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PROSPECTUS



WELL CHIP GROUP BERHAD

(Registration No. 202301014119 (1508041-A))
(Incorporated in Malaysia under the Companies Act, 2016)

INITIAL PUBLIC OFFERING ("IPO") OF 150,000,000 NEW ORDINARY SHARES IN WELL CHIP GROUP BERHAD ("WELL CHIP" OR "COMPANY") ("IPO SHARES") IN CONJUNCTION WITH THE LISTING OF WELL CHIP ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD COMPRISING:

- 30,000,000 NEW SHARES MADE AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;
- 45,000,000 NEW SHARES BY WAY OF PRIVATE PLACEMENT TO INSTITUTIONAL SELECTED INVESTORS; AND
- 75,000,000 NEW SHARES BY WAY OF PRIVATE PLACEMENT TO BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INVESTMENT, TRADE AND INDUSTRY

AT AN IPO PRICE OF RM[•] PER SHARE PAYABLE IN FULL UPON APPLICATION

Principal Adviser, Underwriter and Placement Agent

Kenanga

Kenanga Investment Bank Berhad

(Registration No. 197301002193 (15678-H))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

NO SECURITIES WILL BE ALLOTTED OR ISSUED BASED ON THIS PROSPECTUS AFTER 6 MONTHS FROM THE DATE OF THIS PROSPECTUS.

[THE SECURITIES COMMISSION MALAYSIA ("SC") HAS APPROVED THE ISSUE, OFFER OR INVITATION FOR THE OFFERING UNDER SECTION 214(1) OF THE CAPITAL MARKETS AND SERVICES ACT, 2007.]

THIS PROSPECTUS [HAS BEEN REGISTERED] BY THE SC. THE APPROVAL AND REGISTRATION OF THIS PROSPECTUS SHOULD NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS OUR OFFERING OR ASSUMES RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENT MADE, OPINION EXPRESSED OR REPORT CONTAINED IN THIS PROSPECTUS. THE SC HAS NOT, IN ANY WAY, CONSIDERED THE MERITS OF OUR SECURITIES BEING OFFERED FOR INVESTMENT.

THE SC IS NOT LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF THE COMPANY AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS, MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS, AND EXPRESSLY DISCLAIMS ANY LIABILITY FOR ANY LOSS THAT YOU MAY SUFFER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS.

INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.

FOR INFORMATION CONCERNING RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" COMMENCING ON PAGE 201.

THIS PROSPECTUS IS NOT TO BE DISTRIBUTED OUTSIDE MALAYSIA

THIS PROSPECTUS IS DATED [•]

All defined terms used in this Prospectus are defined under “Definitions” commencing on page v and “Presentation of Financial and Other Information” commencing on page xvi.

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.

Kenanga IB, being our Principal Adviser, Underwriter and Placement Agent, 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.

STATEMENTS OF DISCLAIMER

[Our Company has obtained the approval of Bursa Securities for our Listing.] Admission to the Official List of Bursa Securities is not to be taken as an indication of the merits of our IPO, our Company or our Shares.

This Prospectus, together with the Application Forms, have also been lodged with the Registrar of Companies, who takes no responsibility for its contents.

You should not take the agreement by the Underwriter named in this Prospectus to underwrite our IPO Shares as an indication of the merits of our Shares being offered.

OTHER STATEMENTS

You should note that you may seek recourse under Sections 248, 249 and 357 of the CMSA for breaches of securities laws including any statement in this Prospectus that is false, misleading, or from which there is a material omission; or for any misleading or deceptive act in relation to this Prospectus or the conduct of any other person in relation to our Company.

Our Shares are offered to the public on the premise of full and accurate disclosure of all material information concerning our IPO, for which any person set out in Section 236 of the CMSA, is responsible.

This Prospectus is prepared and published solely in connection with our IPO. Our Shares are offered solely in Malaysia on the basis of the information contained and representations made in this Prospectus. Our Company, Directors, Promoters, Principal Adviser, Underwriter and Placement Agent have not authorised anyone to provide any information or to make any representation not contained in this Prospectus. Any information or representation not contained in this Prospectus must not be relied upon as having been authorised by our Company, Directors, Promoters, Principal Adviser, Underwriter and Placement Agent, or any of their respective directors or any other persons involved in our IPO.

This Prospectus has been prepared in the context of an IPO under the laws of Malaysia. It does not comply with the laws of any jurisdiction other than Malaysia, and it has not been and will not be lodged, registered or approved under any applicable securities or equivalent legislation or by any regulatory authority of any jurisdiction other than Malaysia.

The distribution of this Prospectus and our IPO are subject to the laws of Malaysia. Accordingly, this Prospectus may not be used for the purpose of and does not constitute an offer for subscription or purchase or invitation to subscribe for or purchase of our Shares in any jurisdiction or in any circumstance in which such an offer is not authorised or is unlawful or to any person to whom it is unlawful to make such offer or invitation. The distribution of this Prospectus and the offering of our Shares in certain other jurisdictions may be restricted by law. Prospective investors who may be in possession of this Prospectus are required to inform themselves accordingly and to observe applicable restrictions.

We will not, prior to acting on any acceptance in respect of our IPO, make or be bound to make any enquiry as to whether you have a registered address in Malaysia and will not be deemed to accept any liability whether or not any enquiry or investigation is made in connection to it. We will further assume that you have accepted our IPO in Malaysia and will be subject to the laws of Malaysia in connection to it.

It will be your sole responsibility to ensure that your application for our IPO is in compliance with the terms of our IPO and will not be in contravention of any laws of countries or jurisdictions other than Malaysia to which you may be subjected to. It will also be your sole responsibility to consult your legal and/or other professional adviser on the laws to which our IPO or you are or might be subjected to. Neither we nor our Principal Adviser, Underwriter, Placement Agent nor any other advisers in relation to our IPO will accept any responsibility or liability in the event that any application made by you shall become illegal, unenforceable, avoidable or void in any country or jurisdiction.

However, we reserve the right, in our absolute discretion, to treat any acceptance as invalid if we believe that such acceptance may violate any law or applicable legal or regulatory requirements.

ELECTRONIC PROSPECTUS/INTERNET SHARE APPLICATION

This Prospectus can also be viewed or downloaded from Bursa Securities' website at www.bursamalaysia.com. The contents of the Electronic Prospectus and the copy of this Prospectus registered with the SC are the same.

The internet is not a fully secure medium. Your Internet Share Application may be subject to risks in data transmission, computer security threats such as viruses, hackers and crackers, faults with computer software and other events beyond the control of the Internet Participating Financial Institutions. These risks cannot be borne by the Internet Participating Financial Institutions.

If you doubt the validity or integrity of the Electronic Prospectus, you should immediately request a paper/printed copy of this Prospectus from us or the Issuing House. If there is any discrepancy between the contents of the Electronic Prospectus and the contents of the paper/printed copy of this Prospectus, the contents of the paper/printed copy of this Prospectus, which are identical to the copy of the Prospectus registered with the SC, shall prevail.

In relation to any reference in this Prospectus to third party internet sites ("**Third-Party Internet Sites**"), whether by way of hyperlinks or by way of description of the Third-Party Internet Sites, you acknowledge and agree that:

- (i) we and our Principal Adviser do not endorse and are not affiliated in any way to the Third-Party Internet Sites. Accordingly, we are not responsible for the availability of, or the content or any data, information, file or other material provided on the Third-Party Internet Sites. You shall bear all risks associated with the access to or use of the Third-Party Internet Sites;
- (ii) we and our Principal Adviser are not responsible for the quality of products or services in the Third-Party Internet Sites, particularly in fulfilling any of the terms of your agreements with the Third-Party Internet Sites. We and our Principal Adviser are also not responsible for any loss or damage or cost that you may suffer or incur in connection with or as a result of dealing with the Third-Party Internet Sites or the use of or reliance on any data, information, file or other material provided by the Third-Party Internet Sites; and
- (iii) any data, information, file or other material downloaded from the Third-Party Internet Sites is done at your own discretion and risk. We and our Principal Adviser are not responsible, liable or under obligation for any damage to your computer system or loss of data resulting from the downloading of any such data, information, file or other material.

Where an Electronic Prospectus is hosted on the website of the Internet Participating Financial Institution, you are advised that:

- (i) the Internet Participating Financial Institution is only liable in respect of the integrity of the contents of the Electronic Prospectus, to the extent of the contents of the Electronic Prospectus on the web server of the Internet Participating Financial Institutions which may be viewed via your web browser or other relevant software. The Internet Participating Financial Institution is not responsible for the integrity of the contents of the Electronic Prospectus which has been obtained from the web server of the Internet Participating Financial Institution and subsequently communicated or disseminated in any manner to you or other parties;
- (ii) while all reasonable measures have been taken to ensure the accuracy and reliability of the information provided in the Electronic Prospectus, the accuracy and reliability of the Electronic Prospectus cannot be guaranteed the internet is not a fully secure medium; and
- (iii) the Internet Participating Financial Institution is not liable (whether in tort or contract or otherwise) for any loss, damage or costs that you or any other person may suffer or incur due to, as a consequence of or in connection with any inaccuracies, changes, alterations, deletions or omissions in respect of the information provided in the Electronic Prospectus which may arise in connection with or as a result of any fault with web browsers or other relevant software, any fault on your or any third party's personal computer, operating system or other software, viruses or other security threats, unauthorised access to information or systems in relation to the website of the Internet Participating Financial Institution, and/or problems occurring during data transmission which may result in inaccurate or incomplete copies of information being downloaded or displayed on your personal computer.

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INDICATIVE TIMELINE

An indicative timetable of our IPO is set out below:

Events	Time and/or date
Opening of the Application for our IPO	10.00 a.m., [●]
Closing of Application for our IPO	5.00 p.m., [●]
Balloting of Application for our IPO	[●]
Allotment of our IPO Shares to successful applicants	[●]
Listing on the Main Market of Bursa Securities	[●]

In the event there is any change to the timetable, we will advertise a notice of change in a widely circulated English and Bahasa Malaysia daily newspapers in Malaysia, and announce it on Bursa Securities.

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DEFINITIONS

The following terms shall apply throughout this Prospectus unless the term is defined otherwise or the context requires otherwise:

Acquisition	: The acquisition by our Company of the entire equity interest of the Target Companies, as further described in Section 6 of this Prospectus
Act	: Companies Act 2016
ADA	: Authorised Depository Agent
Admission	: Admission of our Shares to the Official List of the Main Market of Bursa Securities
AGM	: Annual general meeting
AMLA 2001	: Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001
Application	: Application for our IPO Shares by way of Application Form, Electronic Share Application or Internet Share Application
Application Form	: Application form for the application of the IPO Shares accompanying this Prospectus
ATM	: Automated teller machine
Auditors or Reporting Accountants or RSM	: RSM Malaysia PLT
Authorised Financial Institution	: Authorised financial institution participating in the Internet Share Application in respect of the payment for our IPO Shares
BNM	: Bank Negara Malaysia
Board	: Board of Directors of our Company
Bursa Depository	: Bursa Malaysia Depository Sdn. Bhd. (Registration No. 198701006854 (165570-W))
Bursa Securities	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
CAGR	: Compound annual growth rate
Cash Capital	: Capital in cash for our Group's disbursement of pawn loans
CCC or CFO	: Certificate of completion and compliance or certificate of fitness for occupation
CCM	: Companies Commission of Malaysia
CDS	: Central Depository System
CMSA	: Capital Markets and Services Act 2007

DEFINITIONS *(Cont'd)*

Constitution	:	Constitution of our Company
COVID-19	:	Coronavirus disease 2019, an infectious respiratory disease which first broke out in 2019 and was declared as pandemic affecting many countries globally by the World Health Organisation in 2020. Subsequently in May 2023, the World Health Organisation has declared an end to this global health emergency
Depositor	:	A holder of a Securities Account
Director(s)	:	Director(s) of our Company
Disposal of Swift Paragon	:	Disposal of 2,000,000 ordinary shares in Swift Paragon, representing the entire equity interest of Swift Paragon, by SYT Pavilion to VMM Holdings, which was completed on 28 June 2023
EBITDA	:	Earnings before interest, taxation, depreciation and amortisation
EIS	:	Employee Insurance System
Electronic Prospectus	:	A copy of this Prospectus that is issued, circulated or disseminated via the internet and/or an electronic storage medium including, but not limited to, CD-ROMs (Compact Disc - Read Only Memory)
Electronic Share Application	:	Application for our IPO Shares through a Participating Financial Institution's ATM
EPF	:	Employees Provident Fund, also known as Kumpulan Wang Simpanan Pekerja (KWSP)
EPS	:	Earnings per Share
Equity Guidelines	:	Equity Guidelines issued by the SC
ESG	:	Environmental, social and governance
FPE	:	Financial period ended/ending 30 June, as the case may be
FMCO	:	Full movement control order issued by the Government under the Prevention and Control of Infectious Disease Act, 1988 and the Police Act, 1967 as a preventive measure to curb the spread of COVID-19 in Malaysia effective from 12 May 2021
FYE	:	Financial year ended/ending 31 December, as the case may be
Government or Malaysian Government	:	Government of Malaysia
GP	:	Gross profit
IFRS	:	International Financial Reporting Standards issued by the International Accounting Standards Board
IMR Report	:	Independent market research report titled "Pawnbroking Industry in Malaysia and an Overview of the Gold and Jewellery Market" dated 14 November 2023 prepared by Protégé

DEFINITIONS (Cont'd)

IMR or Protégé	:	Protégé Associates Sdn. Bhd. (Registration No. 200401037256 (675767-H)), our independent market researcher
Institutional Offering	:	Offering of 120,000,000 IPO Shares at the IPO Price subject to clawback and reallocation provisions as set out in Section 4.3.1 of this Prospectus, to be allocated in the following manner: <ul style="list-style-type: none"> (i) 45,000,000 IPO Shares to institutional and selected investors; and (ii) 75,000,000 IPO Shares to Bumiputera investors approved by the MITI
Internet Participating Financial Institution(s)	:	Participating financial institution(s) for the Internet Share Application
Internet Share Application	:	Application for our IPO Shares through an Internet Participating Financial Institution
IPO	:	Initial public offering of our IPO Shares in conjunction with our Listing
IPO Price	:	Indicative issue price of RM[●] per IPO Share
IPO Shares	:	150,000,000 new Shares to be issued by our Company pursuant to our IPO
Issuing House	:	Malaysian Issuing House Sdn. Bhd. (Registration No.199301003608 (258345- X))
IT	:	Information technology
Kenanga IB or Principal Adviser or Underwriter or Placement Agent	:	Kenanga Investment Bank Berhad (Registration No. 197301002193 (15678-H))
Key Management	:	Key management of our Group, whose profiles are set out in Section 5.4.2 of this Prospectus
KPKT	:	Kementerian Pembangunan Kerajaan Tempatan (Ministry of Local Government Development of Malaysia)
LAT	:	Loss after taxation
Listing	:	Listing of and quotation for our entire enlarged issued Shares on the Main Market of Bursa Securities
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	[16 October 2023], being the latest practicable date prior to the registration of this Prospectus with the SC
Malaysian Public	:	Malaysian citizens and companies, co-operatives, societies and institutions incorporated or organised under the laws of Malaysia
Market Day	:	Any day on which Bursa Securities is open for trading in securities
MCCG	:	Malaysian Code on Corporate Governance

DEFINITIONS *(Cont'd)*

MCO 1.0	:	Movement control order issued by the Government under the Prevention and Control of Infectious Disease Act, 1988 and the Police Act, 1967 as a preventive measure to curb the spread of COVID-19 in Malaysia effective from 18 March 2020
MFRS	:	Malaysian Financial Reporting Standards issued by the Malaysian Accounting Standards Board
MIA	:	Malaysian Institute of Accountants
MITI	:	Ministry of Investment, Trade and Industry of Malaysia
MyIPO	:	Intellectual Property Corporation of Malaysia
MyKad	:	Compulsory identity card for all Malaysians aged 12 and above
NA	:	Net assets
Official List	:	A list specifying all securities listed on Bursa Securities
PA 1972	:	Pawnbrokers Act 1972, including the ancillary regulations and guidelines
Participating Financial Institution(s)	:	A participating financial institution(s) for the Electronic Share Application
PAT	:	Profit after taxation
PBT	:	Profit before taxation
PE Multiple	:	Price-to-earnings multiple
Period Under Review	:	Collectively, the FYE 2020, FYE 2021, FYE 2022 and FPE 2023
Pre-IPO Restructuring	:	Restructuring exercise involving the Disposal of Swift Paragon and the Acquisition
Price Determination Date	:	[●]
Promoters	:	Collectively, Yeah Hiang Nam, Tan Hong Yee, Yeah Chia Kai, Yeah Chia Wei, Yeah Lee Ching, Ng Hooi Lang and Tang Soo Yen
Prospectus	:	This Prospectus dated [●] issued by our Company
Public Issue	:	Public issue of 150,000,000 IPO Shares at the IPO Price by our Company
Purchase Consideration	:	Purchase consideration of RM171,646,606 in relation to the Acquisition
Record of Depositors	:	A record of securities holders established by Bursa Depository in accordance with the Rules of Bursa Depository
Related Parties Loans	:	Loans extended by related parties (related companies, shareholders and directors) of our Group mainly as Cash Capital for the disbursement of pawn loans

DEFINITIONS (Cont'd)

Retail Offering	:	Retail offering of new IPO Shares comprising 30,000,000 new IPO Shares made available for application by the Malaysian Public at the IPO Price, subject to the clawback and reallocation provisions set out in Section 4.3.1 of this Prospectus
RM and sen	:	Ringgit Malaysia and sen, the lawful currency of Malaysia
ROC	:	Registrar of Companies
RPT	:	Related party transaction(s)
Rules of Bursa Depository	:	The rules of Bursa Depository as issued under the SICDA
SC	:	Securities Commission Malaysia
Share Registrar or Boardroom	:	Boardroom Share Registrars Sdn Bhd (Registration No.199601006647 (378993-D))
Securities Account or CDS Account	:	An account established by Bursa Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor
SGD	:	Singapore Dollars, the lawful currency of Singapore
SGX	:	Singapore Exchange Securities Trading Limited
SICDA	:	Securities Industry (Central Depositories) Act 1991
Singapore	:	The Republic of Singapore
SOCISO	:	Social Security Organisation, Malaysia, also known as PERKESO (Pertubuhan Keselamatan Sosial)
SOP(s)	:	Standard operating procedure(s)
Specified Shareholders	:	Collectively, VMM Holdings, VYN Holdings, Yeah Hiang Nam, Tan Hong Yee, Yeah Chia Kai, Yeah Lee Ching, Yeah Chia Wei, Yeo Mooi Huang and Chua Swee Heong
Swift Paragon	:	Swift Paragon Sdn. Bhd. (Registration No. 201401037529 (1113674-K))
sq.m.	:	square meter
strong room	:	A secure room constructed within each pawnshop with features such as reinforced concrete walls, vault door, safe cabinets which are used to store cash and pledges for safekeeping
Target Companies	:	Collectively, SYT Pavilion, Thye Shing Pawnshop, KE Well Chip and KP Well Chip
USD	:	United States Dollar, the lawful currency of the United States of America
Underwriting Agreement	:	Underwriting agreement dated [●] entered into between our Company and our Underwriter for the underwriting of 30,000,000 IPO Shares under the Retail Offering

DEFINITIONS *(Cont'd)*

ValueMax Group	:	ValueMax Group Limited and its group of companies
ValueMax Group Limited	:	ValueMax Group Limited (UEN No. 200307530N), a public limited company incorporated in accordance with the laws of Singapore, with its entire issued share capital listed on SGX
ValueMax Pawnbroking System	:	A suite of software and data management system utilised by the Group to facilitate its pawnbroking operations and retail and trading of gold and jewellery business, including flagging of suspicious transactions, recording of pawn transactions and customer data, storage management, renewal of pawn loans through website and mobile application, cash management, data analytics system and point-of-sale system used by the retail and trading of jewellery and gold segment
Vendors	:	Collectively, the shareholders of SYT Pavilion, Thye Shing Pawnshop, KE Well Chip and KP Well Chip
Vendors' Nominee	:	VYN Holdings, being nominated as the recipient of our Shares pursuant to the Acquisition
VMM Holdings	:	VMM Holdings Sdn. Bhd. (Registration No. 201301007454 (1037295-D))
VYN Holdings	:	VYN Holdings Sdn. Bhd. (Registration No. 202301012805 (1506727-P))
Well Chip or Company	:	Well Chip Group Berhad (Registration No. 202301014119 (1508041-A))
Well Chip Group or Group	:	Collectively, Well Chip and our subsidiaries
Well Chip Shares or Shares	:	Ordinary shares in our Company
Yeah Holdings	:	Yeah Holdings Pte. Ltd. (UEN No. 201227861E), a private limited company incorporated in accordance with the laws of Singapore

Our subsidiaries

KE Well Chip	:	Kedai Emas Well Chip Sdn. Bhd. (Registration No. 200901029740 (872846-W))
KP Well Chip	:	Kedai Pajak Well Chip Sdn. Bhd. (Registration No. 200601004113 (723860-V))
SYT Pavilion	:	SYT Pavilion Sdn. Bhd. (Registration No. 201101036288 (964422-M))
Thye Shing Pawnshop	:	Thye Shing Pawnshop Sdn. Bhd. (Registration No. 201001005926 (890545-A))

DEFINITIONS *(Cont'd)***Subsidiaries of SYT Pavilion**

PG Berlian	:	Pajak Gadai Berlian Sdn. Bhd. (Registration No. 201301041812 (1071636-K))
PG Bintang	:	Pajak Gadai Bintang Sdn. Bhd. (Registration No. 201101034500 (962633-V))
PG Cahaya Damai	:	Pajak Gadai Cahaya Damai Sdn. Bhd. (Registration No. 201801007631 (1269645-T))
PG Delima	:	Pajak Gadai Delima Sdn. Bhd. (Registration No. 201901020499 (1329828-X))
PG Fajar Tebrau	:	Pajak Gadai Fajar Tebrau Sdn. Bhd. (Registration No. 201401028149 (1104235-D))
PG Jubli Intan	:	Pajak Gadai Jubli Intan Sdn. Bhd. (Registration No. 201801004945 (1266959-U))
PG Grand Chip	:	Pajak Gadai Grand Chip Sdn. Bhd. (Registration No. 201301041813 (1071637-U))
PG Mutiara Pesona	:	Pajak Gadai Mutiara Pesona Sdn. Bhd. (Registration No. 201801007637 (1269651-K))
PG Nilam	:	Pajak Gadai Nilam Sdn. Bhd. (Registration No. 201901020501 (1329830-T))
PG Rubi Kristal	:	Pajak Gadai Rubi Kristal Sdn. Bhd. (Registration No. 201801004950 (1266964-D))
PG Shinegold	:	Pajak Gadai Shinegold Sdn. Bhd. (Registration No. 201301040088 (1069911-A))
PG Well Chip (1)	:	Pajak Gadai Well Chip (1) Sdn. Bhd. (Registration No. 202001029215 (1385535-A))
PG Well Chip (2)	:	Pajak Gadai Well Chip (2) Sdn. Bhd. (Registration No. 202001029214 (1385534-D))
PG Well Chip (3)	:	Pajak Gadai Well Chip (3) Sdn. Bhd. (Registration No. 202001029223 (1385543-X))
PG Well Chip (4)	:	Pajak Gadai Well Chip (4) Sdn. Bhd. (Registration No. 202101034280 (1434580-X))
PG Well Chip (6)	:	Pajak Gadai Well Chip (6) Sdn. Bhd. (Registration No. 202101034274 (1434574-M))
Well Chip (5)	:	Well Chip (5) Sdn. Bhd. (Registration No. 202101034273 (1434573-P))
Well Chip (7)	:	Well Chip (7) Sdn. Bhd. (Registration No. 202201033771 (1479468-X))
Well Chip (8)	:	Well Chip (8) Sdn. Bhd. (Registration No. 202201033769 (1479466-H))

DEFINITIONS *(Cont'd)*

Well Chip (9)	:	Well Chip (9) Sdn. Bhd. (Registration No. 202201033768 (1479465-M))
Well Chip (10)	:	Well Chip (10) Sdn. Bhd. (Registration No. 202201033773 (1479470-T))
Well Chip (11)	:	Well Chip (11) Sdn. Bhd. (Registration No. 202201033767 (1479464-P))
Well Chip (12)	:	Well Chip (12) Sdn. Bhd. (Registration No. 202301018662 (1512584-K))
Well Chip (13)	:	Well Chip (13) Sdn. Bhd. (Registration No. 202301018665 (1512587-D))

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

All references to “Well Chip” or “our Company” are to Well Chip Group Berhad. All references to “Well Chip Group” or “our Group” are to our Company and our subsidiaries taken as a whole. All references to “we”, “us”, “our” and “ourselves” are to our Company and where the context requires, our Group. All references to “you” are to our prospective investors. Unless the context otherwise requires, references to “Management” are to our Executive Directors and Key Management as at the date of this Prospectus, and statements as to our beliefs, expectations, estimates and opinions are those of our Management.

The words “approximately” used in this Prospectus is to indicate that the number is not an exact one, but that number is usually rounded off to the nearest thousandth or millionth, or one decimal place. Any discrepancies in the tables between the amounts listed and the totals in this Prospectus are due to rounding adjustments.

Certain abbreviations and acronyms used are defined in the “Definitions” section of this Prospectus. Words denoting the singular shall, where applicable, include the plural and *vice versa*. Words denoting the masculine gender shall, where applicable, include the feminine and neuter gender and *vice versa*. Reference to persons shall, where applicable, include companies and corporations.

Any reference to provisions of the statutes, rules, regulations, enactments or rules of stock exchange shall (where the context admits), be construed as a reference to provisions of such statutes, rules, regulations, enactments or rules of stock exchange (as the case may be) as modified by any written law or (if applicable) amendments or re-enactments to the statutes, rules, regulations, enactments or rules of stock exchange for the time being in force.

In this Prospectus, references to “Government” are to the Government of Malaysia, and references to “RM” and “sen” are to the lawful currency of Malaysia.

All reference to a time or date shall be a reference to a time or date in Malaysia, unless otherwise stated.

Any reference to the “LPD” in this Prospectus is to 16 October 2023, being the latest practicable date prior to the registration of this Prospectus with the SC.

The information on our website or any website, directly or indirectly, linked to our website does not form part of this Prospectus and should not be relied upon.

This Prospectus includes statistical data provided by us and various third parties and cites third-party projections regarding the growth and performance of the industry in which we operate and our estimated market share. This data is taken or derived from information published by industry sources and from our internal data. In each of such case, the source is stated in this Prospectus, provided that where no source is stated, it can be assumed that the information originates from us or is extracted from the IMR as included in **Section 8** of this Prospectus. We have appointed Protégé to provide an independent market and industry review. In compiling its data for the review, Protégé had relied on its research methodology, industry sources, published materials, its private databanks and direct contacts within the industry.

Further, third-party projections cited in this Prospectus are subject to significant uncertainties that could cause actual data to differ materially from the projected figures. We cannot give any assurance that the projected figures will be achieved and you should not place undue reliance on the statistical data and third-party projections cited in this Prospectus.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Furthermore, EBITDA is not a measure of our financial performance or liquidity under the IFRS and MFRS and should not be considered as an alternative to net income, operating income or any other performance measures derived in accordance with the IFRS or MFRS or as an alternative to cash flows from operating activities or as a measure of liquidity. In addition, EBITDA is not a standardised term, and hence, a direct comparison of EBITDA between companies may not be possible. Other companies may calculate EBITDA differently from us, limiting its usefulness as a comparative measure.

We believe that EBITDA may facilitate comparisons of operating performance from period to period and company to company by eliminating potential differences caused by variations in capital structures (affecting interest expense and finance charges), tax positions (such as the impact on periods or companies of changes in effective tax rates or net operating losses), the age and booked depreciation and amortisation of assets (affecting relative depreciation and amortisation expenses). EBITDA has been presented because we believe that it is frequently used by securities analysts, investors and other interested parties in evaluating similar companies, many of whom present such non-IFRS and non-MFRS financial measures when reporting their results. Finally, EBITDA is presented as a supplemental measure of our ability to service debt. Nevertheless, EBITDA has limitations as an analytical tool, and prospective investors should not consider it in isolation from or as a substitute for analysis of our financial condition or results of operations, as reported under the IFRS and MFRS. Due to these limitations, EBITDA should not be considered as a measure of discretionary cash available to invest in the growth of our business.

If there are any discrepancies or inconsistencies between the English and Malay versions of this Prospectus, the English version shall prevail.

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FORWARD LOOKING STATEMENTS

This Prospectus contains forward-looking statements. All statements other than statements of historical facts included in this Prospectus, including, without limitation, those regarding our financial position, business strategies and prospects are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements, or industry results expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Such forward-looking statements reflect our current view with respect to future events and are not a guarantee of future performance.

Forward-looking statements can be identified by the use of forward-looking terminology such as the words “may”, “will”, “would”, “could”, “believe”, “expect”, “anticipate”, “intend”, “estimate”, “aim”, “plan”, “forecast” or similar expressions and include all statements that are not historical facts. Such forward-looking statements include, without limitation, statements relating to:

- (i) our business strategies and potential growth opportunities;
- (ii) our future plans and objectives;
- (iii) our future financial position, earnings, cash flows and liquidity;
- (iv) the demand for our services, trends and competitive position; and
- (v) the regulatory environment and the effects of future regulation;

Our actual results may differ materially from information contained in such forward-looking statements as a result of a number of factors beyond our control, including, without limitation:

- (i) demand of our customers;
- (ii) general economic, business, social, political and investment environment in Malaysia and globally;
- (iii) interest rates, tax rates and exchange rates;
- (iv) competitive environment in the industry in which we operate;
- (v) reliance on approvals and licences;
- (vi) fixed and contingent obligations and commitments; and
- (vii) the continuation of the existing financing facilities and the availability of any new financing facilities.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed in **Section 9** of this Prospectus on “Risk Factors” and **Section 12.3** of this Prospectus on “Management’s Discussion and Analysis of Financial Condition and Results of Operations”. We cannot give any assurance that the forward-looking statements made in this Prospectus will be realised. Such forward-looking statements are made only as at the LPD.

FORWARD LOOKING STATEMENTS *(Cont'd)*

In light of these uncertainties, the inclusion of such forward-looking statements should not be regarded as a representation or warranty by us or our advisers that such plans and objectives will be achieved.

Should we become aware of any subsequent material change or development affecting a matter disclosed in this Prospectus arising from the date of registration of this Prospectus but before the date of allotment/transfer of the IPO Shares, we will further issue a supplemental or replacement prospectus, as the case may be, in accordance with the provisions of Section 238(1) of the CMSA and Paragraph 1.02, Chapter 1 of Part II (Division 6 on Supplementary and Replacement Prospectus) of the Prospectus Guidelines issued by the SC.

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