

2. INTRODUCTION

2.1 APPROVALS AND CONDITIONS

2.1.1 SC

- (i) The SC had, vide its letter dated [●], approved the reliefs we sought from having to comply with the following requirements under the Equity Guidelines and Prospectus Guidelines. The details of the reliefs sought are set out below:

Reference	Details of relief granted	Conditions imposed (if any)
<u>Equity Guidelines</u>		
Paragraph 5.30, Part II	Relief from having to provide the moratorium undertaking by Saw Ee Chee, being a direct shareholder of OCSB	[●]
Paragraphs 2(a) and 2(b) of Appendix 4, Part IV	Relief from complying with the requirement in respect of placement of IPO Shares to be offered under the Institutional Offering to persons connected to RHB Investment Bank, namely:	[●]
	(i) RHB Asset Management Sdn Bhd; and	
	(ii) RHB Islamic International Asset Management Berhad	
<u>Prospectus Guidelines</u>		
Paragraphs 2.09(c) and 4.01(d), Division 1 - Part II	Relief from having to disclose the ultimate beneficial owners of SGSB in this Prospectus, such that the disclosure shall only be up to Creador V, being the shareholder holding 83.5% equity interest in Rajaraja Chola Limited, which in turn holds 100.0% equity interest in SGSB, via Polvere Group Sdn Bhd	[●]
Paragraph 4.01(b), Division 1 - Part II	Relief from having to disclose the background information of Saw Ee Chee, being our substantial shareholder, in this Prospectus	[●]
Paragraph 5.04, Division 1 - Part II	Relief from having to disclose details of the shareholders' agreement entered into between OCSB, SGSB and our Group ("SHA") in this Prospectus	[●]
Paragraph 13.01(b)(i), Division 1 - Part II	Relief from making the SHA available at our registered office for inspection	[●]

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- (ii) The SC had, vide its letter dated [●] 2025 (“**Approval Letter**”), approved our IPO and Listing under Section 214(1) of the CMSA, subject to compliance with the following conditions:

No.	Conditions	Status of compliance
1.	[●]	[●]

- (iii) The SC had, vide its Approval Letter, approved our application under the Bumiputera equity requirement for public listed companies pursuant to our Listing, subject to compliance with the following conditions:

No.	Conditions	Status of compliance
1.	[●]	[●]

2.1.2 Bursa Securities

Bursa Securities had, vide its letter dated [●], approved our Admission and our Listing (“**Bursa Securities Approval Letter**”).

In the Bursa Securities Approval Letter, our Company and RHB Investment Bank are required to comply with the following:

No.	Conditions	Status of compliance
1.	[●]	[●]

2.1.3 MITI

The MITI had, vide its letter dated [●], taken note of and has no objection to our Listing.

2.2 MORATORIUM ON SALE OF SHARES

Pursuant to Paragraph 5.29(a), Part II of the Equity Guidelines, our Shares directly held by OCSB as at the date of our Listing will be placed under moratorium for a period of six months from the date of our Listing (“**Moratorium Period**”) as set out below:

Name	Assuming the Over-allotment Option is not exercised		Assuming the Over-allotment Option is fully exercised	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
OCSB	669,863,638	65.62	624,845,238	61.21

Note:

- (1) Computed based on our enlarged total number of 1,020,823,025 Shares after our IPO.

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Further, pursuant to Paragraph 5.30, Part II of the Equity Guidelines, the shareholders of OCSB (save for Saw Ee Chee) have undertaken not to sell, transfer or assign any part of their shareholdings in OCSB during the Moratorium Period, as shown below:

Shareholders	Shares under moratorium	
	No. of shares held in OCSB	%
Dato' Saw	33,333	33.33
Saw Benson	33,333	33.33

A relief has been sought to allow Saw Ee Chee to be exempted from the moratorium restrictions in respect of his entire shareholding in OCSB. Please refer to Section 2.1.1 of this Prospectus for further details on the relief sought.

In addition, Dato' Saw and Saw Benson have each provided an additional undertaking not to transfer, sell or assign the shareholding of Saw Ee Chee in OCSB, if such shares are transferred to either of them under the terms of a will executed by Saw Ee Chee in 2016, during the Moratorium Period.

The above restrictions do not apply:

- (i) in respect of our Shares that may be sold pursuant to the exercise of the Over-allotment Option to be granted by the Over-allotment Option Provider to the Stabilising Manager (on behalf of the Bookrunner); and
- (ii) to the transfer of our Shares by the Over-allotment Option Provider as contemplated under the Share Lending Agreement, provided that the restriction will apply to the Shares returned to the Over-allotment Option Provider pursuant to the Share Lending Agreement.

In compliance with the moratorium restrictions, Bursa Depository will, on our Share Registrar's instructions in the prescribed forms, ensure that the trading of our Shares held by OCSB is not permitted during the Moratorium Period.