

## 14. ADDITIONAL INFORMATION

### 14.1 SHARE CAPITAL

- (i) Save as disclosed in this Prospectus, no securities will be allotted or issued on the basis of this Prospectus later than six months after the date of issue of this Prospectus.
- (ii) As at [●], 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.
- (iii) Save for the new Shares [issued pursuant to the Conversion of ICPS and the Subdivision] as disclosed in Section 6.1.3 of this Prospectus, our Company has not issued or proposed to issue any shares, stocks or debentures as fully or partly paid-up in cash or otherwise, within the two years immediately preceding the date of this Prospectus.
- (iv) As at the date of this Prospectus, save for our IPO Shares reserved for subscription by the Eligible Persons as disclosed in Section 4.2.3 of this Prospectus and the LTIP as disclosed in Section 4.2.5 of this Prospectus, there is currently no other scheme involving our employees and Directors in the share capital of our Company or any of our subsidiaries.
- (v) Save for the LTIP as disclosed in Section 4.2.5 of this Prospectus, we have not agreed, conditionally or unconditionally, to put the share capital of our Company or any of our subsidiaries under option.
- (vi) As at the date of this Prospectus, neither we nor our subsidiaries have any outstanding warrants, options, convertible securities or uncalled capital.
- (vii) Save as disclosed in Sections 2.2 and 12.3 of this Prospectus, and save as provided for under our Constitution as reproduced in Section 14.2 below and the Act, there are no other restrictions upon the holding or voting or transfer of our Shares or the interests in our Company or any of our subsidiaries or upon the declaration or payment of any dividend or distribution thereon.

### 14.2 EXTRACTS OF OUR CONSTITUTION

The following provisions are reproduced from our Constitution and are qualified in its entirety by reference to our Constitution and by applicable law. The words, terms and expressions appearing in the following provisions shall bear the same meanings used in our Constitution unless they are otherwise defined or the context otherwise requires.

<b>Word</b>	<b>Meaning</b>
appointing director	: A director who appoints an alternate director.
benefits	: In relation to benefits payable or to be given to directors, means any benefits referred to in Section 230(1) of the CA.
Board	: The board of directors for the time being of the Company.
Bursa Securities	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W)) and its successors-in-title.
CA	: Companies Act 2016 (Act 777) and every statutory modification or re-enactment thereof for the time being in force.

**14. ADDITIONAL INFORMATION** (Cont'd)

<b>Word</b>	<b>Meaning</b>
CMSA	: Capital Markets and Services Act 2007 (Act 671) and every statutory modification or re-enactment thereof for the time being in force.
Company	: SkyeChip Berhad (Registration No. 201901014484 (1323812-D)) or by whatever name called from time to time.
Constitution	: This constitution of the Company as originally framed or as altered from time to time by special resolution and this "Constitution" means any one of them.
Deposited Security	: A security, as defined under Section 2 of SICDA, of the Company standing to the credit of a securities account of a Depositor and includes securities in a Securities Account that is in suspense subject to the provisions of the SICDA and DR.
Deposited Share or Depository Shares	: A share which is a Deposited Security.
Depositor	: A holder of a securities account established by the Depository.
Depository	: Bursa Malaysia Depository Sdn. Bhd. ((Registration No. 198701006854 (165570-W)), the depository of the Company's shares prescribed under Section 14 of SICDA. This term can also mean another depository acting as such a depository, approved to be a central depository under SICDA. Successors-in-title and permitted assigns are also included in this term.
directors	: The Directors for the time being of the Company (inclusive alternate or nominee directors) and as defined in Section 2(1) of the CMSA.
DR	: Rules of the Depository as defined under SICDA and any appendices thereto including any amendment that may be made from time to time.
electronic form	: Documents or information sent or supplied by electronic means or by any other means while in electronic form (such as by e-mail, text message, fax or sending a compact disc by post) whereby a recipient of such documents or information would be able to retain a copy.
electronic means	: A document or information is sent or supplied by electronic means if it is sent initially, and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means.
existing shares	: Shares in issue at the relevant time.

**14. ADDITIONAL INFORMATION** (Cont'd)

<b>Word</b>	<b>Meaning</b>
General Meeting	: A meeting of shareholders held in accordance with this Constitution. This includes any General Meeting held as the Company's Annual General Meeting.
hard copy	: Documents or information sent or supplied in paper copy or similar form which can be read. It also covers, anyhow, any hard copy referred to in Section 612(1) of the CA.
Laws	: All laws, by-laws, regulations, rules, orders and/or official directions for the time being in force affecting the Company and its subsidiaries including but not limited to the CA, the applicable securities laws, the LR, SICDA and every other law for the time being in force concerning companies and affecting the Company and any other practice notes, practice directives and guidelines imposed on the Company by the Securities Commission Malaysia.
listed security	: A security or securities of the Company admitted to the Official List.
LR	: Main Market Listing Requirements of Bursa Securities. For the purpose of this Constitution, it also covers any practice notes or directives, guidance notes or other directions issued by Bursa Securities and any amendment that may be made from time to time in relation to the Main Market Listing Requirements of Bursa Securities.
Malaysia	: Federation of Malaysia.
Main Market	: Main Market of Bursa Securities.
Non-Depository Shares	: Shares which are not Deposited Shares.
Official List	: A list specifying all securities listed on Bursa Securities.
ordinary resolution	: A resolution that has the meaning assigned thereto by Section 291 of the Act.
pay	: In relation to the payment of commission, means a payment of commission pursuant to Section 80 of the CA. For other times, when used elsewhere, this term can cover any kind of reward or payment for services.
person or people	: These terms cover corporate bodies and unincorporated bodies, established anywhere. They do not, however, cover unincorporated bodies, when used in relation to transfers or registration of shareholders which involve Deposited Shares and these bodies are not allowed or recognised by SICDA or DR.
rights	: In relation to the rights of a share means, the rights attached to the share, when issued, or afterwards.
ROD	: A record of depositors of holders of securities of the Company kept by the Depository under SICDA and DR.

**14. ADDITIONAL INFORMATION** (Cont'd)

<u>Word</u>	<u>Meaning</u>
ROM	: Register of members of the Company to be kept pursuant to the CA, and unless otherwise expressed to the contrary, includes the ROD.
securities	: The meaning of this term is as meant by Section 2(1) of the CMSA.
securities account	: This is an account which the Depository establishes for the Depositor under SICDA and DR. It is to record the deposit, withdrawal and dealing of securities.
shareholders	: Holders of the Company's shares. Where those shares are deposited with the Depository under SICDA and DR, it must be a person whose name appears on the ROD as the holder of such shares and treated as a member of the Company under Section 35 of SICDA. This is subject to SICDFOR and this Constitution. This term does not also include, the Depository in its capacity as a bare trustee or nominee company. Where those shares are not deposited and do not need to be deposited under SICDA, it must be a person whose name appears in the ROM.
special resolution	: A resolution that has the meaning assigned thereto by Section 292 of the Act.
SICDA	: Securities Industry (Central Depositories) Act 1991 (Act 453) and every statutory modification or re-enactment thereof for the time being in force.
SICDFOR	: Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996.
written or in writing	: In writing or in any way representing or copying words legibly so that they are permanent. It includes anything in electronic form. It may also be partly in one form and partly in another. Where used in relation to notices of meeting, it must be in hard copy or electronic form in the way allowed by Sections 319 and 320 of the CA, subject to the LR. Where used in another context, it must be in a form allowed or not prohibited by the CA or the LR.

**14.2.1 Remuneration of Directors****Clause 199 – Directors' fees and benefits**

"The fees and benefits payable to the directors shall annually be determined by an ordinary resolution of the Company in General Meeting and shall (unless such resolution otherwise provides) be divisible among the directors as they may agree provided always that:

- (a) salaries payable to executive directors may not include a commission on or percentage of turnover;
- (b) fees payable to non-executive directors shall be a fixed sum and not by a commission on or percentage of profits or turnover;

**14. ADDITIONAL INFORMATION** *(Cont'd)*

- (c) any fee paid to an alternate director shall be agreed between himself and the appointing director and shall be paid out of the remuneration of the appointing director; and
- (d) fees and benefits payable to directors shall not be increased except pursuant to an ordinary resolution passed at a General Meeting, where notice of the proposed increase has been given in the notice convening the meeting.”

**Clause 200 – Directors’ expenses**

“The Board can also repay to a director all expenses properly incurred in:

- (a) attending and returning from shareholders’ meetings, Board meetings or Board committee meetings; or
- (b) any other way in connection with the Company’s business.”

**Extra fees****Clause 201**

“The Board can award extra fees to a director who:

- (a) holds an executive position;
- (b) acts as chairman or deputy chairman; or
- (c) serves on a Board committee or board at the request of the Board.”

**Clause 202**

“If by arrangement with the directors, any director shall perform or render any special duties or services outside his ordinary duties as a director in particular without limiting to the generality of the foregoing if any director being willing shall be called upon to perform extra services or to make any special efforts 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 a special remuneration in addition to his directors’ fees and such special remuneration may be by way of a fixed sum or otherwise as may be arranged.”

**Pensions and other benefits****Clause 203**

“Subject to the CA and the LR, the Board can decide whether to provide:

- (a) pensions;
- (b) annual payments; or
- (c) other allowances or benefits,

to any people including people who are or who were directors of the Company. The Board can decide to extend these arrangements to relations or dependants of, or people connected to, these people. The Board can also decide to contribute to a scheme or fund or to pay premiums to a third party for these purposes.”

**14. ADDITIONAL INFORMATION (Cont'd)****Clause 204**

“The Company can only provide pensions and other similar benefits to:

- (a) people who are or were directors; and
- (b) relations or dependants of, or people connected to, those directors or former directors.

The receipt of a benefit of any kind given in accordance with this clause does not prevent a person from being or becoming a director of the Company.”

**Clause 205**

“Shareholders must approve the matters in Clauses 199 to 204 as far as the Laws require in relation to directors’ fees and benefits. There must be annual shareholders’ approvals by ordinary resolution at a General Meeting for the fees of the directors and any benefits payable to the directors. Compensation for loss of employment of a director or former director must have shareholders’ approvals by ordinary resolution passed a General Meeting, where required by the CA and the LR.”

**14.2.2 Voting and borrowing powers of Directors****Clause 214 - Voting at Board meetings**

“Matters for decision which arise at a Board meeting will be decided by a majority vote. If the votes are equal, the chairman of the meeting has a second casting vote. However, the chairman will not have a second casting vote where only 2 directors form the quorum or at which only 2 directors are competent to vote on the question at issue.”

**When directors can vote on things****Clause 221**

“A director cannot vote (and if the director does vote, such vote will not be counted) on a resolution about a contract, proposed contract or arrangement in which the director (or a person connected with the director) is directly or indirectly interested.”

**Clause 225**

“If a question comes up at a meeting about whether a director (other than the chairman of the meeting) has all interest or whether the director can vote or be counted in the quorum, and the director does not agree to abstain from voting on the question or not be counted in the quorum, the question must be referred to the chairman of the meeting. The chairman’s ruling about the director is conclusive, unless the nature or extent of the director’s interests has not been fairly disclosed to the Board. If the question comes up about the chairman of the meeting, the question will be decided by a resolution of the Board. The chairman cannot vote on the question but can be counted in the quorum. The Board’s resolution about the chairman is conclusive, unless the nature or extent of the chairman’s interests has not been disclosed to the Board.”

**Borrowing powers****Clause 247**

“To the extent that the CA, the LR and this Constitution allow, the Board can exercise all the powers of the Company to raise funds by:

- (a) borrowing money of any sum or sums from any person, bank, firm or company;

**14. ADDITIONAL INFORMATION** *(Cont'd)*

- (b) mortgaging or charging all or any part of the Company's business, property and assets (present and future);
- (c) issuing debentures and other securities; and
- (d) giving security (including (without limitation), guarantees, indemnities and mortgages and charges) either outright or as collateral security, for a debt, liability or obligation of the Company or another person."

**Clause 248**

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

**14.2.3 Alteration of capital****Clause 44 – Power to reduce capital**

"The shareholders can pass a special resolution to reduce in any way the Company's share capital in accordance with Subdivision 4 of Division 1 of Part III of CA, whether with the confirmation of the Court or a solvency statement."

**Power to alter capital****Clause 45**

"The shareholders can alter the Company's share capital in accordance with the CA."

**Clause 46**

"If any shares are consolidated or divided, the Board may deal with any fractions of shares which result or any other problem that arises. If the Board decide to sell any shares which represent fractions, they must sell for the best price they can reasonably obtain and distribute the net proceeds of sale among shareholders in proportion to their fractional entitlements or shall be disregarded and will be dealt with by the Board in such a manner as they deem fit at their absolute discretion and in the best interest of the Company. The Board can sell to a person (including the Company, if CA and LR allow) and can authorise a person to transfer those shares to the buyer or in accordance with the buyer's instructions. The buyer does not need to take any action to check how any money paid is used. The buyer's ownership will not be affected if the sale was irregular or invalid in any way."

**Clause 47**

"The shareholders can convert any paid-up shares into stock and reconvert any stock into paid-up shares in accordance with the CA."

**14. ADDITIONAL INFORMATION (Cont'd)****14.2.4 Transfer of Shares****Clause 42 - Renunciations of allotted but unissued shares**

“Where a share or other security has been allotted to a person but that person has not yet been entered on the ROM or ROD, the Board can recognise a transfer (called a renunciation) by that person of their right to the share to be renounced in favour of some other person. Allotments can only apply if the terms on which the share or other security is allotted are consistent with renunciation. The Board can impose terms and conditions regulating renunciation rights.”

**Securities transfers****Clause 58**

“The transfers of any listed security or class of listed security shall be made by way of book entry by the Depository in accordance with the DR and, notwithstanding Sections 105, 106 and 110 of the CA, but subject to Section 148(2) of the CA and any exemption that may be made from compliance with Section 148(1) of the CA, the Company shall be precluded from registering and effecting any transfer of the listed security.”

**Clause 60**

“Transfers of Non-Depository Shares must be in such prescribed form under the CA. If the CA does not prescribe a specific form, the transfer must be in the usual standard form, or such form as approved by the Board. A transfer must be signed, or made effective in some other way, by or on behalf of the persons making and receiving the transfer.”

**Clause 61**

“The Depository may refuse to transfer any Deposited Shares which does not comply with the SICDA and DR. A shareholder can transfer some or all of their Non-Depository Shares unless this Constitution states otherwise.”

**Clause 64**

“The Board can refuse to register such a transfer delivered:

- (a) where the transfer breaches any law or regulation or licensing or requirement (of any jurisdiction) which applies to the Company or any of its subsidiaries or any entity in which any of them have an interest;
- (b) where the transfer is unlawful under Malaysian law; or
- (c) the transfer relates to partly paid shares where a call has been made and is unpaid.”

**14.2.5 Changes in capital and variation of class rights, preferences and restrictions attached to each class of securities relating to voting, dividend, liquidation and any rights****Clause 27 – Shares and special rights**

“The Company may from time to time, by ordinary resolution issue new shares and attach any rights and restrictions to them, as long as this is not restricted by special rights previously given to holders of any existing shares. Subject to this, the rights of new shares can take priority over the rights of existing shares, or existing shares can take priority over them, or the new shares and the existing shares can rank equally.

**14. ADDITIONAL INFORMATION (Cont'd)**

These rights and restrictions can apply to sharing in the Company's profits or assets. Other rights and restrictions can also apply, for example, those relating to the right to vote."

**Clause 30 - Changing special rights of shares**

"If the Company's share capital is divided into different classes of share, the special rights attached to any of these classes may (subject to Section 90 of the CA and whether or not the Company is being wound up) be varied or withdrawn if the shareholders approve this by passing a special resolution. This must be passed at a separate meeting of the holders of that class of shares. This is called a class meeting. Alternatively, the holders of at least 75% of the existing shares of that class (by voting rights) can give their written consent."

**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**

As at the LPD, save as disclosed below, there are no governmental laws, decrees, regulations or other legislations that may affect the repatriation of capital and the remittance of profits by our foreign subsidiaries to Malaysia:

**(i) Malaysia**

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 Malaysian 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 gains tax arising from the disposal of listed shares.

With effect from the year of assessment 2025, annual dividend income exceeding RM100,000 received by individual shareholders, whether resident or non-resident, including those holding shares through nominees, with certain exemptions, are subject to a 2.0% Malaysian income tax on the chargeable dividend income.

**14. ADDITIONAL INFORMATION** *(Cont'd)***(ii) Singapore**

As at the LPD, there are no exchange control restrictions in effect in Singapore which may affect the repatriation of capital and remittance of profits by or to our Company.

**(iii) China**

The principal regulation governing foreign currency exchange in the PRC is the Foreign Exchange Administration Regulations of the PRC, which was promulgated by the State Council on 29 January 1996 and was most recently amended on 5 August 2008. Pursuant to this regulation and other PRC rules and regulations on currency conversion, RMB is freely convertible into other currencies for payments of current account items, such as trade-related and service-related foreign exchange transactions and dividend payments, but not freely convertible into other currencies for capital account items, such as direct investment, repatriation or remittance of capital invested in the PRC, loan or investment in securities outside the PRC unless prior approval from the State Administration of Foreign Exchange, or the SAFE, or its local counterpart is obtained.

The Circular on Further Simplifying and Improving the Foreign Currency Management Policy on Direct Investment, or SAFE Circular 13, which became effective on 1 June 2015 and was amended on 30 December 2019, cancels the administrative approvals of foreign exchange registration for foreign direct investment and simplifies the procedure for foreign exchange-related registration. Pursuant to SAFE Circular 13, local banks, under the supervision and guidance of SAFE or its local counterparts, shall review and handle foreign exchange registration for foreign direct investment.

**Regulation related to dividend distribution**

The principal laws governing dividend distributions by our PRC subsidiaries include the Company Law of the PRC which was promulgated on 29 December 1993 and most recently amended on 29 December 2023, the Foreign Investment Law of the PRC which was promulgated on 15 March 2019 and became effective on 1 January 2020, and its implementation regulations were promulgated on 26 December 2019 and became effective on 1 January 2020.

PRC companies may pay dividends only out of their accumulated profits, if any, which are determined in accordance with the PRC accounting standards. In addition, PRC companies are required to set aside at least 10% of their after-tax profit each year, based on the PRC accounting standards, to their statutory general reserve fund until the cumulative amount of such reserve fund reaches 50% of their registered capital. These reserves are not distributable as cash dividends. A PRC company shall not distribute any profits until any losses from prior fiscal years have been offset.

Under the Enterprise Income Tax Law of the PRC which was enacted on 16 March 2007 and amended on 24 February 2017 and 29 December 2018, and its Implementing Rules, an enterprise established outside China with a “de facto management body” within China is considered a “resident enterprise”, which means it can be treated as a domestic enterprise for enterprise income tax purposes. A non-resident enterprise that does not have an establishment or place of business in China, or has an establishment or place of business in China but the income of which has no actual relationship with such establishment or place of business, shall pay enterprise income tax on its income derived from within China at the reduced rate of 10%. Dividends generated after 1 January 2008 and payable by a foreign-invested enterprise in China to its foreign enterprise investors are subject to a 10% withholding tax, unless any such foreign investor’s jurisdiction of incorporation has a tax treaty with China that provides for a preferential withholding arrangement.

**14. ADDITIONAL INFORMATION** *(Cont'd)***(iv) Vietnam**

In Vietnam, subsidiaries are only entitled to distribute profit or pay dividends to their capital contribution members upon satisfaction of certain conditions such as the fulfilment of the subsidiaries' tax liabilities and other financial obligations as prescribed by law, and the ability to pay in full its due debts and other liabilities after profit distribution or dividend payment. For clarity, under Vietnamese law, profits distributed from capital contributions, after the subsidiary has fulfilled its tax obligations under current law, are recognised as tax-free income and are not subject to any other taxes when transferring profits abroad.

Overseas remittance of profits or dividends shall be subject to the following restrictions:

- (a) foreign investors/capital contribution members are only permitted to remit profit overseas at the end of a fiscal year after the subsidiaries have fully discharged their financial obligations to the State of Vietnam in accordance with the law and have lodged their audited annual financial statements and corporate income tax finalisation declaration for the fiscal year to the competent tax department;
- (b) foreign investors/capital contribution members are not permitted to remit profits overseas if the audited financial statements of the subsidiaries for the year still contain accumulated losses after carrying forward losses in accordance with the law;
- (c) foreign investors/capital contribution members are required to submit a notice of remittance of profits overseas to the competent tax authority at least seven business days before effecting such remittance or authorising the subsidiaries to do so; and
- (d) the dividends must be made through the direct investment capital bank account of the subsidiaries (the same account that has been used for injecting the equity/capital at the time of incorporation and any increase of capital).

**14.6 MATERIAL CONTRACTS**

Save as disclosed below, our Group has not entered into any material contracts that are not in the ordinary course of our Group's business during the Financial Years Under Review and up to the date of this Prospectus:

**14.6.1 Share Subscription Agreement**

On 27 January 2025, our Company entered into a share subscription agreement with Gobi Future Fund LPF, Gobi Dana Impak Ventures LP and Meranti ASEAN Growth Fund II LP for the issuance and allotment of 12,500,000 new ICPS to Gobi Future Fund LPF, Gobi Dana Impak Ventures LP and Meranti ASEAN Growth Fund II LP for a subscription consideration of RM29,250,000.00. The subscription of the ICPS was completed on 5 February 2025.

**14.6.2 Conditional Investment Agreement**

On 10 February 2025, our Company and SkyeChip Semi entered into a conditional investment agreement with SIDEC and PIV Perkasa where PIV Perkasa, an entity nominated by SIDEC which is authorised by the State Government of Selangor to manage and deploy venture capital investments, was offered the right to subscribe for IPO Shares of up to RM[●] million at the Institutional Price.

**14. ADDITIONAL INFORMATION** *(Cont'd)***14.6.3 Share Subscription Agreement**

On 18 August 2025, our Company entered into a share subscription agreement with Gobi Future Fund LPF, Gobi Dana Impak Ventures LP and Meranti ASEAN Growth Fund II LP for the issuance and allotment of 3,093,900 new ICPS to Gobi Future Fund LPF, Meranti ASEAN Growth Fund II LP and Gobi Dana Impak Ventures LP for a subscription consideration of RM9,157,944.00. The subscription of the ICPS was completed on 4 September 2025.

**14.6.4 Share Subscription Agreement**

On 18 August 2025, our Company entered into a share subscription agreement with Lion X on behalf of Lion X Digital Innovation Investment Fund for the issuance and allotment of 2,649,800 new SkyeChip Shares to Lion X for a subscription consideration of RM7,843,408.00. The subscription of the SkyeChip Shares was completed on 29 August 2025.

**14.6.5 Share Subscription Agreements**

On 25 August 2025, our Company entered into three separate share subscription agreements with InterVest Global Scale-up Fund, Intervest Malaysia OIF A and Intervest Korea Malaysia OIF B Sdn Bhd, respectively, for the issuance and allotment of an aggregate of 1,435,350 new SkyeChip Shares to InterVest Global Scale-up Fund, Intervest Malaysia OIF A and Intervest Korea Malaysia OIF B Sdn Bhd for a total subscription consideration of RM4,248,636.00. The subscription of the SkyeChip Shares was completed on 28 August 2025.

**14.6.6 Master Cornerstone Placement Agreement**

[•]

**14.6.7 Retail Underwriting Agreement**

[•]

**14.6.8 Lock-up letter in relation to our IPO and Listing**

[•]

**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.

**14.8 CONSENTS**

The written consents of the Principal Adviser, legal advisers, Lead Bookrunner, Joint Bookrunners, Managing Underwriter, Joint Underwriters, Share Registrar, Issuing House and company secretaries as listed in the Corporate Directory of this Prospectus for the inclusion in this Prospectus of their names in the form and context in which such names appear have been given before the issue of this Prospectus and have not subsequently been withdrawn.

**14. ADDITIONAL INFORMATION** *(Cont'd)*

The written consent of Grant Thornton Malaysia PLT for the inclusion of its name, the Accountants' Report and the Reporting Accountants' Letter on the Pro Forma Consolidated Statements of Financial Position and all references thereto in the form and context in which they are included in this Prospectus has been given before the issue of this Prospectus and has not subsequently been withdrawn.

The written consent of Vital Factor for the inclusion of its name, the IMR Report and all references thereto in the form and context in which they are included 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 six months from the date of this Prospectus:

- (i) our Constitution;
- (ii) our material contracts as referred to in Section 14.6 of this Prospectus;
- (iii) our audited consolidated financial statements for the Financial Years Under Review;
- (iv) audited financial statements of each of our subsidiaries for the Financial Years Under Review;
- (v) Reporting Accountants' Letter on the Pro Forma Consolidated Statements of Financial Position as included in Section 12.5 of this Prospectus;
- (vi) Accountants' Report as included in Section 13 of this Prospectus;
- (vii) IMR Report as included in Section 8 of this Prospectus;
- (viii) By-Laws as included in Annexure B of this Prospectus; and
- (ix) letters of consent referred to in Section 14.8 of this Prospectus.

**14.10 RESPONSIBILITY STATEMENTS**

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

Maybank IB, being the Principal Adviser, Lead Bookrunner and Joint Bookrunner for the Institutional Offering, and the Managing Underwriter and Joint Underwriter for the Retail Offering, 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.