

## 2. INTRODUCTION

### 2.1 APPROVALS AND CONDITIONS

#### 2.1.1 SC

The SC has, via its letter dated [●], approved our IPO and our Listing under Section 214(1) of the CMSA, subject to compliance with the following conditions:

No.	Details of condition imposed	Status of compliance
(i)	[●]	[●]

The SC has, via its letter dated [●], taken note of the resultant equity structure of our Company pursuant to our Listing under the equity requirement for public listed companies (“**Bumiputera Equity Requirement**”). Our Company is a company with the Malaysia Digital Status. Accordingly, our Company is exempted from the Bumiputera Equity Requirement.

The SC has, via its letter dated [●], approved the reliefs sought by us from having to comply with certain requirements under the Prospectus Guidelines and Equity Guidelines. The details of the reliefs sought and the corresponding conditions imposed by the SC are as follows:

Reference	Details of relief granted	Condition imposed (if any)
<b>Prospectus Guidelines</b>		
Paragraph 5.11 of Chapter 5, Division I – Part II	Relief to allow the disclosure of our purchases (in terms of total operational costs and total cost of sales) on an aggregated basis from major suppliers, namely Intelligent Circuit Engineering Sdn Bhd, Ansys, Inc and Siemens Electronic Design Automation Pte Ltd	-
<b>Equity Guidelines</b>		
Paragraphs 2(a) and (b) of Appendix 4, Part IV	Relief from having to comply with the requirement in respect of placement of IPO Shares to be offered under the Institutional Offering to persons connected to CIMB IB, namely Principal Asset Management Berhad and Principal Islamic Asset Management Sdn Bhd	-

#### 2.1.2 MITI

The MITI has, via its letter dated [●], stated that it has taken note of our Listing and that we are exempted from having to comply with the Bumiputera Equity Requirement.

## 2. INTRODUCTION (Cont'd)

### 2.1.3 Bursa Securities

Bursa Securities has, via its letter dated [●], approved our Admission, our Listing [and the listing of and quotation for our new Shares to be issued upon exercise of the ESOS Options and issuance and allotment of the ESIS Shares], subject to compliance with the following conditions:

No.	Details of condition imposed	Status of compliance
(i)	[●]	[●]

## 2.2 MORATORIUM ON OUR SHARES

### 2.2.1 Mandatory moratorium

In accordance with the Equity Guidelines, Dato' Fong Swee Kiang, Teh Chee Hak, SKC Team, SKC Team 1, SKC Team 2 and SKC Team 3 will not be allowed to sell, transfer or assign any part of their respective holding in our Shares as at the date of our Listing for a period of six months from the date of our Listing ("**Mandatory Moratorium**"). The Mandatory Moratorium shall also apply to the shareholders of SKC Team, SKC Team 1, SKC Team 2 and SKC Team 3, namely Dato' Fong Swee Kiang, Teh Chee Hak and 114 Key Employees who have collectively provided an undertaking that they will not sell, transfer or assign their respective shares in SKC Team, SKC Team 1, SKC Team 2 and SKC Team 3 for a period of six months from the date of our Listing.

### 2.2.2 Voluntary moratorium

In addition to the Mandatory Moratorium, Dato' Fong Swee Kiang and Teh Chee Hak have voluntarily undertaken not to sell, transfer or assign any part of their respective holding in our Shares as at the date of our Listing (save for the selling, transferring or otherwise disposing of our Shares to employees, directors, consultants and/or appointed advisers of our Company or any special purpose vehicle set up as a shareholder of our Company for our employees, directors, consultants and/or appointed advisers), for an additional period of six months from the expiry of the Mandatory Moratorium.

Areca, InterVest, Gobi and Lion X have also voluntarily undertaken not to sell, transfer or assign any part of their respective holding in our Shares as at the date of our Listing for a period of one year from the date of our Listing.

**2. INTRODUCTION (Cont'd)**

Details of our Shares which will be held under moratorium are set out below:

Name	As at the date of our Listing			
	Direct		Indirect	
	No. of Shares	(1)%	No. of Shares	(1)%
<b>Controlling shareholders and Executive Directors</b>				
Dato' Fong Swee Kiang	430,630,251	24.0	69,405,442	(2)3.8
Teh Chee Hak	430,630,247	24.0	69,492,779	(3)3.8
<b>Persons connected to the controlling shareholder(s)</b>				
SKC Team	43,603,295	2.4	-	-
SKC Team 1	43,515,958	2.4	-	-
SKC Team 2	142,107,003	7.9	-	-
SKC Team 3	25,889,484	1.4	-	-
<b>Voluntary Moratorium Shareholders</b>				
DG 12	45,763,591	2.6	-	-
Gobi Future Fund LPF	27,666,031	1.5	-	-
Meranti ASEAN Growth Fund II LP	27,666,031	1.5	-	-
Lion X	25,217,858	1.4	-	-
InterVest Global Scale-up Fund	19,805,328	1.1	-	-
InterVest Malaysia OIF A	19,805,328	1.1	-	-
InterVest Korea Malaysia OIF B Sdn Bhd	19,805,328	1.1	-	-
ASIF 15	16,936,507	0.9	-	-
Gobi Dana Impak Ventures LP	12,764,626	0.8	-	-

**Notes:**

- (1) Based on the enlarged issued Shares upon our Listing of 1,796,000,000 Shares.
- (2) Deemed interested by virtue of his shareholdings in SKC Team 1 and SKC Team 3 pursuant to Section 8 of the Act.
- (3) Deemed interested by virtue of his shareholdings in SKC Team and SKC Team 3 pursuant to Section 8 of the Act.

The Moratorium Providers have fully accepted the moratorium.

The above moratorium restrictions are specifically endorsed on the share certificates representing our Shares held by the Moratorium Providers which are under moratorium to ensure that our Share Registrar does not register any sale, transfer or assignment that contravenes such restrictions.