

SHAREHOLDING PROFILE



AVA SEMARAK BERHAD

DAYA INOVASI SEMARAK API

The purpose of this document is to provide potential investors with the relevant information and insights into the AVA VENTURE to help them make better informed decisions.

Shareholders Responsibility

SHAREHOLDERS are co-owners of the company and a very important component of the AVA VENTURE. The purpose of a shareholder is to provide the venture with necessary resources and financial backings in return for rewards that can come in the forms of increased equity valuations or financial profits distributed as dividends. Shareholders are bound to preserve Confidentiality and Non-Competition to the venture.

Background

AVA stands for Aggressive Valuation Acceleration. The name reflects AVA's long-term strategic objective of owning and operating businesses that have potentials to achieve high value significance. Guided by this objective, the AVA VENTURE involves starting new businesses, then growing and developing them to increase in value, and strategically exit therefore realizing the value of ROI in the form of equity gains. Understanding the pursuit of valuation and the factors that influence successful valuation is important. All company stakeholders share this common purpose and unite to achieve this goal.

Shareholding Options

Shareholders are individuals or firms that hold the **AVA SEMARAK BERHAD** shares. There are mainly 4 categories of shareholders.

- 🔥 The first are **Founder and cofounders** of the venture. This group consists of working partners that contribute to the operations of the venture.
- 🔥 The second category includes **Direct investors** who participate when AVA exercises Shareholding Invitations periodically.
- 🔥 In the third category are **Collaborators** who bring in high-value revenues to AVA through the various collaborative shareholding programs (CSP) that AVA offers.
- 🔥 Finally, the fourth category is reserved for **Early employees** of the venture.

Valuation

Gains from a business can be short-term, medium-term, and long-term in nature. Short term gains are usually in the forms of revenues and profits. For short term, when the company achieves its financial targets, shareholders can gain in the forms of dividend and bonus.

Medium-term business gains can be in the forms of growth, strengthening of cash flows, increase of brand value and increase of stock value. Shareholders potentially will receive better dividend rates and status as co-owners of a reputable company.

Long-term business gains are realized from selling off the business in return of a huge sum of money, following the stock value at the stage of selling. This is known as Business Valuation Gains. Shareholders can sell their shares upon such exit in return for a considerable exit bonus.

Risks Recognition

Prior to making a shareholding decision, everyone should carefully consider, along with all the other information contained in this document, the probable risk factors attendant to that shareholding.

Introduction

AVA is a technology venture company. AVA operates business divisions that provide services using modern software, offering solutions targeting explicit sets of function, industry, and client base. Since 2018, we continue to supply our customers with powerful and scalable computing solutions, transformation, and value gains.

At AVA, we utilise our knowledge and skills in system technology, and our extensive experiences in industry operations to bridge the gaps between challenges and solutions. Modern technology offers new, unique, innovative, and powerful capabilities to problem solving and opportunity assessment. Our corporate tagline **DAYA INOVASI SEMARAK API** encapsulates the spirit of the AVA venture, which drives us to innovate intelligently and deliver quality problem-solving results systematically since our inception.

Overview of the AVA Venture

Nature of Business	Technology Venture Venture Valuation Systems Engineering Digital Platforms	ICT Projects Strategic Philanthropy Asset, License & IP
Industry Focus	Information Technology Oil & Gas Logistics & Transportation Marketing & Advertising Personal Consumer	Raw Materials Professional Services Tourism & Hospitality Public Services News and Media
Business Division	Tech Services Marketing Tech Personal Tech Financial Tech	Industry Tech GLS Tech Auxiliary Tech Other Tech Services
Technology Expertise	Mobile & Cloud Databases & Analytics Website & SEO eCommerce & eTrade ICT Infrastructure Security & Privacy	Big Data Artificial Intelligence Internet of Behaviours Blockchain Mixed Reality Governance & Policy
Total Planned Projects	7 Business Divisions	27 Service Platforms

Venture Valuation Targets

AVA has defined several valuation targets as measurement benchmarks to guide every AVA business activity towards a common successful, high value exit in the future:

- ✦ Startup Phase: **RM1 mil**
- ✦ Maturity Phase: **RM500 mil**
- ✦ Pre-Exit Phase: **RM1 Bil**
- ✦ Exit Phase: **RM3 Bil**

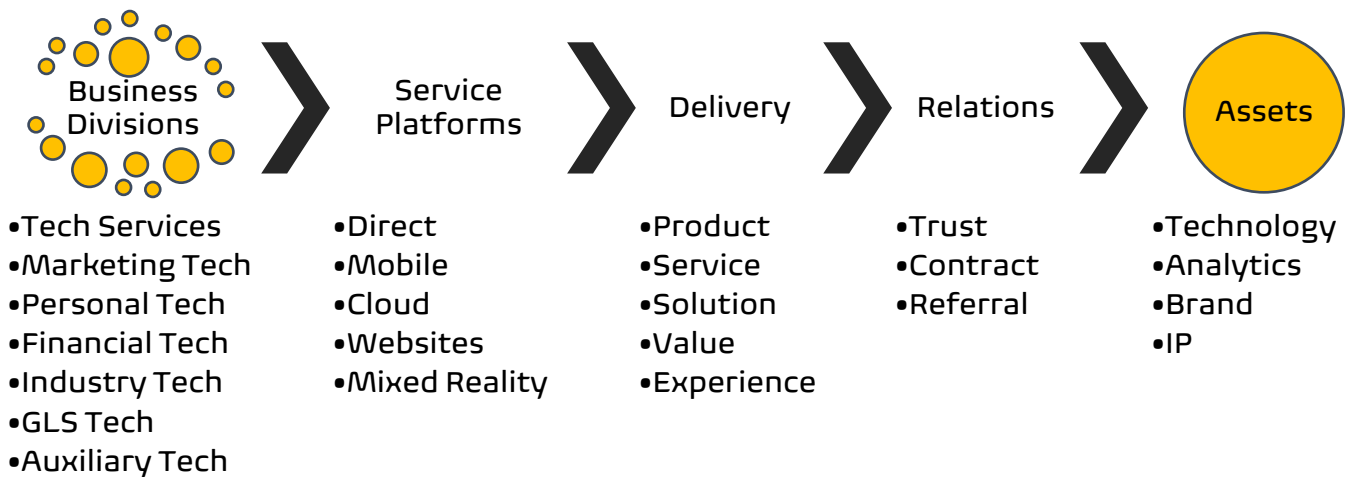
AVA will continue to strengthen financial performances through business earnings and profits, collaborations with partners, and strategic acquisition of both digital and non-digital assets. Obtain a copy of our AVA Company Profile from www.avasemarak.my to view complete information of AVA business solutions, products, services and competitive advantages.

Business Frameworks

AVA operates within a **Strategic Framework** designed to supply advantages to its 3 major stakeholders – customers, shareholders, and the society we are serving. A framework is composed of policies, strategies, targets, tactics, and criteria to decide on the plan, design, assessment, and execution of business decisions within AVA.



AVA serves its target markets through a 5-tier **Service Delivery Framework**:



The AVA **Investment Framework** outlines the venture’s overall objectives into clear guidelines for use-of-funds decisions. In simple words, it defines areas that AVA will direct its fund into and the anticipated results.

Tech Build	Software, Portal, Platforms, R&D, Engines, AI Model
Tech Infra	Network, Server, Security, Database, Operating System, Application
Organisation	Staffing, Career Development, Organization Stability
New Subsidiaries	Diversification, New Revenue Streams
Brand Assets	Trademark, Intellectual Properties, Licenses & Rights
Fixed Assets	Land & Building, Equipment, Furniture, Vehicles
Digital Assets	Data, Documents, Media, System, Patent, Art, Virtual Property

Monetisation Schema

The company's schema on revenue generation and monetization through:

Build, Sell & Service

- ☐ Provision of AVA service platforms and associated products or services.
- ☐ Provision of custom tech products and services according to the target industries.
- ☐ Provision of knowledge, skills related to such systems.

Rent, Lease & Subscriptions

- ☐ Software as a Service (SaaS)
- ☐ Data as a Service (DaaS)
- ☐ Platform as a Service (PaaS)
- ☐ Memberships, subscriptions, and professional associations
- ☐ Contracted physical and digital assets leasing

Connecting, Sharing & Commissioning

- ☐ Financial Services Related to Media & Advertising
- ☐ Trade & Service commissioning
- ☐ Affiliated commissioning and marketing
- ☐ Shared commercials, promotions, and advertising campaigns
- ☐ Shared domestic and regional professional & government networking

Collaboration, Affiliation & Licensing

- ☐ CSR Projects
- ☐ Gamification via Augmented Reality
- ☐ Media & Mass Marketing Services via Augmented Reality
- ☐ Franchising, licensing, and platform collaborations
- ☐ Business Build-up, collaborations, and handover

Intellectual Properties, Investments & Valuation

- ☐ Creation, manufacturing, patent, and trademark of digital marketing media
- ☐ Creation, integration, patent & trademark of Logistics Controls
- ☐ Business investments, merger, or acquisition
- ☐ Physical asset investments and asset monetization
- ☐ Long-term equity valuation for strategic exit

Passive Monetization & Valuation

- ☐ Capital value appreciation over time
- ☐ Investment returns
- ☐ Appreciation of foreign currency
- ☐ Gain over sale of depreciated assets

Dividends, Interests & Disbursements

- ☐ Bank interests
- ☐ Subsidiary disbursement of dividends
- ☐ Gain from interests on loan to customers
- ☐ Royalty interests

Initiated Service Platforms

NETLINK
WEBSITE & SEO

NETLINK
Websites & SEO

- ↳ Demand for professional website, web app, and ecommerce
 - ↳ Advantage via Google Technology Access Partnership
 - ↳ Termed contract
-

MINDLAB
CONSULTING

MINDLAB
Consulting & Training

- ↳ Existing client base from the former LCCC project
 - ↳ Advantage via skill sets and industry experiences
 - ↳ Scalable and high margin
-

WORKapp
AUTOMATION

WORKAPP
Mobile Apps & Custom Software

- ↳ Demand for work process automation and mobile applications
 - ↳ Advantage via Google Technology Access Partnership
 - ↳ Termed contract
-

FIREANT
VVT & EQUITY

FIREANT
Venture Support & Community

- ↳ Collaboration and Partnership
-

REDNOTE
LIFE LEGACY

REDNOTE
Life Legacy Management

- ↳ After Death Personalised Messaging Service Provider
-

PyroNet
MARKETING

PYRONET
Marketing Communications Management System

- ↳ Shared collaborative marketing communication management



PRIVILEGES

BIGBYTE

Rewards & Privileges

- ↳ eCommerce platform for community rewards and privileges
-



FINTECH

HIALICE

Accounting Resource Centre

- ↳ Support & Call Centre services for clients of accounting firms
-



PHILANTHROPY

GEMCUBE

Philanthropy & PR

- ↳ Central portal for AVA Philanthropy work
-



LOGISTICS

DUODATA

Logistics and Transportation Data Services

- ↳ Meta tags and reference services for logistics sellers and buyers
-



VALUATION

CA\$HFLO

Venture Valuation Management

- ↳ Valuation Advisory Services for FIREANT collaborations
 - ↳ Valuation Management for AVA venture
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LICENSING

UPSCALE

Financial Tech Services

- ↳ Derivatives Trading Services

Financial Targets

AVA has defined several financial targets as benchmarks for resizing or expansion. These financial targets also define AVA's milestones achievements and determine next courses of actions and strategies that the Company will undertake along the venture.

Startup Phase

- 🔥 Collective Revenue Target: RM300,000
- 🔥 Profit Target: 0%-5%

Growth Phase

- 🔥 Collective Revenue Target: RM100 mil
- 🔥 Profit Target: 15%-30%

Maturity Phase

- 🔥 Collective Revenue Target: RM500 mil
- 🔥 Profit Target: 22%-30%

Pre-Exit Phase

- 🔥 Collective Revenue Target: RM900 mil
- 🔥 Profit Target: 22%-25%

Venture Total Revenue

- 🔥 Collective Revenue Target: RM1.5 Bil
- 🔥 Profit Target: 27%

These financial targets should be read together with the AVA Valuation Targets to understand how the Company will use earnings for reinvestment to achieve high equity valuation. AVA has listed **22 valuation** Factors to guide its strategies, plans and activities to achieve optimum venture valuation:

- | | |
|----------------------------------|----------------------------|
| 🔥 Sales and Profit Performance | 🔥 Potential Growth Space |
| 🔥 Tangible Fixed Asset Valuation | 🔥 Quality of Management |
| 🔥 Inventory Valuation | 🔥 Corporate Governance |
| 🔥 Technology Valuation | 🔥 Government & Regulations |
| 🔥 Data & Information Valuation | 🔥 Industry Growth Trend |
| 🔥 Patent & Copyright Valuation | 🔥 Market Demand |
| 🔥 Cash Flow | 🔥 Premium Pricing Ratio |
| 🔥 Liability & Debt Management | 🔥 Earnings per Share |
| 🔥 Customer & Geographic Exposure | 🔥 Foreign Exchanges |
| 🔥 Brand Reputation and Value | 🔥 Precedents |
| 🔥 Competitive Advantages | 🔥 Goodwill |

Target Markets

A target market is a category of potential customers that AVA has identified to sell its products or services to. Each group can be divided into smaller segments. Segments are typically grouped by age, location, income, and lifestyle. Defining target markets helps AVA in determining where and how to market its solutions, products, and services.

Tech Development Services

- 🔥 Revenue Parcel Size: By Project Basis

Marketing Tech Services

- 🔥 Revenue Parcel Size: Up to RM240,000 per standard contract period

Personal Tech Services

- 🔥 Revenue Parcel Size: Up to RM120,000 per standard contract period

Financial Tech Services

- 🔥 Revenue Parcel Size: Up to RM480,000 per standard contract period

Industry Tech Services

- 🔥 Revenue Parcel Size: Up to RM2.5 mil per standard contract period

GLS Tech

- 🔥 Revenue Parcel Size: Project by Project Basis

Auxiliary Tech

- 🔥 Revenue Parcel Size: Project by Project Basis

Diversifying Business Activities

To meet ambitious plans for growth and diversification, AVA constantly scrutinise opportunities in facilitating entry into new business areas with innovative, usually technology-based products and services. The push toward a new venture strategy usually comes when AVA:

- 🔥 First, the opportunity to expand and address customer needs it has not previously served, seeks either to enter new markets or to sell entirely different products or services in its existing markets.
- 🔥 Second, most new ventures involve a new technology – whether that technology is new to the market or to the company, providing new technology and digital assets development opportunities.
- 🔥 Third, diversification allows AVA to mitigate business risks and achieve greater profitability.

Shareholding Framework

AVA SEMARAK BERHAD issued a total of 40 million shares at a price of RM0.01 per unit, making up a paid-up capital of RM400,000. There will be no further issuance of new shares as well as no dilution of shares unless agreeable by all shareholders. The shareholding composition of AVA SEMARAK BERHAD is as follows:

- | | |
|--------------------------------|------------------------|
| △ Founders & Cofounders – 28% | △ Early Employees – 6% |
| △ Investing Shareholders – 14% | △ Collaborators – 50% |
| △ Perintis-19 – 2% | |

A total of 50% of the company's equity is allocated for collaboration projects with early customers. The AVA FIREANT program will be the main collaboration platform between AVA and early customers. The FIREANT program is categorized into 5 major stages, namely Accession, Quest, Fortify, Ascension, and Pinnacle.

Equity shareholders are those who own the company. They are provided rights in the company as stipulated in their Shareholding Agreement, depending upon the number of shares owned by them. Both shareholders and AVA are also bound by the terms and conditions as defined in the shareholding agreement to ensure a harmonious relationship and healthy growth of the venture.

As of 2022, AVA SEMARAK BERHAD successfully accomplish a venture valuation of RM2.88 million. This reflects the company's valuation growth by 7x since its incorporation. AVA aims to increase the venture valuation to achieve its exit valuation targets. By developing and operating planned business projects, AVA will put in effort to achieve revenue/profit targets, assets acquisition, etc.

AVA SEMARAK BERHAD shareholders can benefit from our equity shareholdings in the forms of:

- ☐ **Capital Growth:** Selling a share for more than its buying price is known as Capital Gain. This occurs when a shareholder experiences significant rise in share prices and is one of the long-term objectives of investing in shares. This can be done during buyback arrangements offered by the Company, or upon strategic exit as planned by the Company.
- ☐ **Dividends:** Dividend is a cash reward given out to shareholders as part of the profit made by the company at the end of each financial year. The larger the units of the shareholdings one possesses, the more money one receives. Dividends depend on the performance of the company and will be announced where applicable.

Group Valuation

The Berhad company will own between 51% - 100% equity of all its registered subsidiaries, except cases of premeditated joint ventures which depend on the negotiated and agreed terms and regulations. Therefore, the actual true valuation of the venture's value extends beyond just the Berhad share value, but also including both tangible and non-tangible valuation factors of the company and all its subsidiaries. Potential exit strategies of the AVA venture include Initial Public Offering, Direct Listing, Direct Acquisition, or Dissolution.

Shareholders Portal

The AVA Shareholders Portal www.vip.avagroup.com.my is made available to all shareholders for information sharing, particulars management and other communications.

Shareholding Advantages

Protection of Funds

AVA builds safety nets to protect its shareholders' long-term interests through various mechanisms including:

- 🔥 Reinvestment in active income generation through planned business projects
- 🔥 Reinvestment in passive income generation through asset and intellectual properties
- 🔥 Conventional form of savings – cash in bank

Shareholding Agreement

Equity management is the process of managing owners in the company. The objective of equity management is to attract investors, while keeping current shareholders' advantages satisfied. Equity management also has the daunting task of trying to maintain business profitability while allowing for growth, all while adhering to the core business principles. As clearly spelled out in its Shareholding Agreement, AVA puts in great effort to manage its equity and to strike a balance between fundraising and long-term valuation.

Preferential Arrangements

- ☐ Preferential Arrangements refer to the contract terms and conditions defining special disposition, placement, or benefits promised to certain groups of shareholders. This may be in the form of buyback arrangements, preferential dividends, voting rights, and others. To understand the preferential arrangements of your shareholding, please refer to your signed Shareholding Agreement.

Equity Buyback Arrangements

- ☐ The Company will arrange equity buyback campaigns from time to time to allow existing shareholders to dispose-off their shares by selling them to either other existing shareholders, or a group of new buyers invited by the Company.
- ☐ Priority will be given to existing shareholders to acquire more shares to protect existing shareholders' positioning in the ownership. Such equity buyback arrangements are subject to the approval of the Board of Directors and the price of equity at the point of buyback will be determined and announced by the Company following the last valuation status.

Compulsory Transfer

- ☐ Compulsory Transfer is a clause in the Shareholding Agreement that forces a shareholder to give up shareholding and return the shares to the Company (at a price fixed by the Company) in case where the shareholder is declared as a Bankrupt.

Protection of Minority Shareholders

Following the Shareholding Agreement, minority shareholders are protected through clauses that include Tag-Along rights, Drag-Along rights, Pre-emption rights, Dissolution & Winding Up Rights to Inclusion, Create and Issuance of New Shares or Dilution of Existing Shares.

Dividends Policy & Framework

A **Dividend Policy** is the guide AVA uses to structure its dividend pay out to shareholders. Dividend is a form of income for shareholders, but dividends are a liability to AVA because they reduce the company's assets by the total amount of dividend payments.

Payment of dividends on one hand increases shareholders' interests in AVA equity and therefore helps increase equity valuation. On the other hand, dividends as a liability can also affect AVA's long term valuation plan by affecting its Balance Sheets. Therefore, AVA must strike a good balance between paying dividends and its valuation plans. Dividends (if any) are subject to the approval of the Board of Directors and upon official announcement by the Company.

What Are Dividends?

At the end of each fiscal year, a company that turned a profit can choose to redistribute some of those funds to its shareholders in the form of dividends. They can pay dividends on a regular schedule, often on an annual basis. Dividends basically offer a tangible way for companies to show gratitude to their shareholders for their continued support and investment.

Paying consistent or increasing dividends each year is considered a sign of financial health. While shareholders have the right to any announced dividend payment, they are not guaranteed dividend payments, and even if a company that has paid dividends in the past can suspend payments for a variety of reasons.

The AVA Dividends Policy & Framework

AVA views a dividend policy as an integral part of its corporate strategy. The Board of Directors must decide on the dividend amount, timing, and various other factors that influence dividend payments.

Dividends Through Additional Shares of Stock

In a stock dividend, shareholders are either issued additional shares according to their current ownership stake or offered a dividend reinvestment plan (DRIP). DRIP is a program that allows investors to reinvest their cash dividends into additional shares or fractional shares of the underlying stock on the dividend payment date. This strategy allows investors to compound their returns over time by accumulating more shares, which themselves pay dividends that will be reinvested.

Dividend Taxation

Malaysia is under the single-tier tax system. Dividends are exempt in the hands of shareholders. Companies are not required to deduct tax from dividends paid to shareholders, and no tax credits will be available for offset against the recipient's tax liability. Corporate shareholders receiving exempt single-tier dividends can, in turn, distribute such dividends to their own shareholders, who are also exempt on such receipts.

Use of Funds



Assuring Liquidity and Reduce Liabilities

Sufficient cash or other liquid assets available to cover upcoming business expenses. Having a higher liquidity ratio indicates that AVA can meet all current financial obligations. Maintaining a good cash flow is the only way to become and remain liquid.



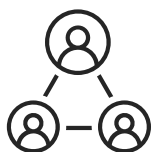
New Technology R&D and Enhancement

Funds for solutions development and to kickstart commercialisation of new products and new innovations. R&D and development activities may not yield immediate profit but are necessary to encourage growth and adoption of new technologies.



Setup of Business Subsidiaries and Partnership

AVA requires healthy funding to expand into new markets, establish new subsidiaries or embark on new partnerships. This is important for AVA to gain market traction and to create new revenue streams. A subsidiary is a new company, so it requires a significant financial fund from the parent company at its formation.



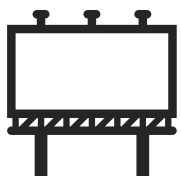
Hiring and Organization Structure

Financial success improves when the best people are identified, hired, trained, and retained. Finances fuel all businesses. A growing organization such as AVA needs to add employees and managers to accommodate new opportunities and future growths.



Acquisition of Equipment & Fixed Assets

Property, Plant, and Equipment is a non-current, tangible capital asset and are expected to generate an economic return and may include machinery, equipment, vehicles, buildings, lands, office equipment, and furnishings among other things. Capital expenditures (Capex) are funds used by a company to acquire or upgrade physical assets such as property, buildings, or equipment.



Marketing Campaigns

Effective marketing is a long-term execution and not cheap. Adequate funding should be set aside for marketing to generate the crucial cash flow from customers, which becomes the sustaining force for all businesses. Ultimately, AVA's business growth will be determined by marketing, and the amount of marketing funds available will define how cautious or aggressive AVA can do with our marketing.

Risks Recognition

Even though AVA has taken the efforts to eliminate investment risks through:

- ☐ Collaborative Shareholding Programs
- ☐ Protection of Shareholding Values through Assets
- ☐ Use of Shareholding Agreement

all shareholders must understand the existence of other risks associated with shareholding, some which may be beyond the company's control.

Prior to making a shareholding decision, prospects should carefully consider, along with all the other information contained in this document, the following risk factors attendant to that shareholding.

Forward Looking Statements

Certain statements of financial targets are based on current situation backed with market research data and 3-year successful start-up trial period, which may not be accurate to reflect future results, and therefore are forward looking in nature and are subject to uncertainties and contingencies. Actual results depend on various risk factors and may differ materially from what is expressed in this document. Such forward-looking statements should not be regarded as a warranty by our Company that the future and objectives of our venture will be achieved.

The Success of Each CSP Stage

The Company relies on the success of each CSP stage to generate the necessary capital for the execution of planned projects. The success of each CSP may be delayed, which may impede the financial and valuation performance of the Company.

Risk of Valuation Realization

The Company has clearly defined its valuation targets and develops strategic plans to achieve it. Shareholders however should be aware that there are always risks beyond the control of the Company which may affect the actual realization of the venture's valuation. Also, the valuation realization could of course be higher or lower than the targets based on the financial and non-financial performance of the company.

Concentration of Control

Upon successful completion of the CSP stages, 52% of the company will be owned collectively by collaborators. As a result, they will be effectively controlling the business direction and management of our Company as well as influence the outcome of certain matters requiring the voting of our shareholders.

Distribution of Dividends

The distribution of dividends depends on the performance of the company and its ability to achieve its CSP financial targets.

No Ready Market for Units Before Listing

There is no prior public market for our shares. There is no assurance that an active trading market for our shares will develop, or if developed, will be sustained. As such, shareholders may not be able to trade/sell your shares until our strategic exit.

Delay / Failure of Preferred Exit Strategy

The success of our strategic exit depends on the achievement of our financial and valuation targets. This creates risks on delay or failure in achieving the preferred exit strategy for the Company.

Recovery of the Economy Post Covid-19/Lockdowns

How consumer confidence and spending patterns are shaped by ongoing concerns regarding health and hiring could end up being one of the crisis' most important economic legacies, just as the Great Depression of the 1930s led to greater thrift. That is a risk even though many people racked up savings during the past year.

US-China Relations

US-China relations deteriorate with hardened US technology and trade restrictions forcing developing countries reliant on the two economic powerhouses to strike a delicate balance in their trade and investment dealings. This may affect (although not directly) AVA's expansion plans into the region.

Political Risks in Malaysia

Despite a raised government debt limit to 60% of GDP, we still see constrained fiscal spending over the coming quarters due to an elevated government debt load following stimulus spending to support the economy against Covid-19 headwinds. The debt limit is likely to remain at 60% until the temporary raised limit expires in 2022, but with the debt load already at 59% of GDP, there is little space for more stimulus to support the recovery. Change of government may influence the change of national policies and may influence the direction of the AVA venture.

Invitation to Shareholding: Invest in Technology

AVA invites you to join our journey to provide innovative digital solutions as a shareholder. The complete information of our venture is presented in our Company Profile, which you can download from our website www.avasemarak.my

AVA has successfully maintained profitability since its inception. If you are ready to subscribe to AVA SEMARAK BERHAD or any of its subsidiaries shares and be a shareholder of this profitable venture, please speak to any one of our authorised personnel listed below to identify our current available options to shareholding:

Reggie Tan	regtan@avagroup.com.my	(012-3848517)
James Lim	jameslim@avagroup.com.my	(012-4282404)
Evonne Tan	evonnetan@avagroup.com.my	(019-4788231)
Razali Bin Mohamad Ali	razali@avagroup.com.my	(019-4412991)
Ong Sing Yee	singyee@avagroup.com.my	(012-3005314)
Teo Hock Huat	hhteo@avagroup.com.my	(012-4146121)
Khoo Kien Hoe	khkhoo@avagroup.com.my	(016-2062866)

The purpose of this AVA Shareholding Profile is to provide information about the AVA venture to potential investors, collaborators, and selective sections of the public audience. This document, if furnished to you, is strictly for your own use and is not to be circulated to any other parties without prior approval from AVA.

This document was diligently prepared based on the information, confirmations and representations provided by our team of directors and partners after having made all reasonable enquiries and to their best knowledge from various market research efforts conducted along the way. Information in this document is subject to changes from time to time to reflect the latest updates available after the creation and/or publication of this document.

Should you require any current information, news, reports, statistics, and data pertaining to AVA venture and its group of companies, please refer to our corporate website at www.avasemarak.my or contact our team directly via email at info@avagroup.com.my.



AVA SEMARAK BERHAD

Kuala Lumpur:

📍 A-07-3A, EKOCHERAS, No. 693, Batu 5, Jalan Cheras, 55600, WP Kuala Lumpur.

Penang:

📍 29A-07-02, The Maritime Suite, Persiaran Karpal Singh, 11600, Jelutong, Penang.

☎️ +604-2866779

📞 +6012-3848517

🌐 www.avasemarak.my

📌 avasemarak