

14. STATUTORY AND OTHER GENERAL INFORMATION

14.1 SHARE CAPITAL

- (i) As at the date of this Prospectus, we have only one class of shares in our Company, namely ordinary shares, all of which rank equally with one another. There are no special rights attached to our Shares.
- (ii) None of the share capital of our Company or our subsidiary is under option, or agreed conditionally or unconditionally to be put under option.
- (iii) No securities will be allotted, issued or offered on the basis of this Prospectus later than 6 months after the date of issue of this Prospectus.
- (iv) Save as disclosed in this Prospectus, no shares, stocks or debentures, warrants, options, convertible securities, or uncalled capital of our Company has been issued or proposed to be issued as fully or partly paid-up, in cash or otherwise than in cash, during the Periods Under Review up to the date of this Prospectus.
- (v) As at the date of this Prospectus, there is no scheme involving our Directors and employees in the share capital of our Company or our subsidiary.
- (vi) As at the date of this Prospectus, neither our Company nor our subsidiary has any outstanding warrants, options, convertible securities or uncalled capital.
- (vii) Save as provided for under our Constitution and the Act, there are no other restrictions upon the holding or voting or transfer of our Shares or the interests in any of our Company or our subsidiary or upon the declaration or payment of any dividend or distribution thereon.

14.2 EXTRACTS OF OUR CONSTITUTION

The following provisions are extracted from our Constitution and are qualified in its entirety by the remainder of our Constitution and by applicable law. The words and expressions appearing in the following provisions shall bear the same meanings used in our Constitution unless otherwise defined or the context otherwise requires.

14.2.1 Remuneration, voting and borrowing powers of directors

Directors' remuneration

Clause 122 – Directors' remuneration

The fees and benefits payable to the Directors of the Company and its subsidiaries including any compensation for loss of employment of Director or former Director shall from time to time be determined by ordinary resolution in general meeting and such remuneration shall be divided among the Directors in such proportions and manner as the Directors may determine PROVIDED ALWAYS that:-

- (a) fees payable to non-executive Directors shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover;

14. STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

- (b) remuneration and other emoluments (including bonus, benefits, or any other elements) payable to executive directors who hold an executive office in the Company pursuant to a contract of service need not be determined by the Company in general meeting but such remuneration and emoluments may not include a commission on or percentage of turnover. Nothing herein shall prejudice the powers of the Directors to appoint any of their members to be the employee or agent of the Company at such remuneration and upon such terms as they think fit provided that such remuneration shall not include commission on or percentage of turnover;
- (c) fees and any benefits payable to Directors shall be subject to annual shareholder approval at a general meeting;
- (d) any fee paid to an alternate Director shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter; and
- (e) the fees and/or benefits payable to non-executive Directors who is also Director of the subsidiaries includes fees, meeting allowances, travelling allowances, benefits, gratuity and compensation for loss of employment of Director or former Director of the Company provided by the Company and subsidiaries, but does not include insurance premium or any issue of Securities.

Clause 123 – Reimbursement of expenses

- (1) The Directors shall be paid for all their travelling, hotel and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending meetings of the Directors or any committee of the Directors or general meetings or otherwise.
- (2) If any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Company may remunerate the Director so doing either by a fixed sum or otherwise (other than by a sum to include a commission on or percentage of turnover) as may be determined by the Board provided that in the case of non-executive Directors, the said remuneration shall not include a commission on or percentage of profits or turnover. In the case of an executive Director, such fee may be either in addition to or in substitution for his share in the fee from time to time provided for the Directors.

Clause 157 – Reimbursement of expenses

The remuneration of a Director holding an executive or managing office pursuant to this Constitution shall, subject to Clause 122, be fixed by the Board and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but shall not include a commission on or percentage of turnover.

Voting and borrowing powers of directors**Clause 95 – Chairman's casting vote**

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the general meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote in addition to any other vote he may be entitled to as a Member.

14. STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

Clause 127 – Directors' borrowing power

The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures and other Securities whether outright or as security for any debt, liability or obligation of the Company or subsidiary company or associate company or any related third party subject to the law including but not limited to the provisions of the Act and the Listing Requirements, as they may think fit.

Clause 128 – Restriction on borrowing powers

The Directors shall not borrow any money or mortgage or charge any of the Company's or its subsidiaries' undertaking, property or uncalled capital, or issue debentures or other Securities, whether outright or as security, for any debt, liability or obligation of an unrelated third party.

Clause 147 – Votes by majority and Chairman to have casting vote

Subject to this Constitution, any question arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. The Chairman of the meeting shall however not have a second or casting vote where two (2) Directors form a quorum and only such a quorum is present at the meeting or only two (2) Directors are competent to vote on the question at issue.

Clause 151 – Restriction on voting

A Director shall not participate in any discussion or vote in regard to any contract or proposed contract or arrangement in which he has, directly or indirectly, an interest (and if he shall do so his vote shall not be counted).

Clause 153 – Relaxation of restriction on voting

A Director may vote in respect of:-

- (a) any arrangement for giving the Director himself or any other Directors any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; and
- (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part, under a guarantee or indemnity or by the deposit of a security.

Clause 160 – Determination of votes of meeting of committees

Subject to any rules and regulations made pursuant to Clause 159, a committee may meet and adjourn any meeting as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members of the committee being present at the meeting and in the case of any equality of votes, the Chairman shall have a second or casting vote except where only two (2) members of the committee are competent to vote on the question at issue or form the quorum present at the meeting.

14. STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)**14.2.2 Changes to share capital**Clause 61 – Power to increase capital

The Company may from time to time, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and (subject to any special, limited or conditional voting rights for the time being attached to any existing class of shares) to carry such preferential rights or to be subjected to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company may, by the resolution authorising such increase, direct.

Clause 62 – Issue of new Securities to members

Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible Securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new share or Security which (by reason of the ratio which the new shares or Securities bear to the shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause.

Clause 65 – Power to alter capital

The Company may by ordinary resolution:-

- (a) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the shares from which the subdivided share is derived; or
- (b) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares and/or reclassify any class of shares into another class of shares; or
- (c) subdivide its share capital or any part thereof, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the shares from which the subdivided share is derived; or
- (d) cancel shares which at the date of the passing of the resolution which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.

Clause 67 – Power to reduce capital

The Company may reduce its share capital by—

- (a) a special resolution and confirmation by the Court in accordance with Section 116 of the Act; or
- (b) a special resolution supported by a solvency statement in accordance with Section 117 of the Act.

14. STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)**14.2.3 Transfer of securities**Clause 35 – Transfer of Securities

The instrument of transfer of any Securities shall be in writing and in the form approved in the Rules of the Bursa Depository (“**Rules**”) and shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain the holder of the Securities until the name of the transferee is entered in the Record of Depositors in respect thereof. The transfer of any listed Securities or class of listed Securities of the Company, shall be by way of book entry by the Bursa Depository in accordance with the Rules and, notwithstanding Sections 105, 106 and 110 of the Act, but subject to Section 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such listed Securities.

Clause 36 – Suspension of registration

Subject to the Rules and Listing Requirements, the transfer of any Securities may be suspended at such times and for such periods as the Directors may from time to time determine. Ten (10) Market Days’ notice, or such other period as may from time to time be specified by the Exchange governing the register concerned, of intention to close the register shall be given to the Exchange. At least three (3) Market Days’ prior notice shall be given to the Bursa Depository to prepare the appropriate Record of Depositors.

Clause 37 – Refusal to register transfer

The Bursa Depository may refuse to register any transfer of Deposited Security that does not comply with the Central Depositories Act and the Rules. No Securities shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

14.2.4 Rights, preferences and restrictions attached to each class of securities relating to voting, dividend, liquidation and any special rightsClause 10 – Power to issue shares with special rights

Subject to the Act and this Constitution, shares in the Company may be issued by the Directors and any such shares may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Directors, subject to any ordinary resolution of the Company, may determine.

Clause 11 – Allotment of shares

Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares and subject to the provisions of this Constitution, the Act, Listing Requirements and the provisions of any resolution of the Company, shares in the Company may be issued by the Directors, who may allot, or otherwise dispose of such shares to such persons, on such terms and conditions, with such preferred, deferred or other special rights, and subject to such restrictions and at such times as the Directors may determine but the Directors in making any issue of shares shall comply with the following conditions:-

- (a) in the case of shares of a class, other than ordinary shares, no special rights shall be attached until the same have been set out in this Constitution and in the resolution creating the same;
- (b) every issue of shares or options to employees and/or Directors shall be approved by members in general meeting and in respect of issuance of shares or options to Directors, such approval shall specifically detail the amount of shares or options to be issued to such Directors;

14. STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

- (c) except in the case of an issue of Securities on a pro rata basis to Members or pursuant to a back-to-back placement undertaken in compliance with the Listing Requirements, a Director, major shareholder, chief executive or person connected with any Director, major shareholder or chief executive of the Company shall not participate, directly or indirectly, in an issue of ordinary shares or other Securities with rights of conversion to ordinary shares unless the Members of the Company have in general meeting approved the specific allotment to be made to the Director, major shareholder, chief executive or person connected with any Director, major shareholder or chief executive of the Company and the Director, major shareholder, chief executive or person connected with any Director, major shareholder or chief executive of the Company has abstained from voting on the relevant resolution;

In this Clause, "major shareholder", "chief executive" and "person connected to any Director, major shareholder or chief executive" shall have the same meaning ascribed thereto in the Listing Requirements.

- (d) subject to the Act and the Listing Requirements and without prejudice to Sections 75 and 76 of the Act, the Company must not issue any ordinary shares or other Securities with rights of conversion to ordinary shares, except where the shares or Securities are issued with the prior Members' approval in a general meeting of the precise terms and conditions of the issue; and
- (e) in working out the number of shares or Securities that may be issued by the Company, if the security is a convertible security, each such security is counted as the maximum number of shares into which it can be converted or exercised.

Clause 12 – Issuance of preference capital and right to vote

Subject to the Act, any preference shares may with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed. The Company shall have the power to issue preference capital ranking equally with, or in priority to, preference shares already issued. Preference shareholders shall have the same rights as ordinary shareholders as regards to the receiving of notices, reports and audited financial statements and attending of meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the share capital or winding up or during the winding up of the Company, or on a proposal for the disposal of the whole of the Company's property, business and undertaking, or where any resolution to be submitted to the meeting directly affects their rights and/or privileges attached to the shares, or when the dividend or part of the dividend on the preference shares is in arrears for more than six (6) months.

Clause 13 – Repayment of preference capital

Notwithstanding Clause 12, the repayment of preference share capital other than redeemable preference capital or any other alteration of preference shareholder's rights, may only be made pursuant to a special resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing of the preference shareholders who hold, not less than 75% of the total voting rights of the preference share capital, which is obtained within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

14. STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)Clause 14 – Modifications of class rights

Subject to the provisions of Sections 71 and 91 of the Act, if at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the sanction of a special resolution passed at a separate meeting of the Members of that class. Where the necessary majority of such a special resolution is not obtained at the meeting, consent in writing if obtained from the holders of not less than 75% of the total voting rights of the Members of that class within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting. To every such separate general meeting, the provisions of this Constitution relating to general meetings shall mutatis mutandis apply, save that the necessary quorum shall be at least two (2) persons who are Members of the class of share being present in person or represented by proxy and who hold in aggregate at least one-third (1/3) of the number of issued shares of the class, excluding any shares of that class held as treasury shares. Any holder of shares of the class present in person or its proxy present may demand a poll. If that class of shares only has one (1) holder, a quorum is constituted by that one (1) person being present at the meeting. For adjourned meeting, quorum is one (1) person present holding shares of such class. To every such special resolution, the provisions of Section 292 of the Act shall, with such adaptations as are necessary, apply.

Clause 15 – Ranking of class rights

The rights conferred upon the holders of the shares of any class issued with preferred or other preferential rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith as regards participation in the profits or assets of the Company in some or in all respects.

Clause 96 – Voting rights

Subject to any rights or restrictions for the time being attached to any class of shares at meetings of Members or classes of Members and Clause 77, Clause 78 and Clause 79 above, each Member shall be entitled to be present and to vote at any general meeting in respect of any share or shares of which he is the registered holder and upon which all calls due to the Company have been paid, and may vote in person or by proxy or by attorney or by duly authorised representative for a corporation, and on a resolution to be decided on a show of hands, each holder of an ordinary share or, each holder of a preference share who is personally present and entitled to vote, shall be entitled to one (1) vote and on a poll, every such Member present in person or by proxy or attorney or representative for a corporation shall have one (1) vote for each share he holds. A proxy shall be entitled to vote on a show of hands or on a poll, on any question, at any general meeting. In a voting by poll, each proxy shall be entitled to such number of votes equal to the proportion of the Member's shareholdings represented by such proxy. If a voting direction or instruction on a particular resolution or business is indicated in a proxy form under which a proxy is appointed, such proxy may only vote as directed in the proxy form. Notwithstanding anything contained in this Constitution, a member is not precluded from attending the meeting in person after lodging the instrument of proxy. Such attendance shall automatically revoke the authority granted to the proxy.

14. STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)Clause 183 – Dividend paid proportionately

Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid, but no amount paid or credited as paid on a share in advance of call shall be treated for the purposes of this Constitution as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.

14.3 DEPOSITED SECURITIES AND RIGHTS OF DEPOSITORS

As our Shares are proposed for quotation on the Official List, such Shares must be prescribed as shares required to be deposited with Bursa Depository. Upon such prescription, a holder of our Shares must deposit his Shares with Bursa Depository on or before the date is fixed, failing which our Share Registrar will be required to transfer his Shares to the Minister of Finance, Inc. and such Shares may not be traded on Bursa Securities.

Dealing in our Shares deposited with Bursa Depository may only be effected by a Depositor by means of entries in the Securities Account of that Depositor.

A Depositor whose name appears in the Record of Depositors maintained by Bursa Depository in respect of our Shares shall be deemed to be a shareholder of our Company and shall be entitled to all rights, benefits, powers and privileges and be subject to all liabilities, duties and obligations in respect of, or arising from, such Shares.

14.4 LIMITATION ON THE RIGHT TO HOLD SECURITIES AND/OR EXERCISE VOTING RIGHTS

Subject to **Section 14.3** above, there is no limitation on the right to own our Shares, including any limitation on the right of a non-resident or non-Malaysian shareholder to hold or exercise voting rights on our Shares, which is imposed by Malaysian law or by our Constitution.

14.5 REPATRIATION OF CAPITAL, REMITTANCE OF PROFIT AND TAXATION

Our Group has not established any other place of business outside Malaysia and is not subject to governmental law, decree, regulation and/ or other requirement which may affect the repatriation of capital and remittance of profit by or to our Group.

All corporations in Malaysia are required to adopt a single-tier dividend. All dividends distributed by Malaysian resident companies under a single tier dividend are not taxable. Further, the Government does not levy withholding tax on dividend payment. Therefore, there is no withholding tax imposed on dividends paid to non-residents by Malaysian resident companies. There is no Malaysian capital gain tax arising from the disposal of listed shares.

14. STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)**14.6 MATERIAL CONTRACTS**

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business) that have been entered into by our Group during the period covered by the Periods Under Review and up to the date of this Prospectus:

- (i) Sale and purchase agreement dated 27 August 2021 entered into between Transgrow Corporation Sdn. Bhd. (as vendor) and PG Jubli Intan (as purchaser) in relation to the acquisition of a 4-storey shop house bearing the postal address of No. 2, Jalan Syed Abd Hamid Sagaff, Bandar Kluang, 86000 Kluang, Johor for a cash consideration of RM2,000,000. As at the LPD, this transaction has been completed in accordance with the terms of the agreement.
- (ii) Sale and purchase agreement dated 27 September 2021 entered into between New Chen Motor Credit Sdn. Bhd. (as vendor) and PG Well Chip (3) (as purchaser) in relation to the acquisition of all that piece of leasehold land held under HS(D) 238459 PTD 115898 in the Mukim of Plentong, District of Johor Bahru, State of Johor, bearing the postal address No. 17, Jalan 9/9, Taman Air Biru, 81700 Pasir Gudang, Johor for a cash consideration of RM1,500,000. As at the LPD, this transaction has been completed in accordance with the terms of the agreement.
- (iii) Share transfer and settlement agreement dated 6 June 2023 entered into between SYT Pavilion, VMM Holdings, Swift Paragon and ValueMax Group Limited in relation to (1) the Disposal of Swift Paragon for a cash consideration of RM2,508,219; and (2) the settlement arrangement in respect of the outstanding sum of loans/advances owing by Swift Paragon to SYT Pavilion and the outstanding sum of loans/advances owing by SYT Pavilion to ValueMax Group Limited as at the date of completion of the transfer of Swift Paragon. As at the LPD, this transaction has been completed in accordance with the terms of the agreement.
- (iv) Sale and purchase agreement dated 10 April 2023 entered into between Yee Wei Meng (as vendor) and KE Well Chip (as purchaser) in relation to the acquisition of all that piece of 99-year leasehold land held under the title PN 53072 Lot 11957 in the Township and District of Kluang, State of Johor, with a 4 storey shophouse erected thereon and bearing the postal address of No. 4, Jalan Syed Abd Hamid Sagaff, Bandar Kluang, 86000 Kluang, Johor for a cash consideration of RM1,480,000. As at the LPD, the transaction is pending completion.
- (v) Share sale agreement dated 9 November 2023 entered into between our Company and the respective shareholders of SYT Pavilion, Thye Shing Pawnshop, KE Well Chip and KP Well Chip (collectively as the vendors) in relation to the Acquisition for a total purchase consideration of RM171,646,606 to be wholly satisfied via the issuance of 449,999,999 new Shares at an issue price of approximately RM0.381 per Share. The Acquisition is pending completion.
- (vi) the Underwriting Agreement.

14.7 MATERIAL LITIGATION

As at the LPD, our Group is not engaged in any governmental, legal or arbitration proceedings, including those relating to bankruptcy, receivership or similar proceedings which may have or have had, material or significant effects on our financial position or profitability in the 12 months immediately preceding the date of this Prospectus.

14. STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)**14.8 CONSENTS**

The written consents of the Principal Adviser, legal advisers, Issuing House and Share Registrar, and company secretaries as set out in the Corporate Directory of this Prospectus for the inclusion of their names and all references thereto in the form and context in which such names are included in this Prospectus have been given before the issue of this Prospectus and have not subsequently been withdrawn.

The written consent of the Auditors and Reporting Accountants for the inclusion of its name, the Accountants' Report and the Reporting Accountants' letter on the pro forma combined statement of financial position of our Group as at 30 June 2023 and all references thereto in the form and context in which they are contained in this Prospectus has been given before the issue of this Prospectus and has not subsequently been withdrawn.

The written consent of the IMR for the inclusion of its name, the IMR Report and all references thereto in the form and context in which they are contained in this Prospectus has been given before the issue of this Prospectus and has not subsequently been withdrawn.

14.9 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at our registered office during office hours for a period of 6 months from the date of this Prospectus:

- (i) our Constitution;
- (ii) audited financial statements of each of our subsidiaries for the FYEs 2020 to 2022;
- (iii) IMR Report as included in **Section 8** of this Prospectus;
- (iv) Reporting Accountants' Report on the pro forma combined statement of financial position of Well Chip as included in **Section 12.9** of this Prospectus;
- (v) Accountants' Report as included in **Section 13** of this Prospectus;
- (vi) material contracts as referred to in **Section 14.6** of this Prospectus; and
- (vii) letters of consent referred to in **Section 14.8** of this Prospectus.

14.10 RESPONSIBILITY STATEMENTS

Our Directors and Promoters have seen and approved this Prospectus. They collectively and individually accept full responsibility for the accuracy of the information contained in the Prospectus. Having made all reasonable enquiries, and to the best of their knowledge and belief, they confirm that there is no false or misleading statement or other facts which if omitted, would make any statement in this Prospectus false or misleading.

Kenanga IB, being the Principal Adviser, acknowledges that, based on all available information, and to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts concerning our IPO.