

ADDITIONAL COMPLIANCE INFORMATION

The information set out below is disclosed in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"):

STATUS OF UTILISATION OF PROCEEDS RAISED FROM CORPORATE PROPOSALS

Proposed Right Issue With Warrants

On 13 January 2021, TWL Holdings Berhad ("TWL") announced to undertake the renounceable rights issue of up to 1,137,789,807 new ordinary shares in the Company ("TWL shares" or "Shares") ("Right Shares") together with up to 1,137,789,807 free detachable warrants in the Company ("Warrants D") on the basis of 3 Rights Shares together with 3 free Warrants D for every 4 existing Shares held by entitled shareholders of the Company on an entitlement date to be determined ("Proposed Rights Issue with Warrants")

The Company had announced on 11 October 2021 that the Rights Issue with Warrants has been completed following the listing and quotation of 1,101,479,634 Rights Shares and 1,101,479,634 Warrants D on the Main Market of Bursa Securities. The details of utilisation of proceeds from the Right Issue were as follows:

Purpose	Proposed Utilisation RM'000	Actual Utilisation RM'000	Balance Unutilised RM'000	Intended Time frame for Utilisation
Funding for existing property development projects	30,000	30,000	-	Within 36 months
Repayment of borrowings	11,171	2,279	8,892	Within 6 months
Working capital	2,067	2,067	-	Within 24 months
Expenses for the Rights Issue with Warrants	821	821	-	Immediate
Total	44,059	35,167	8,892	

Proposed Private Placement

On 10 January, the Board of Directors of TWL announced that TWL had entered into a shares sale agreement with Afandi Bin Amir ("Afandi"), Mohammad Ramadhan Bin Othman ("Ramadhan") and Rising Applause Sdn Bhd ("Rising Applause") (collectively referred to as the "Vendors") for the proposed acquisition of 100% equity in Pembinaan Qaiser Sdn Bhd ("Qaiser") for a total purchase consideration of RM35.0 million ("Purchase Consideration") to be satisfied partly via cash and partly issuance of new ordinary shares in TWL. On 27 January 2022, the Board of Directors of TWL announced that the Company proposed to undertake the following proposal:-

- a) Issuance of 555,555,556 Consideration Shares to the Vendors to satisfy part of the Purchase Consideration for the Acquisition ("Proposed Issuance") and
- b) Private placement of up to 771,036,000 new TWL Shares ("Placement Shares"), representing 30% of the existing total number of issued Shares, to independent third-party investor to be identified later and at an issue price to be determined later ("Proposed Private Placement") to raise funds mainly to fund the construction of a high rise apartment complex building comprising 1,066 units of 3-bedroom apartments, multi-level car park podium and a podium floor of residence facilities as well as other ancillary works. ("Project").

ADDITIONAL COMPLIANCE INFORMATION

STATUS OF UTILISATION OF PROCEEDS RAISED FROM CORPORATE PROPOSALS (CONT'D)

Proposed Private Placement (Cont'd)

The listing and quotation of 771,036,000 Placement Shares had been completed on 15 April 2022. The details of utilisation of proceeds from the Private Placement were as follows:

Purpose	Proposed Utilisation RM'000	Actual Utilisation RM'000	Balance Unutilised RM'000	Intended Time frame for Utilisation
Funding for construction of the Project	39,519	421	39,098	Within 24 months
Expenses for the Acquisition and the proposals	940	940	–	Immediate
Total	40,459	1,361	39,098	

Proposed Redeemable Convertible Unsecured Loan Stocks ("RCULS") with Warrants.

On 16 August 2022, TWL Holdings Berhad ("TWL") announced to undertake a renounceable rights issue of up to RM120.199 million nominal value of 4,006,633,348 5-year 5% redeemable convertible unsecured loan stocks in the Company ("RCULS") at 100% of its nominal value of RM0.03 each together with up to 1,144,752,385 free detachable warrants in the Company ("Warrants E") on the basis of 7 RCULS together with 2 Warrants E for every 10 existing ordinary shares in the Company held by the entitled shareholders of the Company on an entitlement date to be determined and announced later.

The Company had announced on 20 June 2023 that the Rights Issue with Warrants has been completed following the listing and quotation of 2,614,420,057 RCULS and 522,884,007 Warrants E on the Main Market of Bursa Securities. The details of utilisation of proceeds from the Right Issue were as follows:

Purpose	Actual proceeds raised RM'000	Actual Utilisation RM'000	Balance Unutilised RM'000	Intended timeframe for utilisation
Purchase Consideration for the Acquisitions	28,643	3,312	25,331	within 36 months
Funding for the Projects	22,450	3,391	19,059	within 36 months
Estimated expenses for the Right Issue	1,195	1,195	0	immediate
	52,288	7,898	44,390	

OPTIONS OVER ORDINARY SHARES

Employees' Share Option Scheme ("ESOS")

At an Extraordinary General Meeting held on 6 December 2021, the Company's shareholders approved the established of an ESOS for eligible Directors and employees of the Group.

The ESOS is administered by the ESOS committee which is appointed by the Board of Directors, in accordance with the By-Laws of the ESOS. The ESOS shall be in force for a period of five (5) years commencing from 5 January 2022.

ADDITIONAL COMPLIANCE INFORMATION

OPTIONS OVER ORDINARY SHARES (CONT'D)

Employees' Share Option Scheme ("ESOS") (Cont'd)

- (a) The total number of options granted, and outstanding options under the ESOS as at 30 June 2023 are set out in the table below:

Description	Number of Options as at 30 June 2023 Total
(a) Granted during the financial year	176,790,296
(b) Exercised during the financial year	176,790,200
(c) Cancelled during the financial year	96
(d) Outstanding options exercisable during the financial year	0

- (b) The total number of options granted to the Directors and Senior Management, and outstanding options under the ESOS as at 30 June 2023 are set out in the table below:

Description	Number of Options as at 30 June 2023	
	Directors	Senior Management
(a) Granted during the financial year	108,053,208	–
(b) Exercised during the financial year	108,053,200	–
(c) Cancelled during the financial year	8	–
(d) Outstanding options exercisable during the financial year	0	–

- (c) Percentage of options granted to Directors and Senior Management under the ESOS are as follows:

	Since commencement up to 30 June 2023
(a) Aggregate maximum allocation applicable to directors and senior management	70%
(b) Actual percentage granted	57.23%

AUDIT AND NON-AUDIT FEES

During the financial year ended 30 June 2023, the total audit and non-audit fees incurred for services rendered to the Company and the Group by the external auditors are as follows:

	The Group	Company
Audit fees	RM307,500	RM145,000

MATERIAL CONTRACTS INVOLVING DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST

During the financial year ended 30 June 2023, there is no material contracts entered into by the Company and/or its subsidiaries involving directors and major shareholders.