date. As such, the Offeror will not be taking any steps to address any shortfall in the public shareholding spread of the Offeree in the event the Offeree does not meet the Public Spread Requirement after the Closing Date. As at 24 June 2024, the Offeror directly holds 914,469,510 GHL Shares, representing approximately 80.11% equity interest in the Offeree. On 25 June 2024, GHL announced that it does not comply with the Public Spread Requirement as its public shareholding spread is less than 25% of the total issued GHL Shares.

If the Offeror receives Valid Acceptances under the Offer and/or acquires Offer Shares resulting in the Offeror and its associates holding in aggregate more than 75% but less than 90% of issued GHL Shares, the Offeror may request the Offeree to make the necessary application to withdraw its listing status from the Official List pursuant to paragraph 16.06 of the Listing Requirements.

Holders who do not accept the Offer may risk holding unlisted GHL Shares and the Holders may have limited opportunities to realise or unlock the value of their investment in GHL if the trading of GHL Shares are suspended.

If the Offeror requests GHL to withdraw its listing status from the Official List, the resolution for the withdrawal of listing is to be approved by:

- (i) a majority of shareholders in number, representing 75% of the total number of issued GHL Shares held by the shareholders, present and voting at each meeting; and
- (ii) provided that such number of votes cast against the resolution by each class of listed securities, respectively, is not more than 10% of the total number of issued GHL Shares held by the shareholders, present and voting at each meeting.

We wish to highlight that the Offeror may vote at the meeting for the purpose of withdrawal of listing under paragraph 16.06 of the Listing Requirements. Whilst paragraph 16.06 of the Listing Requirements stipulates that the Offeror is required to offer an Exit Offer, there is no assurance on the price at which the Exit Offer is being given.

Premised on the above, we are of the view that the Offer is **reasonable**.

6. RATIONALE FOR THE OFFER AND FUTURE PLANS FOR GHL GROUP AND ITS EMPLOYEES

6.1 Rationale for the Offer

NTTD Japan's rationale for the Offer is set out in Section 3 of the Offer Document, in summary:

The Offer is a mandatory obligation by the Offeror pursuant to subsection 218(2) of the CMSA and subparagraph 4.01(a) of the Rules as a result of the Acquisition, specifically, upon the entry into the unconditional SPA on 27 May 2024 for the Acquisition.

Under the CAFIS brand, which is one of the largest payment infrastructures in Japan, the Offeror has been providing various payment-related solutions for 40 years in Japan.

The Offeror and its group companies have been expanding their payment businesses across Asia. The Offeror believes the acquisition (through the Acquisition and the Offer) of the Offeree, a leading payment service provider and merchant acquirer with more than 480,000 payment touchpoints across the Southeast Asian region, will meaningfully strengthen the Offeror's position in the payment market in Southeast Asia, specifically in Malaysia, the Philippines and Thailand.

The Offeror believes that the Offeree fits well with the Offeror's long-term growth strategy, and the Offeror sees potential in accelerating the Offeror's Asia-Pacific expansion and strengthening the Offeror's market position in Malaysia through the acquisition (through the Acquisition and the Offer) of the Offeree.

Comments by Affin Hwang IB

The Offer is a mandatory obligation pursuant to subsection 218(2) of the CMSA and subparagraph 4.01(a) of the Rules consequential to the Acquisition as the equity interest of NTTD Japan in GHL increased from nil to approximately 58.73% following the Acquisition. The Acquisition has resulted in NTTD Japan obtaining control in GHL. With NTTD Japan's current level of control and its shareholdings in GHL, NTTD Japan is able to consolidate the financial results of GHL Group and determine the outcome of any resolutions sought at the shareholders' meetings of GHL through casting of its votes representing 80.11% of the total voting shares in GHL (save for resolutions in which it is interested and required to abstain from voting), including the ability to vote for or against any ordinary resolutions or special resolutions (as these resolutions require approval from at least 50% and 75% respectively of the total votes cast).

NTTD Japan is principally involved in consulting, provision of integrated solutions and system and software development, maintenance and support. We noted that under the CAFIS brand, NTTD Japan has been providing various payment-related solutions in Japan. NTTD Japan and its group companies have been expanding their payment businesses across Asia. As such, the Acquisition and Offer is in line with NTTD Japan's plans to strengthen the Offeror's position in the payment market in Southeast Asia, specifically in Malaysia, the Philippines and Thailand.

6.2 Future plans for GHL Group and its employees

NTTD Japan's future plans for GHL Group and its employees are set out in Section 5 of the Offer Document.

In summary, after closing of the Offer, NTTD Japan:

- (i) *intends to continue the existing businesses of GHL Group, in particular the payment solutions segment;*
- (ii) *does not have any plans to introduce any major changes in the business of GHL Group, liquidate GHL Group, dispose of any major assets or undertake any major redeployment of fixed assets of GHL Group; and*
- (iii) *does not have any plans to dismiss or make redundant the employees of GHL Group.*

Comments by Affin Hwang IB

We note from Section 5 of the Offer Document that after closing of the Offer, NTTD Japan may, as and when necessary:

- (i) review the businesses and operations of GHL Group to identify opportunities for strategic enhancements. Such a review might lead to arrangements, rationalisation and reorganisation initiative the Offeror considers suitable for the future growth and efficiency of the business operations of GHL Group;
- (ii) review strategic options with regard to the businesses of GHL Group and where appropriate, implement changes to the corporate structure, including any expansion activities or disposal of assets with a view to ensure GHL Group remains competitive in the industry and to improve the prospects and future growth of GHL Group; and
- (iii) review the human resources requirements of GHL Group to improve the efficiency of its operations and businesses and/or optimise staff productivity of GHL Group. There may also be some changes with regard to employment and/or redeployment of GHL Group's employees should the Offeror undertake any rationalisation and/or streamlining of the business activities to improve the productivity and efficiency of the enlarged group of companies of the Offeror in the future.

Non-Interested Directors and Holders should note that there is no assurance that NTTD Japan's future plans in relation to GHL's business operations after the Offer will materialise as expected and create additional value to GHL after the closing of the Offer.

7. FURTHER INFORMATION

We advise Non-Interested Directors and Holders to refer to the appendices for further information on GHL and other information.

8. CONCLUSION AND RECOMMENDATION

We have assessed and evaluated the terms of the Offer and have set out our evaluation in Section 5 of this IAL. Holders should consider the merits and demerits of the Offer carefully based on all relevant and pertinent factors including those set out below, other considerations as set out in this IAC and other publicly available information prior to making a decision on whether accept or reject the Offer.

In arriving at our conclusion 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, where:

- (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
 - also equal to or higher than the value of GHL Shares.

However, if the Offer Price is equal to or higher than the market price but is lower than the value of GHL Shares, the Offer is considered as **"not fair"**;
- (iii) in considering whether the Offer is **"reasonable"**, we have taken into consideration matters other than the valuation of GHL Shares;
- (iv) generally, the Offer would be considered **"reasonable"** if it is **"fair"**. Nevertheless, an independent adviser may also recommend for the Holders to accept the Offer despite it being **"not fair"**, if the independent adviser is of the view that there are sufficiently strong reasons for the Holders to accept the Offer in the absence of a higher bid and such reasons should be clearly explained; and
- (v) in the event the independent adviser concludes that the Offer is **"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.

In making this assessment, the value of GHL Shares was determined based on the assumption that 100% of GHL Shares are being acquired.

FAIRNESS OF THE OFFER

Based on the analysis as set out in Section 5.1 of this IAL, in assessing the fairness of the Offer, we have considered the valuation of the Offer Shares and historical market prices of GHL Shares.

Valuation of the Offer Shares

We have adopted the EV/EBITDA method as the most appropriate valuation method to evaluate the fairness of the Offer. Based on the EV/EBITDA method, the estimated equity value of GHL is approximately RM966.61 million which translates to approximately RM0.85 per GHL Share. The Offer Price of RM1.08 is higher than the implied value per GHL Share using the EV/EBITDA method and represents a premium of RM0.23 or 27.06% to the estimated equity value per GHL Share of RM0.85.

In addition, based on the Offer Price and NA per GHL Share of RM0.48 from the audited consolidated financial statements of GHL for the FYE 31 December 2023, the implied PBR of approximately 2.25 times indicates that the Offer Price is 2.25 times higher than the NA per GHL Share.

Historical market price analysis of GHL Shares

- (i) the Offer represents an opportunity for the Holders to realise their investment in GHL at RM1.08 per Offer Share;
- (ii) the Offer Price represents a premium of RM0.095 (9.64%) to the last traded market price and a premium ranging between RM0.0138 (14.65%) and RM0.277 (34.50%) over the 5-day, 1-month, 3-month, 6-month and 1-year VWAMP of GHL Shares up to and including the LTD;
- (iii) the Offer Price represents a premium of RM0.010 (0.93%) to the last traded market price and a premium ranging between RM0.010 (0.93%) and RM0.182 (20.27%) over the 5-day, 1-month, 3-month, 6-month and 1-year VWAMP of GHL Shares up to and including the LPD;

We are of the view that the Offer is **fair** as the Offer Price is higher than the implied value per GHL Share using EV/EBITDA method of **RM0.85** and historical market prices of GHL Shares as at the LTD and up to the LPD.

REASONABLENESS OF THE OFFER

Based on the analysis as set out in Section 5.2 of this IAL, in assessing the reasonableness of the Offer, we have considered the historical liquidity analysis of GHL Shares, the likelihood of competing offers, the impact of the potential outcome of the Offer in respect of the listing status and the likelihood of the Offeror invoking compulsory acquisition under subsection 222(1) of the CMA.

We are of the view that the Offer is **reasonable** in view of the following:

Historical liquidity analysis of GHL Shares

Trading volume-to-free-float of GHL Shares have generally been lower than the trading volume for the KLTEC Index, where the average monthly traded volume (excluding May 2024, which is deemed as an outlier) of 21,080,000 GHL Shares for the past 1 year up May 2024 is approximately 4.94% of the free float of GHL Shares. The monthly traded volume-to-free-float of GHL Shares during the said period have been lower than that of the KLTEC Index with a simple average of 10.35% (excluding October 2023 and May 2024, which are deemed as outliers). Accordingly, the Holders may have difficulties in realising their investment in GHL Shares immediately in the open market if they choose to do so.

No alternative offer and NTTD Japan's level of control

The Offer represents the only available offer for the consideration of the Holders. In view that NTTD Japan is the single largest shareholder of GHL, with a direct holding of 914,469,510 GHL Shares, representing approximately 80.11% equity interest in GHL as at 24 June 2024, any alternative proposal will not be successful without its support.

With NTTD Japan's current level of control and its shareholdings in GHL, NTTD Japan is able to determine the outcome of any resolutions sought at the shareholders' meetings of GHL through casting of its votes representing 80.11% of the total voting shares in GHL (save for resolutions in which it is interested and required to abstain from voting), including the ability to vote for or against any ordinary resolutions or special resolutions.

Listing status and compulsory acquisition

The Offeror does not intend to maintain the listing status of GHL on the Main Market of Bursa Securities and the Offeror intends to invoke the provisions of subsection 222(1) of the CMSA to compulsorily acquire any remaining Offer Shares from the Dissenting Holders in the event the Offeror receives Valid Acceptances of not less than nine-tenths in the nominal value of the issued GHL Shares (excluding issued GHL Shares already held by the Offeror and the persons acting in concert as at the date of the Offer) on or before the Closing Date. Accordingly, the Offeror will not be taking any steps to address any shortfall in the Public Spread Requirement. On 25 June 2024, GHL announced that it does not comply with the Public Spread Requirement as its public shareholding spread is less than 25% of the total issued GHL Shares. Holders who do not accept the Offer may risk holding unlisted GHL Shares with no ready market for dealings in unlisted securities.

Premised on the above, we are of the view that the Offer is **fair** and **reasonable**. Therefore, we recommend the Holders to **accept** the Offer.

We advise you to monitor the market prices and trading volumes of GHL Shares and evaluate the Offer Price before deciding whether to accept or reject the Offer. If you wish, you may also consider disposing of your GHL Shares in the open market to realise your investment in GHL Shares if the market price is higher than the Offer Price.

We have not taken into consideration any specific investment objective, risk profile, financial and tax situation or particular need of any individual Holder. We recommend that any Holder or any specific group of Holders who requires advice in relation to the Offer in the context of their individual investment objectives, financial and tax situation or particular needs, to consult their respective stockbrokers, bank managers, accountants, solicitors or other professional advisers.

Yours faithfully
for and on behalf of
AFFIN HWANG INVESTMENT BANK BERHAD

JOHAN HASHIM
Head
Corporate Finance

STELLA CHOY
Director
Corporate Finance

INFORMATION ON GHL

1. HISTORY AND PRINCIPAL ACTIVITIES

GHL was incorporated in Malaysia in 1994 as a private limited company and subsequently converted to a public limited company in 2002. GHL was listed on the Mesdaq Market of Bursa Securities on 9 April 2003 and was subsequently transferred to the Main Market of Bursa Securities on 15 February 2007.

The principal activities of GHL consist of investment holding, developing and selling in-house software programmes, sale and rental of EDC equipment and its related software and services, inclusive of installation, training and maintenance.

Further information on the subsidiaries and joint ventures of GHL is set out in Section 6 of this Appendix.

2. SHARE CAPITAL**2.1 Issued share capital**

The issued share capital of GHL as at the LPD is as follows:

	No. of GHL Shares	Amount RM
Ordinary shares	1,141,499,842	351,485,304

There is only 1 class of shares in GHL being the ordinary shares. All the GHL Shares rank equally in terms of voting rights and entitlements to any dividends, rights, allotments and/or distributions (including but not limited to capital distributions) which may be declared, made or paid to shareholders of GHL.

2.2 Changes in the share capital

Since the end of FYE 31 December 2023 up to the LPD, there is no change in the issued share capital of GHL.

3. CONVERTIBLE SECURITIES

As at the LPD, GHL has an employees' share scheme in force for a period of 5 years from 25 August 2021.

The new GHL Shares to be allotted and issued pursuant to the 2021 ESS shall, upon allotment and issuance, rank equally in all respects with the existing issued GHL Shares except that the new GHL Shares so allotted and issued will not be entitled for any dividends, rights, allotments and/or other distribution declared, made or paid to shareholders unless the new GHL Shares so allotted and issued have been credited into the relevant Credit Depository System (CDS) account of the participants of the 2021 ESS before the entitlement date.

No options or shares were awarded pursuant to the 2021 ESS since the implementation of 2021 ESS up to the LPD.

INFORMATION ON GHL

4. SUBSTANTIAL SHAREHOLDERS

The substantial shareholders of GHL and their shareholdings in GHL as at 24 June 2024 are as follows:

Name	Nationality / Place of incorporation	Identification number / Registration number	Direct		Indirect	
			No. of GHL Shares	(1)%	No. of GHL Shares	(1)%
NTTD Japan	Japan	010601062093	914,469,510	80.11	-	-

Note:

(1) Based on 1,141,499,842 GHL Shares, being all of the issued GHL Shares as at 24 June 2024.

5. DIRECTORS

The Directors of GHL as at the LPD are set out below:

Name	Designation	Nationality	Correspondence address
Mohamed Rashdi Bin Mohamed Ghazalli	Independent Non-Executive Chairman	Malaysian	D-7-1 Kiaraville, Changkat Duta Kiara, Mont Kiara, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia.
Loh Wee Hian	Non-Independent Non-Executive Vice Chairman	Malaysian	61, Jalan Gasing Pinang, Santuari Park Pantai, 59200 Kuala Lumpur.
Dato' Chan Choy Lin	Independent Non-Executive Director	Malaysian	10, Jalan 16/12B Pearl Villas, Section 16, 46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
Matteo Stefanel	Non-Independent Non-Executive Director	Italian	Via Francesco Domenico Guerazzi N3, 20145 Milan, Italy.
Richard Henry Phillips	Non-Independent Non-Executive Director	British	40 Greenhill, Blackwell Bromsgrove, Worcestershire, B60 1BL, United Kingdom.
Sean S Hesh	Executive Director and Group Chief Executive Officer	American	C-08-01 Madge Mansions, 12 Jalan Madge, Taman U Thant, 55000 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia.
Tan Lye Sim	Independent Non-Executive Director	Malaysian	32 Jalan EcoMajestic 2/2D, 43500 Semenyih, Selangor Darul Ehsan, Malaysia.
Kung Lee See	Independent Non-Executive Director	Malaysian	Block 4A-05-01 Bungaraya Condominium, Saujana Resort Jalan Persiaran Golf, Section U2, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia.

As at the LPD, none of the Directors hold any GHL Shares.

INFORMATION ON GHL

6. SUBSIDIARIES AND JOINT VENTURES

The subsidiaries and joint ventures of GHL as at the LPD are as follows:

Name	Place of incorporation	% effective equity interest	Principal activities
GHL Transact Sdn. Bhd.	Malaysia	100.00	Sales and rental of EDC equipment and its related software and services, inclusive of installation, training and maintenance
GHL EFTPOS Sdn. Bhd.	Malaysia	100.00	Sales and rental of EDC equipment and its related software and services, inclusive of installation, training and maintenance
GHL CardPay Sdn. Bhd.	Malaysia	100.00	Issue and/or acquire all credit card, debit card, prepaid card, loyalty card and electronic cash transactions carried out by the card holders at acquired merchants on behalf of the card issuer and for that purpose to provide the necessary facilities and infrastructure that facilitates the transactions electronically and sale and rental of hardware and its related services, inclusive of installations, training and maintenance.
GHL Payments Sdn. Bhd	Malaysia	100.00	Sales and rental of EDC equipment and its related software and services, inclusive of installation, training and maintenance and involved in business of money lending services.
GHL International Sdn. Bhd	Malaysia	100.00	Investment holding, sales and rental of EDC equipment and its related software and services, inclusive of installation, training and maintenance.
GHL Asia Pacific Limited	Labuan, Malaysia	100.00	Investment holding.
GHL Global Sdn. Bhd.	Malaysia	100.00	Develop and sale of Net.Point software solution, software programmes and other related products and services.
GHL Loyalty Sdn. Bhd.	Malaysia	100.00	Dormant.

INFORMATION ON GHL

Name	Place of incorporation	% effective equity interest	Principal activities
GHL BPO1 Sdn. Bhd.	Malaysia	100.00	Provides card-related outsourcing services for all business processes, sub-processes, transactions, activities and all other card related works performed by business in various industries and to act as commission agents and any other business which may be usefully carried on in connection with such business.
GHL ePayments Sdn. Bhd.	Malaysia	100.00	Provides electronic payment services and online and mobile merchant acquisition as well as other related activities.
GHL Payment Services Sdn. Bhd.	Malaysia	100.00	Dormant.
e-pay (M) Sdn. Bhd.	Malaysia	100.00	Sales and solution provision of vouchers bearing prepaid airtime personal identification numbers (PINS) and on-line top-ups for various prepaid services in Malaysia and investment holding.
Mobiepay Sdn. Bhd.	Malaysia	100.00	Engaged in the business of developing and selling software.
Sentripay Sdn. Bhd.	Malaysia	100.00	Developing and selling software.
S Capital Sdn. Bhd.	Malaysia	100.00	Investment holding.
Subsidiaries of GHL Asia Pacific Limited			
GHL Systems Philippines, Inc.	Philippines	99.99	Provision of end-to-end payment services and solutions through the deployment of payment infrastructure, technology and services.
GHL Systems Australia Pty. Ltd.	Australia	100.00	Sales of hardware, software and professional services.
GHL (Thailand) Co., Ltd.	Thailand	97.84	Sales, maintenance, installation and rental of card and non-card based payment processing systems and services, and relevant infrastructure including hardware and software for all kinds of payment solution systems.

INFORMATION ON GHL

Name	Place of incorporation	% effective equity interest	Principal activities
GHL Myanmar Limited	Myanmar	100.00	In liquidation.
GHL Philippines Financing Services Inc.	Philippines	99.99	Engaged in providing financial product and services.
Subsidiaries of GHL ePayments Sdn. Bhd.			
GHL ePayments Co., Ltd.	Thailand	99.99	Sales, maintenance, installation, and rental of card and non-card based payment processing systems including hardware and software for all kinds of payment solution systems.
GHL Electronic Payments Inc.	Philippines	99.99	Provide world-class payment services and solutions to banks and merchants.
GHL ePayments Pte. Ltd.	Singapore	100.00	Provide internet payment gateway services.
Subsidiaries of e-pay (M) Sdn. Bhd.			
PT e-pay Indonesia	Indonesia	78.80	Dormant.
Subsidiaries of Mobiepay Sdn. Bhd.			
Pay Here Sdn. Bhd.	Malaysia	100.00	Dormant.
PT Pembayaran Elektronik Indonesia	Indonesia	100.00	Engaged in the business of IT consulting and management services.
Digital Salute Sdn. Bhd.	Malaysia	100.00	Engaged in the business of providing self-service payment kiosk for reload and top up.
Subsidiary of GHL (Thailand) Co., Ltd.			
Conscious Object Development Co. Ltd.	Thailand	97.84	Dormant.
Subsidiary of S Capital Sdn. Bhd.			
Paysys (M) Sdn. Bhd.	Malaysia	100.00	Engaged in business as dealers in credit card transactions, terminals and solutions.
Subsidiaries of Paysys (M) Sdn. Bhd.			
Paysys Communications Sdn. Bhd.	Malaysia	100.00	Engaged in developing payment solution together with relevant hardware require for a complete solution.

INFORMATION ON GHL

Name	Place of incorporation	% effective equity interest	Principal activities
Paysys Technology Sdn. Bhd.	Malaysia	100.00	Dormant.
Joint ventures of e-pay (M) Sdn. Bhd.			
e-pay Pakistan (Private) Limited	Pakistan	50	Dormant.
Electronic Payment Network (Thailand) Co. Limited	Thailand	16	Dormant.

GHL has no associated companies as at the LPD.

7. PROFIT AND DIVIDEND RECORD

The profit and dividend record of GHL based on its audited consolidated financial statements for the past 3 financial years up to FYE 31 December 2023 and the latest unaudited consolidated financial statements for the 3-month FPE 31 March 2024 are set out below:

	Audited			Unaudited
	FYE 31 December			FPE 31 March
	2021	2022	2023	2024
	RM'000	RM'000	RM'000	RM'000
Revenue	360,166	410,423	460,366	122,585
PBT	40,684	40,565	40,163	7,107
Taxation	(12,541)	(12,240)	(11,343)	(2,408)
PAT	28,143	28,325	28,820	4,699
Attributable to:				
Owners of the parent of GHL	28,158	28,305	28,808	4,714
Non-controlling interest	(15)	20	12	(15)
No. of ordinary shares in issue ('000)	1,141,403	1,141,500	1,141,500	1,141,500
EPS (sen)	2.47	2.48	2.52	0.41
Dividend per share (sen)	-	2.5	-	(1)

Note:

- (1) A final single-tier dividend of 2.0 sen per GHL Share, amounting to RM22.8 million has been declared in respect of the FYE 31 December 2023 and paid on 10 May 2024.

Save for a gain on disposal of its investment in an associate of RM1.47 million in FYE 31 December 2022, there is no other exceptional item in the audited consolidated financial statements of GHL for the past 3 financial years up to 31 December 2023 and the latest unaudited consolidated financial statements for the 3-month FPE 31 March 2024.

INFORMATION ON GHL

8. STATEMENT OF ASSETS AND LIABILITIES

The statement of assets and liabilities of GHL based on its audited consolidated financial statements for the past 2 financial years up to FYE 31 December 2023 and the latest unaudited consolidated financial statements for the 3-month FPE 31 March 2024 are set out below:

	Audited		Unaudited
	31 December		FPE 31 March
	2022	2023	2024
	RM'000	RM'000	RM'000
ASSETS			
Non-current assets			
Property, plant and equipment	90,838	97,137	99,827
Goodwill	168,639	168,639	168,639
Intangible assets	640	730	668
Deferred tax assets	2,100	4,014	4,328
Trade and other receivables	10,346	15,740	14,085
Other investments	27	8	8
	272,590	286,268	287,555
Current assets			
Inventories	89,990	71,161	59,980
Trade and other receivables	255,652	315,358	287,368
Current tax assets	2,686	2,855	3,486
Other investments	14,901	6,265	11,306
Cash and bank balances	143,266	174,004	171,579
	506,495	569,643	533,719
TOTAL ASSETS	779,085	855,911	821,274
EQUITY AND LIABILITIES			
Equity attributable to shareholders of the company			
Share capital	351,485	351,485	351,485
Reserves	(557)	3,783	3,674
Retained earnings	160,710	189,518	171,402
Equity attributable to owners of the parent	511,638	544,786	526,561
Non-controlling interest	188	200	185
TOTAL EQUITY	511,826	544,985	526,746
Non-current liabilities			
Borrowings	9,416	9,495	9,892
Lease liabilities	2,654	2,272	2,166
Employee benefits obligations	1,412	2,070	2,200
Contract liabilities	14	700	696
Deferred tax liabilities	7,886	6,548	6,199
	21,382	21,086	21,153
Current liabilities			
Borrowings	7,365	29,411	26,224
Lease liabilities	1,222	1,270	1,252
Trade payables and other liabilities	228,895	251,693	235,773

INFORMATION ON GHL

	Audited		Unaudited
	31 December		FPE 31 March
	2022	2023	2024
	RM'000	RM'000	RM'000
Contract liabilities	5,136	5,197	7,214
Current tax liabilities	3,259	2,269	2,912
	245,876	289,840	273,375
TOTAL LIABILITIES	267,258	310,926	294,528
TOTAL EQUITY AND LIABILITIES	779,085	855,911	821,274

As at the LPD, there is no known material change in the financial position of GHL subsequent to 31 December 2023, being the latest audited consolidated financial statements, other than as disclosed in announcements made by GHL on Bursa Securities from time to time.

9. ACCOUNTING POLICIES

The audited consolidated financial statements of GHL for the FYE 31 December 2021 to 2023 have been prepared based on Malaysian Financial Reporting Standards (MFRS), International Financial Reporting Standards (IFRS) Accounting Standards and the provisions of the Act.

There is no change in the accounting policies which would result in a material variation to the comparable figures for the audited consolidated financial statements of GHL for the FYE 31 December 2021 to 2023.

10. BORROWINGS

As at 31 March 2024, GHL Group has total outstanding borrowings of approximately RM36.12 million as follows:

Borrowings	RM'000
Unsecured	
Bank borrowings	18,313
Secured	
Bank borrowings	17,803
Total outstanding borrowings	36,116

11. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES

(i) Material commitments

Save as disclosed below, as at 31 March 2024, to the best of the Board's knowledge, there are no other material commitments incurred or known to be incurred by GHL Group, that has not been provided for, which upon becoming enforceable, may have a material impact on the financial results or position of GHL Group:

Capital commitments	RM'000
Approved and contracted	20,187
Approved but not contracted	-
Total	20,187

INFORMATION ON GHL

(ii) Contingent liabilities

As at 31 March 2024, the Board is not aware of any material contingent liabilities incurred or known to be incurred by GHL Group which, upon becoming enforceable, may have a material impact on the financial position or business of GHL Group.

12. MATERIAL LITIGATION

As at the LPD, GHL Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which has a material effect on the financial position or business of GHL Group and the Board is not aware of any proceeding, pending or threatened, against GHL Group, or of any fact likely to give rise to any proceeding which may materially and adversely affect the financial position or business of GHL Group.

13. MATERIAL CONTRACTS

As at the LPD, GHL Group has not entered into any material contract (not being contracts entered into in the ordinary course of business of GHL Group) within the 2 years immediately preceding the commencement date of the Offer Period and up to the LPD.

14. SERVICE AGREEMENTS

Save as disclosed below, as at the LPD, there are no service contracts entered into by any of the Directors or proposed Directors of GHL with GHL Group, which have been entered into or amended within 6 months before the commencement date of the Offer Period, or which are fixed term contracts with more than 12 months to run:

- (i) GHL had entered into a contract of service with Loh Wee Hian, as the Executive Vice Chairman of GHL on 16 April 2024, for an effective term from 1 May 2024 to 30 April 2025. Either party shall be entitled to terminate the employment by giving to the other party not less than 6 months' mutual termination notice or payment in lieu. Loh Wee Hian had tendered his notice of resignation and ceased his employment as the Executive Vice Chairman of GHL with effect from 15 June 2024. Following the said resignation as the Executive Vice Chairman, Loh Wee Hian has been redesignated as the Non-Independent Non-Executive Vice Chairman of GHL with effect from 15 June 2024.
- (ii) GHL had entered into a contract of service with Sean S Hesh, the Executive Director and Group Chief Executive Officer of GHL on 25 November 2023, for an effective term from 27 November 2023 to 30 June 2025. Either party shall be entitled to terminate the employment by giving to the other party 9 months' mutual termination notice or payment in lieu.

Pursuant to the contract of service, there is a Long Term Incentive Plan where he will be entitled to monetary incentives to be paid by GHL upon the terms being met including the key performance measures for GHL as well as the occurrence of any take-over offer for GHL Shares at a specific threshold. Based on the terms of the Offer, no amount is payable under the Long Term Incentive Plan. There are no other instances, up till the expiry of his contract period, where he will be entitled to monetary incentives under the Long Term Incentive Plan.

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

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

The Board has seen and approved the contents of this IAC. They collectively and individually accept full responsibility for the accuracy of all statements contained in this IAC and confirm, having made all reasonable inquiries, and to the best of their knowledge and belief, that:

- (i) no statement and/or information in this IAC is incomplete, false or misleading;
- (ii) there is no other material fact not contained in this IAC, the omission of which would make any statement in this IAC misleading;
- (iii) all relevant material facts and information, including those required under the Rules have been disclosed in this IAC;
- (iv) opinions expressed by the Non-Interested Directors have been arrived at after due and careful consideration; and
- (v) all the information or documentation relating to this IAC has been made after due consideration of section 221 of the CMSA and paragraph 11.07 of the Rules.

Notwithstanding the above, the responsibility of the Board in respect of:

- (i) the information relating to the Offeror (as extracted from the Offer Document) is to ensure that such information is accurately reproduced in this IAC; and
- (ii) the independent advice and expression of opinion by Affin Hwang IB in relation to the Offer as set out in Part B of this IAC is to ensure that all written information in relation to GHL Group that has been provided by GHL to Affin Hwang IB for its evaluation of the Offer is accurate and that there is no material fact, the omission of which would make any information provided to Affin Hwang IB false or misleading.

2. CONSENTS

Affin Hwang IB and CIMB have given and have not subsequently withdrawn their written consents to the inclusion of their names and all references thereto in the form and context in which they appear in this IAC.

3. DISCLOSURE OF INTERESTS AND DEALINGS IN SHARES**3.1 By GHL****(i) Disclosure of interests in NTTD Japan**

GHL does not have any interest, whether direct or indirect, in any voting shares and/or convertible securities in NTTD Japan as at the LPD.

(ii) Dealings in the securities of NTTD Japan

GHL has not dealt, directly or indirectly, in any voting shares and/or convertible securities in NTTD Japan during the period commencing 6 months prior to the Offer Period and up to the LPD.

(iii) Dealings in the securities of GHL

GHL has not dealt, directly or indirectly, in any of its own voting shares during the period commencing 6 months prior to the Offer Period and up to the LPD.

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3.2 By the Directors of GHL

(i) Disclosure of interests in NTTD Japan

The Directors of GHL do not have any interest, whether direct or indirect, in voting shares and/or convertible securities in NTTD Japan as at the LPD.

(ii) Dealings in the securities of NTTD Japan

The Directors of GHL have not dealt, directly or indirectly, in any voting shares or convertible securities of NTTD Japan during the period commencing 6 months prior to the Offer Period and up to the LPD.

(iii) Disclosure of interests in GHL

The Directors of GHL do not have any interest, whether direct or indirect, in any voting shares and/or convertible securities of GHL as at the LPD.

(iv) Dealings in the securities of GHL

Save as disclosed below, the Directors of GHL have not dealt, directly or indirectly, in any GHL Shares during the period commencing 6 months prior to the Offer Period and up to the LPD.

The dealings by Low Wee Hian in the GHL Shares are pursuant to the Acquisition.

Name	Transaction date	Nature of transaction	No. of GHL Shares	⁽¹⁾ %	Transacted price (RM)	⁽²⁾ Total consideration (RM)
Loh Wee Hian	29 May 2024	Disposal	54,426,551	4.77	1.08	58,780,675
Loh Wee Hian	29 May 2024	⁽³⁾ Disposal	60,999,361	5.34	1.08	65,879,310

Note:

(1) Based on 1,141,499,842 GHL Shares, being all of the issued GHL Shares as at the Offer Document LPD.

(2) The total consideration excludes brokerage and other incidental costs.

(3) Disposal by Tobikiri, in which he is deemed interested by virtue of his interest in Tobikiri pursuant to subsection 8(4) of the Act.

(v) Disclosure of relationship of a Director in GHL

The Directors of GHL noted that Affin Hwang IB's Independent Non-Executive Director, Mr Eugene Hon Kah Weng is the spouse of Dato' Chan Choy Lin, an Independent Non-Executive Director of GHL.

Notwithstanding the above, the Directors of GHL are of the view that the relationship above does not give rise to a situation of conflict of interest in Affin Hwang IB's role as the independent adviser for the Offer based on the following reasons:

- (a) the directorships of Mr Eugene Hon Kah Weng in Affin Hwang IB and Dato' Chan Choy Lin in GHL respectively, are non-executive in nature;
- (b) the members of the board of Affin Hwang IB including Mr Eugene Hon Kah Weng, are not involved in the preparation of the IAC for the Offer; and

FURTHER INFORMATION

- (c) the Board had given the authority for Mr Sean S Hesh, the Executive Director and Group Chief Executive Officer of GHL, to undertake the process of identifying, shortlisting and appointing an independent adviser. The Non-Interested Directors (save for Dato' Chan Choy Lin by virtue of her spousal relationship, as mentioned above) had given their concurrence on Affin Hwang IB's view that Affin Hwang IB is a person appropriate to give competent advice in respect of the Offer despite the spousal relationship, as mentioned above. Dato' Chan Choy Lin had abstained from giving such concurrence and did not participate in the process of appointing Affin Hwang IB as the independent adviser in view of her spouse being an Independent Non-Executive Director of Affin Hwang IB. Dato' Chan Choy Lin, was not involved in the selection and shortlisting of the independent adviser and she did not influence the selection of the independent adviser for the Offer.

3.3 By persons with whom GHL or any persons acting in concert with it has any arrangement

As at the LPD, GHL or any persons acting in concert with it has not entered into any arrangement including any arrangement involving rights over shares, any indemnity arrangement, and any agreement or understanding, formal or informal, of whatever nature, relating to GHL Shares which may be an inducement to deal or to refrain from dealing.

3.4 By persons with whom GHL or any persons acting in concert with it has borrowed or lent

As at the LPD, there is no person with whom GHL or any persons acting in concert with it has borrowed or lent any GHL Shares.

3.5 By Affin Hwang IB
(i) Disclosure of interests in GHL

Save as disclosed below, Affin Hwang IB and funds whose investments are managed under Affin Bank Berhad (being the holding company of Affin Hwang IB), and its subsidiaries and associated companies, on a discretionary basis, do not have any interest, whether direct or indirect, in any GHL Shares as at the LPD:

Name	Direct		Indirect	
	No. of shares	(1)%	No. of shares	(1)%
Affin Hwang IB	12,816,400	1.12	-	-

Note:

(1) Based on 1,141,499,842 GHL Shares, being all of the issued GHL Shares as at the LPD.

(ii) Dealing in the securities of GHL

Save as disclosed below, Affin Hwang IB and funds whose investments are managed under Affin Bank Berhad (being the holding company of Affin Hwang IB), and its subsidiaries and associated companies, on a discretionary basis, have not dealt, directly or indirectly, in any GHL Shares during the period commencing 6 months prior to the Offer Period and up to the LPD:

Transaction date	Nature of transaction	No. of GHL Shares	(1)%	Average transacted price (RM)
29 November 2023	Buy	4,200	-*	0.7500
30 November 2023	Disposal	10,000	-*	0.7500
29 December 2023	Disposal	131,100	0.01	0.6966

FURTHER INFORMATION

Transaction date	Nature of transaction	No. of GHL Shares	(1)%	Average transacted price (RM)
2 January 2024	Disposal	10,000	_*	0.6950
3 January 2024	Disposal	40,000	_*	0.6850
8 January 2024	Buy	30,000	_*	0.6950
8 January 2024	Disposal	30,000	_*	0.6900
12 January 2024	Buy	10,000	_*	0.7000
12 January 2024	Disposal	10,000	_*	0.6950
19 February 2024	Buy	5,000	_*	0.6650
19 February 2024	Disposal	5,000	_*	0.6650
20 February 2024	Buy	100	_*	0.6700
20 February 2024	Disposal	100	_*	0.6650
21 February 2024	Buy	5,000	_*	0.6600
21 February 2024	Disposal	5,000	_*	0.6600
4 March 2024	Buy	27,000	_*	0.6258
4 March 2024	Disposal	2,000	_*	0.6050
11 March 2024	Disposal	25,000	_*	0.6300
12 March 2024	Buy	10,000	_*	0.6200
12 March 2024	Disposal	10,000	_*	0.6250
20 March 2024	Buy	100	_*	0.6150
20 March 2024	Disposal	100	_*	0.6150
26 March 2024	Buy	27,200	_*	0.6501
26 March 2024	Disposal	27,200	_*	0.6400
1 April 2024	Buy	37,800	_*	0.6200
1 April 2024	Disposal	37,800	_*	0.6239
3 April 2024	Buy	10,000	_*	0.6150
3 April 2024	Disposal	10,000	_*	0.6200
4 April 2024	Buy	38,300	_*	0.6150
4 April 2024	Disposal	10,000	_*	0.6200
5 April 2024	Buy	1,000	_*	0.6200
5 April 2024	Disposal	39,300	_*	0.6201
8 April 2024	Buy	40,000	_*	0.6400
8 April 2024	Disposal	40,000	_*	0.6450
12 April 2024	Buy	321,400	0.03	0.6575
12 April 2024	Disposal	291,400	0.03	0.6533
15 April 2024	Buy	11,000	_*	0.6168
15 April 2024	Disposal	41,000	_*	0.6303
16 April 2024	Buy	90,200	0.01	0.6117
16 April 2024	Disposal	90,200	0.01	0.6100
18 April 2024	Buy	1,170,600	0.10	0.7104
18 April 2024	Disposal	1,055,600	0.09	0.7118
19 April 2024	Buy	274,200	0.02	0.6941
19 April 2024	Disposal	389,200	0.03	0.7033
22 April 2024	Buy	60,000	0.01	0.7017
22 April 2024	Disposal	50,000	_*	0.6960
23 April 2024	Buy	122,100	0.01	0.7275
23 April 2024	Disposal	87,400	0.01	0.7233
24 April 2024	Buy	298,500	0.03	0.7365

FURTHER INFORMATION

Transaction date	Nature of transaction	No. of GHL Shares	(1)%	Average transacted price (RM)
24 April 2024	Disposal	203,700	0.02	0.7364
25 April 2024	Disposal	110,000	0.01	0.7441
26 April 2024	Buy	45,000	_*	0.7278
26 April 2024	Disposal	25,000	_*	0.7250
30 April 2024	Buy	8,000	_*	0.7350
30 April 2024	Disposal	48,000	_*	0.7371
2 May 2024	Buy	2,614,200	0.23	0.8494
2 May 2024	Disposal	2,343,000	0.21	0.8532
3 May 2024	Buy	1,455,100	0.13	0.9084
3 May 2024	Disposal	1,720,100	0.15	0.9036
6 May 2024	Buy	218,000	0.02	0.9069
6 May 2024	Disposal	168,000	0.01	0.9076
7 May 2024	Buy	700,100	0.06	0.9104
7 May 2024	Disposal	714,500	0.06	0.9078
8 May 2024	Buy	130,000	0.01	0.8750
8 May 2024	Disposal	85,600	0.01	0.8667
9 May 2024	Buy	993,600	0.09	0.9455
9 May 2024	Disposal	806,400	0.07	0.9434
10 May 2024	Buy	180,300	0.02	0.9344
10 May 2024	Disposal	386,200	0.03	0.9362
13 May 2024	Buy	399,600	0.04	0.9017
13 May 2024	Disposal	340,600	0.03	0.9039
14 May 2024	Buy	265,700	0.02	0.9339
14 May 2024	Disposal	299,900	0.03	0.9273
15 May 2024	Disposal	3,800	_*	0.9350
16 May 2024	Buy	2,593,000	0.23	0.9749
16 May 2024	Disposal	2,352,800	0.21	0.9648
17 May 2024	Buy	452,500	0.04	0.9697
17 May 2024	Disposal	717,500	0.06	0.9714
20 May 2024	Buy	194,300	0.02	0.9708
20 May 2024	Disposal	110,000	0.01	0.9723
21 May 2024	Buy	339,400	0.03	0.9380
21 May 2024	Disposal	446,100	0.04	0.9443
23 May 2024	Buy	42,000	_*	0.9017
23 May 2024	Disposal	80,400	0.01	0.9173
24 May 2024	Buy	359,400	0.03	0.9742
24 May 2024	Disposal	296,400	0.03	0.9709
27 May 2024	Buy	472,700	0.04	0.9995
27 May 2024	Disposal	531,700	0.05	0.9983

Note:

* Negligible.

(1) Based on 1,141,499,842 GHL Shares, being all of the issued GHL Shares as at the LPD.

FURTHER INFORMATION

(iii) Disclosure of relationship of a Director in Affin Hwang IB

Affin Hwang IB's Independent Non-Executive Director, Mr Eugene Hon Kah Weng is the spouse of Dato' Chan Choy Lin, who is an Independent Non-Executive Director of GHL.

Notwithstanding the above, Affin Hwang IB is of the view that the relationship above does not give rise to a situation of conflict of interest in Affin Hwang IB's role as the independent adviser for the Offer based on the following reasons:

- (a) the directorships of Mr Eugene Hon Kah Weng in Affin Hwang IB and Dato' Chan Choy Lin in GHL respectively, are non-executive in nature;
- (b) Mr Eugene Hon Kah Weng, is not involved in the management and/or operational affairs in relation to corporate assignments undertaken by the Corporate Finance Department of Affin Hwang IB. The management and/or board of directors of Affin Hwang IB are also not subjected to the directions of Mr Eugene Hon Kah Weng in undertaking any of the day-to-day management and/or operational affairs in relation to corporate assignments undertaken by the Corporate Finance Department of Affin Hwang IB;
- (c) the members of the board of Affin Hwang IB including Mr Eugene Hon Kah Weng, are not involved in the preparation of the IAC for the Offer;
- (d) aside from the professional advisory fees to be earned by Affin Hwang IB as the independent adviser for the Offer, there is no other direct interest to be derived from Affin Hwang IB's appointment as the independent adviser for the Offer. Neither is Affin Hwang IB interested nor affected by the outcome of the Offer; and
- (e) the Board of GHL had given the authority for Mr Sean S Hesh, the Executive Director and Group Chief Executive Officer of GHL, to undertake the process of appointing an independent adviser. The Non-Interested Directors (save for Dato' Chan Choy Lin by virtue of her spousal relationship, as mentioned above) had given their concurrence on Affin Hwang IB's view that Affin Hwang IB is a person appropriate to give competent advice in respect of the Offer despite the spousal relationship, as mentioned above. Dato' Chan Choy Lin had abstained from such concurrence and did not participate in the process of appointing Affin Hwang IB as the independent adviser in view of her spouse being an Independent Non-Executive Director of Affin Hwang IB. Thus, Dato' Chan Choy Lin, was not involved in the selection and shortlisting of the independent adviser and she did not influence the selection of the Independent Adviser for the Offer.

Further, Affin Hwang IB confirms that Mr Eugene Hon Kah Weng has not been involved, did not and will not exert any form of influence, whether formally or informally, on the evaluation of Offer by Affin Hwang IB. Mr Eugene Hon Kah Weng has also confirmed that he is not involved in any way or in a position to influence Affin Hwang IB's appointment as the independent adviser for the Offer, and he is not in a position to influence Affin Hwang IB's view on the Offer as the preparation and finalisation of the IAC does not require the approval of the board of Affin Hwang IB.

FURTHER INFORMATION

4. ARRANGEMENT AFFECTING DIRECTORS

- (i) As at the LPD, save as disclosed below, there is no payment or other benefit which will be made or given to any Director of GHL as compensation for loss of office or otherwise in connection to the Offer:
 - (a) The notice of resignation of Loh Wee Hian in respect of his employment with GHL as the Executive Vice Chairman giving 6 months' notice with effect from 15 June 2024 or payment in lieu. Loh Wee Hian ceased his employment as the Executive Vice Chairman of GHL with effect from 15 June 2024 and will receive payment in lieu of notice accordingly. Following the said resignation as the Executive Vice Chairman of GHL, Loh Wee Hian was redesignated as Non-Independent Non-Executive Vice Chairman of GHL.
- (ii) As at the LPD, there is no agreement or arrangement between any Director of GHL 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; and
- (iii) As at the LPD, save as disclosed below, there is no material contract entered into by the Offeror in which any Director of GHL has a material personal interest:
 - (a) The SPA entered into by the Offeror pursuant to the Acquisition with Loh Wee Hian and Tobikiri in which Loh Wee Hian is deemed interested by virtue of his interest in Tobikiri pursuant to Section 8(4) of the Act.

5. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at GHL's registered office 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 from Monday to Friday (except public holiday) from the date of this IAC up to and including the Closing Date of the Offer:

- (i) the Constitution of GHL;
- (ii) the audited consolidated financial statements of GHL for the FYE 31 December 2021, FYE 31 December 2022 and FYE 31 December 2023 as well as the latest unaudited consolidated financial statements of GHL for the 3-month FPE 31 March 2024;
- (iii) the Notice;
- (iv) the letters of consent referred to in Section 2 of Appendix II of this IAC; and
- (v) a copy of the letter issued by the SC dated 27 June 2024 in respect of its notification that it has no further comments on this IAC.