

## 2. INTRODUCTION

### 2.1 Approvals and conditions

We have obtained the approvals from the following authorities in relation to our Listing:-

#### (i) SC

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

Details of conditions imposed	Status of compliance
(i) [•]	[•]

The SC had, vide its letter dated [date], taken note that our Group is a company with predominantly foreign-based operations and our resultant equity structure pursuant to our Listing. Accordingly, our Company is exempted from complying with the Bumiputera equity requirement for public listed companies<sup>(1)</sup> (“**Bumiputera Equity Requirement**”).

**Note:-**

(1) For the Financial Years Under Review, our PAT was largely derived from our PRC Operations. As such, our PAT derived from outside Malaysia is higher than the PAT derived from within Malaysia.

*Pursuant to the FAQ on Bumiputera Equity Requirement for Public Listed Companies (revised as at 12 February 2025) published by the SC. The SC was mandated by the Malaysia Government to process the Bumiputera Equity Requirement aspects of certain corporate proposals. For corporations seeking listing on the Main Market, the listing of corporations with predominantly foreign-based operations will be exempted from complying with the Bumiputera Equity Requirements. The determination for a corporation with predominantly foreign-based operations is based on the profit contributions from the domestic and foreign operations of the Group.*

The SC had, vide its letter dated [date], [•] the reliefs sought by us from having to comply with certain requirements under the Equity Guidelines and Prospectus Guidelines. The details of the reliefs sought and the corresponding conditions imposed by the SC are as follows:-

Reference	Details of relief granted	Conditions imposed (if any)
<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 the placement of the IPO Shares offered under the Institutional Offering to persons connected to Maybank IB, namely the Joint Bookrunner	[•]
<b>Prospectus Guidelines</b> Paragraph 1.12(e), Chapter 1 of Part III of the Prospectus Guidelines	Relief from having to submit the audited financial statements of the PRC subsidiaries for the FYE 31 December 2022, 2023, 2024 and 2025	[•]

## 2. INTRODUCTION (CONT'D)

### (ii) CSRC

On 17 February 2023, the CSRC promulgated the Trial Administrative Measures of the Overseas Securities Offering and Listing by Domestic Companies and 5 supporting guidelines (the “**Overseas Offering and Listing Trial Measures**”), which came into effect on 31 March 2023. The Overseas Offering and Listing Trial Measures comprehensively reformed the regulatory regime for overseas securities offerings and listings by Chinese Mainland-based companies, conducted either in direct or indirect manners, by adopting a filing-based regulatory mechanism.

Pursuant to the Overseas Offering and Listing Trial Measures if the issuer meets both of the following criteria, then it shall be deemed as an indirect overseas offering and listing:-

- (i) more than 50.00% of the issuer’s operating revenue, total profit, total assets or net assets as documented in its audited consolidated financial statements for the most recent accounting year is accounted for by domestic companies; and
- (ii) the main parts of the issuer’s business activities are conducted in the PRC, or its main places of business are located in the PRC, or the senior managers in charge of its business operation and management are majority Chinese citizens or domiciled in the PRC.

According to the Overseas Offering and Listing Trial Measures, our Group fulfils criteria (i) and as advised by the CSRC, we are subject to the filing requirements of the CSRC. We are required to fulfil the filing procedure with the CSRC and submit the required filings within 3 business days after our application submission of this IPO. We submitted the initial filing documents to the CSRC on [date] and the CSRC published the notification on our completion of the required filing procedures on [date] for this IPO.

### (iii) Bursa Securities

Bursa Securities has, via its letter dated [date], resolved to [●] our Company’s expected level of public shareholding spread of at least [22.00]% upon our Listing, in compliance with Paragraph 8.02(1) of the Listing Requirements.

Bursa Securities had, vide its letter dated [date], [●] our admission to the Official List, our Listing and [the listing of and quotation for our new Shares to be issued upon exercise of the ESOS Options]. The approval from Bursa Securities is subject to the following conditions:-

Details of conditions imposed	Status of compliance
(i) [●]	[●]

## 2. INTRODUCTION (CONT'D)

### 2.2 Moratorium on our Shares

Pursuant to Paragraphs 5.29(a) and 5.30, Part II of the Equity Guidelines, our Shares directly held by the Moratorium Providers at the date of our Listing are subject to moratorium for a period of 6 months from the date of our Listing as set out below:-

Moratorium Providers	No. of Shares to be held under moratorium			
	Direct		Indirect	
	No. of Shares	(1)%	No. of Shares	(1)%
<b>Promoters / Specified Shareholders</b>				
Jeffrey Hwang	75,000,000	5.00	<sup>(2)</sup> 796,875,000	53.12
Brian Low	28,125,000	1.88	<sup>(3)</sup> 262,500,000	17.50
<b>Specified Shareholders</b>				
SQT Holdings	796,875,000	53.12	-	-
SQ Venture	262,500,000	17.50	-	-
Dato' Hwang Thean Long	1,000,000	0.07	-	-

**Notes:-**

- (1) Based on our enlarged issued share capital comprising 1,500,000,000 Shares after our IPO.
- (2) Deemed interested by virtue of his shareholding in SQT Holdings, applying Section 8(4) of the Act.
- (3) Deemed interested by virtue of his shareholding in SQ Venture, applying Section 8(4) of the Act.

Jeffrey Hwang and Brian Low, being the sole direct shareholders of SQT Holdings and SQ Venture, respectively, will not be permitted to sell, transfer, or assign any part of their respective shareholding interests in SQT Holdings and SQ Venture for a period of 6 months from the date of our Listing.

In addition, the Moratorium Providers have provided their written undertaking letters to the SC that they will not sell, transfer or assign any of their respective shareholdings in our Shares as at the date of our Listing for a period of 6 months from the date of our Listing.

The above moratorium, which is fully acknowledged and accepted by the Moratorium Providers, where applicable, will be specifically endorsed on the share certificates representing the entire shareholdings of our Promoters and Specified Shareholders to ensure that our Share Registrar does not register any transfer that contravenes the above moratorium restrictions.

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

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