**NOTICE ACCOMPANYING THE ELECTRONIC PROSPECTUS OF SKYECHIP BERHAD ("SKYECHIP" OR "COMPANY") DATED 29 APRIL 2026 ("ELECTRONIC PROSPECTUS")**

*(Unless otherwise indicated, specified or defined in this notice, the definitions in the Electronic Prospectus shall apply throughout this notice)*

**Website**

The Electronic Prospectus can be viewed or downloaded from Bursa Malaysia Securities Berhad's ("**Bursa Securities**") website at www.bursamalaysia.com ("**Website**").

**Availability and Location of Printed Prospectus**

Any applicant in doubt concerning the validity or integrity of the Electronic Prospectus should immediately request a paper/printed copy of the Prospectus directly from the Company or the Issuing House, Malaysian Issuing House Sdn Bhd. Alternatively, the applicant may obtain a paper/printed copy of the Prospectus, subject to availability, from participating organisations of Bursa Securities, members of the Association of Banks in Malaysia and members of the Malaysian Investment Banking Association.

Prospective investors should note that the Application Forms are not available in electronic format.

**Jurisdictional Disclaimer**

The IPO and the distribution of the Electronic Prospectus are subject to the laws of Malaysia. The Electronic Prospectus will not be distributed outside Malaysia. Bursa Securities, the Company, the Promoters, the Principal Adviser, the Lead Bookrunner, the Joint Bookrunner, the Managing Underwriter and the Joint Underwriter named in the Electronic Prospectus have not authorised and take no responsibility for the distribution of the Electronic Prospectus outside Malaysia. No action has been taken to permit any offering of the IPO Shares based on the Electronic Prospectus in any jurisdiction other than Malaysia. The Electronic Prospectus may not be used for the purpose of and does not constitute an offer for the subscription or purchase of, or an invitation to subscribe for or purchase, the IPO Shares to any person outside Malaysia or in any jurisdiction or in any circumstance in which such an offer is not authorised or lawful or to any person to whom it is unlawful to make such offer or invitation. Prospective applicants who may be in possession of the Electronic Prospectus are required to take note, to inform themselves, and to observe such restrictions.

**Close of Application**

Applications for the IPO Shares offered under the Retail Offering will open at 10.00 a.m. on 29 April 2026 and will close at 5.00 p.m. on 6 May 2026. Any change to the timetable will be advertised by SkyeChip in widely circulated English and Bahasa Malaysia daily newspapers within Malaysia. The Electronic Prospectus made available on the Website after the closing of the application period is made available solely for informational and archiving purposes. No securities will be allotted or issued on the basis of the Electronic Prospectus after the closing of the application period.

**Persons Responsible for the Internet Site in which the Electronic Prospectus is Posted**

The Electronic Prospectus which is accessible at the Website is owned by Bursa Securities, being the stock exchange the Company is seeking listing on. Users' access to the Website and the use of the contents of the Website and/or any information in whatsoever form arising from the Website shall be conditional upon acceptance of the terms and conditions of use as contained on the Website. The contents of the Electronic Prospectus as provided by the Company to Bursa Securities, are for informational and archiving purposes only and are not intended to provide investment advice of any form or kind, and shall not at any time be relied upon as such.




SKYECHIP BERHAD

PROSPECTUS

# PROSPECTUS

THIS PROSPECTUS IS DATED 29 APRIL 2026

SKYECHIP
Accelerating Computing

## SKYECHIP BERHAD

(Registration No. 201901014484 (1323812-D))
(Incorporated in Malaysia under the Companies Act 2016)

**INITIAL PUBLIC OFFERING ("IPO") OF 400,000,000 ORDINARY SHARES IN SKYECHIP BERHAD ("SKYECHIP" OR "COMPANY") ("IPO SHARES") IN CONJUNCTION WITH THE LISTING OF AND QUOTATION FOR THE ENTIRE ENLARGED ISSUED ORDINARY SHARES IN SKYECHIP ("SKYECHIP SHARES" OR "SHARES") ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD COMPRISING A PUBLIC ISSUE OF 400,000,000 NEW SHARES INVOLVING:**

**(I) INSTITUTIONAL OFFERING OF 264,672,800 IPO SHARES TO INSTITUTIONAL AND SELECTED INVESTORS AT THE INSTITUTIONAL PRICE TO BE DETERMINED BY WAY OF BOOKBUILDING ("INSTITUTIONAL PRICE"); AND**

**(II) RETAIL OFFERING OF 135,327,200 IPO SHARES TO THE DIRECTORS OF SKYECHIP, ELIGIBLE EMPLOYEES OF SKYECHIP AND ITS SUBSIDIARIES ("GROUP"), PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF THE GROUP AND THE MALAYSIAN PUBLIC AT THE RETAIL PRICE OF RM0.88 PER IPO SHARE ("RETAIL PRICE"), PAYABLE IN FULL UPON APPLICATION AND SUBJECT TO REFUND OF THE DIFFERENCE BETWEEN THE RETAIL PRICE AND THE FINAL RETAIL PRICE (AS DEFINED IN THIS PROSPECTUS) IN THE EVENT THAT THE FINAL RETAIL PRICE IS LESS THAN THE RETAIL PRICE,**

**SUBJECT TO THE CLAWBACK AND REALLOCATION PROVISIONS.**

**THE FINAL RETAIL PRICE WILL BE EQUAL TO THE LOWER OF:**

**(A) THE RETAIL PRICE; OR**

**(B) THE INSTITUTIONAL PRICE.**

**Principal Adviser, Lead Bookrunner, Joint Bookrunner, Managing Underwriter and Joint Underwriter**

Maybank Investment Bank
**Company Registration No. 197301002412**
(A Participating Organisation of Bursa Malaysia Securities Berhad)

**Joint Bookrunner and Joint Underwriter**

CIMB

**CIMB Investment Bank Berhad**
(Registration No. 197401001266 (18417-M))

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

**THE SC HAS APPROVED OUR IPO UNDER SECTION 214(1) OF THE CAPITAL MARKETS AND SERVICES ACT 2007.**

**THIS PROSPECTUS HAS BEEN REGISTERED BY THE SC. THE APPROVAL OF OUR IPO AND REGISTRATION OF THIS PROSPECTUS, SHOULD NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS OUR IPO 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 SHARES BEING OFFERED FOR INVESTMENT.**

**THE SC IS NOT LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF OUR 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 56.**

**LISTING SOUGHT: MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD.**

**THIS PROSPECTUS IS NOT TO BE DISTRIBUTED OUTSIDE MALAYSIA.**

All defined terms used in this Prospectus are defined under "Presentation of Financial and Other Information" commencing on page viii, "Definitions" commencing on page xii and "Glossary of Technical Terms" commencing on page xx.

**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 that 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 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.

It is to be noted that the role of CIMB IB in our IPO is limited to being the Joint Bookrunner for the Institutional Offering and Joint Underwriter for the Retail Offering.

**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 ROC, who takes no responsibility for its contents.

You should rely on your own evaluation to assess the merits and risks of your investment. If you are in any doubt as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant, or other professional advisers immediately.

**OTHER STATEMENTS**

Investors should note that they 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.

Our Shares are classified as Shariah-compliant by the SAC. This classification remains valid from the date of issue of this Prospectus until the next Shariah compliance review undertaken by the SAC. The new status is released in the updated list of Shariah-compliant securities, on the last Friday of May and November.

Investors should not take the agreement by the Managing Underwriter and Joint Underwriters named in this Prospectus to underwrite our Shares under the Retail Offering as an indication of the merits of our Shares being offered.

This Prospectus is published solely in connection with our IPO. Our Shares are being offered solely in Malaysia on the basis of the information contained and representations made in this Prospectus. Our Company, our Promoters, the Principal Adviser, Lead Bookrunner, Joint Bookrunners, Managing Underwriter and Joint Underwriters 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, our Promoters, the Principal Adviser, Lead Bookrunner, Joint Bookrunners, Managing Underwriter and Joint Underwriters or any of their respective directors, or any other persons involved in our IPO.

The distribution of this Prospectus and our IPO are subject to the laws of Malaysia. This Prospectus has not been and will not be made to comply with the laws of any jurisdiction other than Malaysia, and has not been and will not be lodged, registered or approved pursuant to any applicable securities or equivalent legislation or by any regulatory authority or other relevant body of any jurisdiction other than 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 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 Promoters, the Principal Adviser, Lead Bookrunner, Joint Bookrunners, Managing Underwriter and Joint Underwriters 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 of 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 or Participating Securities Firms. These risks cannot be borne by the Internet Participating Financial Institutions or Participating Securities Firms.

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 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 bear all risks associated with the access to or use of the Third-Party Internet Sites;

(ii) we 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 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 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 Institutions or Participating Securities Firms, you are advised that:

(i) the Internet Participating Financial Institutions or Participating Securities Firms are 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 or Participating Securities Firms which may be viewed via your web browser or other relevant software. The Internet Participating Financial Institutions or Participating Securities Firms are 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 Institutions or Participating Securities Firms 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 because the internet is not a fully secure medium; and

(iii) the Internet Participating Financial Institutions or Participating Securities Firms are 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 Institutions or Participating Securities Firms, 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.

## INDICATIVE TIMETABLE

The following events are intended to take place on the following indicative time and/or date:

| Event | Time and/or date |
|---|---|
| Opening of the Institutional Offering[(1)] | 29 April 2026 |
| Issuance of the Prospectus/Opening of the Retail Offering | 10.00 a.m., 29 April 2026 |
| Closing of the Retail Offering | 5.00 p.m., 6 May 2026 |
| Closing of the Institutional Offering | 7 May 2026 |
| Price Determination Date | 8 May 2026 |
| Balloting of applications for our IPO Shares under the Retail Offering | 8 May 2026 |
| Allotment of our IPO Shares to successful applicants | 18 May 2026 |
| Listing | 20 May 2026 |

***Note:***

*(1)* *Other than the Institutional Offering to the Cornerstone Investors. The Master Cornerstone Placement Agreement for the subscription of our IPO Shares by the Cornerstone Investors was entered into on 13 April 2026.*

In the event there is any change to the timetable, we will advertise the notice of changes in widely circulated English and Bahasa Malaysia daily newspapers in Malaysia and make an announcement on the website of Bursa Securities.

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## PRESENTATION OF FINANCIAL AND OTHER INFORMATION

All references to "SkyeChip" or "our Company" are to SkyeChip Berhad. All references to "SkyeChip 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 otherwise requires, our Group.

All references to the "Promoters" are to Dato' Fong Swee Kiang and Teh Chee Hak.

All references to "you" are to our prospective investors.

Certain numbers presented in this Prospectus have been rounded off to the nearest hundredth or one (1) decimal place. Any discrepancies in the tables between the amounts listed and the totals in this Prospectus are due to rounding adjustments.

Other abbreviations and acronyms used in this Prospectus are defined in the "Definitions" section and technical terms used in this Prospectus are defined in the "Glossary of Technical Terms" section. Words denoting the singular will, where applicable, include the plural and *vice versa* and words denoting the masculine gender will, where applicable, include the feminine and/or neuter gender and *vice versa*. Reference to persons will, 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 the 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.

Any 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 31 March 2026, 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 you should not rely on those information for the purposes of your decision whether or not to invest in our Shares.

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 Report as included in Section 8 of this Prospectus. We have appointed Vital Factor to provide an independent market and industry review. In compiling its data for the review, Vital Factor 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.

For the purpose of this Prospectus, EBITDA is calculated as our profit for the relevant financial year plus (i) tax expense; (ii) finance costs; (iii) depreciation and amortisation, less (iv) interest income.

**PRESENTATION OF FINANCIAL AND OTHER INFORMATION** *(Cont'd)*

EBITDA and the related ratios presented in this Prospectus are supplemental measures of our performance and liquidity that are not required by or presented in accordance with the IFRS and MFRS. 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), and 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.

## 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, 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 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 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 products and services, trends and competitive position; and

(v) the changes to the regulatory environment in the industry and markets in which we operate.

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) activities and financial position of our customers, suppliers and business partners;

(ii) general economic, business, social, political and investment environment in Malaysia and in countries where we operate or source our products and globally;

(iii) interest rates, tax rates, finance costs and exchange rates;

(iv) competitive environment in the industry in which we operate;

(v) reliance on approvals, permits and licences;

(vi) fixed and contingent obligations and commitments;

(vii) changes in accounting standards and policies;

(viii) continued availability of capital and financing;

(ix) delays or problems with the execution of our expansion plans;

(x) future regulatory or government policy changes affecting us or countries from where we operate or source our products; and

(xi) other factors beyond our control.

**FORWARD-LOOKING STATEMENTS** *(Cont'd)*

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed in Section 5 of this Prospectus on "Risk Factors" and Section 12.2 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.

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 of our 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.

## DEFINITIONS

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

| | | |
|---|---|---|
| Act | : | Companies Act 2016 of Malaysia |
| ADA | : | Authorised Depository Agent |
| Admission | : | Admission of our Shares to the Official List of the Main Market of Bursa Securities |
| AGM | : | Annual general meeting |
| Alten | : | Alten Calsoft Labs (India) Pvt Ltd |
| Ansys | : | Ansys, Inc |
| Application | : | Application for our IPO Shares by way of Application Form, Electronic Share Application or Internet Share Application |
| Application Form(s) | : | Application form for the application of our IPO Shares under the Retail Offering accompanying this Prospectus |
| Areca | : | Collectively, DG 12 and ASIF 15, being funds managed by Areca Capital |
| Areca Capital | : | Areca Capital Sdn Bhd |
| ASIF 15 | : | Areca Strategic Income Fund 15 |
| ASP | : | Average selling price |
| ATM | : | Automated teller machine |
| Auditors or Reporting Accountants | : | Grant Thornton 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 |
| Bumiputera | : | In context of:<br>(i) individuals - Malay and the aborigines and the natives of Sabah and Sarawak as specified in the Federal Constitution of Malaysia;<br>(ii) companies - companies which fulfil, among others, the following criteria or such other criteria as may be imposed by the MITI:<br>(a) registered under the Act as a private company;<br>(b) its shareholders are 100% Bumiputera; and<br>(c) its board of directors (including its staff) are at least 51% Bumiputera; and |

| | | |
|---|---|---|
| | | (iii) cooperatives - cooperatives whose shareholders or cooperative members are at least 95% Bumiputera or such other criteria as may be imposed by the MITI |
| Bursa Depository | : | Bursa Malaysia Depository Sdn Bhd |
| Bursa Securities | : | Bursa Malaysia Securities Berhad |
| By-Laws | : | By-laws governing the LTIP |
| Cadence | : | Cadence Design Systems, Inc. |
| CAGR | : | Compound annual growth rate, computed through the formula:<br><br>CAGR = (Ending amount / Beginning amount)$^{1/N}$ – 1<br><br>Ending amount is the amount at the end of the period; Beginning amount is the amount at the beginning of the period; and N is the number of years within the period |
| CCM | : | Companies Commission of Malaysia |
| CDS | : | Central Depository System |
| China or PRC | : | The People's Republic of China, excluding for the purposes of this Prospectus only, the Hong Kong Special Administrative Region, the Macau Special Administrative Region of the People's Republic of China and Taiwan |
| CIMB IB | : | CIMB Investment Bank Berhad |
| CMSA | : | Capital Markets and Services Act 2007 of Malaysia |
| Constitution | : | Constitution of our Company |
| Conversion of ICPS | : | The conversion of 15,593,900 ICPS into 15,593,900 new Shares |
| Cornerstone Investors | : | Collectively, abrdn Islamic Malaysia Sdn Bhd, abrdn Malaysia Sdn Bhd, AHAM Asset Management Berhad, AIIMAN Asset Management Berhad, AIA Bhd, Amundi Malaysia Sdn Bhd, CMY Capital Sdn Bhd, Eastspring Investments Berhad, Employees Provident Fund Board, Great Eastern Life Assurance (Malaysia) Berhad, JPMorgan Asset Management (Singapore) Limited, Kenanga Investors Berhad, Kenanga Islamic Investors Berhad, Pantai Feringgi Ventures Sdn Bhd, Lembaga Tabung Angkatan Tentera, Lembaga Tabung Haji, Manulife Investment Management (M) Berhad, Principal Asset Management Berhad, Principal Islamic Asset Management Sdn Bhd, UOB Asset Management (Malaysia) Berhad, Urusharta Jamaah Sdn Bhd and ZAK Capital Sdn Bhd |
| Depositor | : | A holder of a Securities Account |
| DG 12 | : | Areca Dynamic Growth Fund 12 |
| Directors | : | Directors of our Company and "**Director**" shall refer to any one of them |
| EBITDA | : | Earnings before interest, taxation, depreciation and amortisation |

**DEFINITIONS** *(Cont'd)*

| | | |
|---|---|---|
| EDA Tools and Verification IP Suppliers | : | Collectively, ICE, Ansys, Siemens, Synopsys and Cadence |
| Electronic Prospectus | : | 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 under the Retail Offering through a Participating Financial Institution's ATM |
| Eligible Persons | : | Collectively, our Directors, employees of our Group (including directors of our subsidiaries) and persons who have contributed to the success of our Group who are eligible to participate in the Retail Offering |
| Employee Share Sale and Purchase Plans or ESSPP | : | Share sale and purchase plans which allow the Key Employees to participate and become shareholders of our Company |
| EPS | : | Earnings per Share |
| Equity Guidelines | : | Equity Guidelines issued by the SC |
| ESG | : | Environmental, social and governance |
| ESIS | : | Employees' share issuance scheme for the issuance and allotment of ESIS Shares to the eligible Directors (excluding independent Directors) and eligible employees of our Group |
| ESIS Share(s) | : | New Share(s) to be allotted and issued to the trustee that have been subscribed for by the trustee pursuant to the ESIS |
| ESOS | : | Employees' share option scheme for the granting of ESOS Options to the eligible Directors (excluding independent Directors) and eligible employees of our Group (excluding dormant subsidiaries) |
| ESOS Option(s) | : | Right(s) to subscribe for our new Shares pursuant to the contract constituted by the acceptance of an offer made in accordance with the terms and conditions of the By-Laws |
| ESSPP SPV Shares | : | Ordinary shares in the respective ESSPP SPVs |
| ESSPP SPVs | : | Collectively, SKC Team, SKC Team 1, SKC Team 2 and SKC Team 3 |
| Executive Director | : | Executive director of our Company |
| Final Retail Price | : | Final price per IPO Share to be paid by the Eligible Persons and investors under the Retail Offering, equivalent to the Retail Price or the Institutional Price, whichever is lower, to be determined on the Price Determination Date |
| Financial Years/Periods Under Review | : | Collectively, the FYEs 31 March 2023, 31 March 2024 and 31 March 2025 and FPE 31 October 2025, and where applicable, the FPE 31 October 2024 for comparative purpose |
| FPE | : | Financial period ended or where the context otherwise requires, financial period ending |

**DEFINITIONS** *(Cont'd)*

| | | |
|---|---|---|
| FYE | : | Financial year ended or where the context otherwise requires, financial year ending |
| GB/s | : | Gigabyte per second |
| Gb/s | : | Gigabit per second |
| Gobi | : | Collectively, Gobi Future Fund LPF, Meranti ASEAN Growth Fund II LP and Gobi Dana Impak Ventures LP |
| Government or Malaysian Government | : | Government of Malaysia |
| GP | : | Gross profit |
| IC Capital Management | : | IC Capital Management Sdn Bhd |
| ICE | : | Intelligent Circuit Engineering Sdn Bhd |
| ICPS | : | Irredeemable convertible preference shares in our Company |
| IC Works | : | ICWorks Sdn Bhd |
| IFRS | : | International Financial Reporting Standards issued by the International Accounting Standards Board |
| IMR Report | : | Independent market research report titled "Independent Assessment of the IC Design Industry" dated 7 April 2026 prepared by Vital Factor |
| IMR or Vital Factor | : | Vital Factor Consulting Sdn Bhd, the independent market and business research consultants |
| Initial Public Offering or IPO | : | Initial public offering comprising the Public Issue |
| Institutional Offering | : | Offering of 264,672,800 IPO Shares at the Institutional Price, subject to clawback and reallocation provisions, to institutional and selected investors |
| Institutional Price | : | Price per IPO Share to be paid by investors under the Institutional Offering which will be determined on the Price Determination Date by way of bookbuilding |
| Internet Participating Financial Institution(s) or Participating Securities Firm(s) | : | Participating financial institution(s) or participating securities firm(s) for the Internet Share Application |
| Internet Share Application | : | Application for our IPO Shares under the Retail Offering through Internet Participating Financial Institutions or Participating Securities Firms |
| InterVest | : | Collectively, InterVest Global Scale-up Fund, Intervest Malaysia OIF A and Intervest Korea Malaysia OIF B Sdn Bhd |
| IPO Shares | : | New Shares to be issued by our Company under the Public Issue |
| Issuing House | : | Malaysian Issuing House Sdn Bhd |

**DEFINITIONS** *(Cont'd)*

| | | |
|---|---|---|
| IT | : | Information technology |
| Joint Bookrunners | : | Collectively, CIMB IB and Maybank IB |
| Joint Underwriters | : | Collectively, CIMB IB and Maybank IB |
| Key Employees | : | Key employees who are vital to the future growth and performance of our Group |
| Key Senior Management | : | Key senior management of our Group as set out in Section 9.3 of this Prospectus, whose profiles are set out in Section 9.3.2 of this Prospectus and where applicable, Section 9.2.1 of this Prospectus |
| Keysight | : | Keysight Technologies Inc. |
| Keysight MY | : | Keysight Technologies Sales (Malaysia) Sdn Bhd |
| Keysight SG | : | Keysight Technologies Singapore (Sales) Pte Ltd |
| Lead Bookrunner | : | Maybank IB |
| Lion X | : | Lion X Investment VCC on behalf of Lion X Digital Innovation Investment Fund |
| Listing | : | Listing of and quotation for the entire enlarged issued Shares on the Main Market of Bursa Securities |
| Listing Requirements | : | Main Market Listing Requirements of Bursa Securities |
| LPD | : | 31 March 2026, being the latest practicable date prior to the registration of this Prospectus with the SC |
| LTIP | : | Establishment of a long-term incentive plan of our Company comprising the ESOS and the ESIS which shall be administered in accordance with the By-Laws |
| Malaysia Digital Status | : | Malaysia Digital status granted by MDEC, a replacement of the former Multimedia Super Corridor status. Malaysia Digital Status companies are entitled to certain incentives, rights and privileges from the Government, subject to necessary approvals, compliance of applicable conditions, laws and regulations |
| Malaysian Public | : | Malaysian citizens, companies, co-operatives, societies and institutions incorporated or organised under the laws of Malaysia |
| Managing Underwriter | : | Maybank IB |
| Market Day | : | Any day on which Bursa Securities is open for trading in securities |
| Master Cornerstone Placement Agreement | : | Master cornerstone placement agreement between our Company, the Lead Bookrunner, the Joint Bookrunners and the Cornerstone Investors dated 13 April 2026 as detailed in Section 4.2.2 of this Prospectus |
| Maybank IB | : | Maybank Investment Bank Berhad |
| MCCG | : | Malaysian Code on Corporate Governance issued by the SC |
| MDEC | : | Malaysia Digital Economy Corporation Sdn Bhd |

**DEFINITIONS** *(Cont'd)*

| | | |
|---|---|---|
| MFRS | : | Malaysian Financial Reporting Standards issued by the Malaysian Accounting Standards Board |
| MIA | : | Malaysian Institute of Accountants |
| MIDA | : | Malaysian Investment Development Authority |
| MITI | : | Ministry of Investment, Trade and Industry of Malaysia |
| Mnosys | : | Mnosys Sdn Bhd |
| MOF | : | Ministry of Finance Malaysia |
| Moratorium Providers | : | Collectively, Dato' Fong Swee Kiang, Teh Chee Hak, SKC Team, SKC Team 1, SKC Team 2, SKC Team 3 and the Voluntary Moratorium Shareholders, being shareholders of our Company whose securities will be held under moratorium |
| MPERS | : | Malaysian Private Entities Reporting Standard issued by the Malaysian Accounting Standards Board |
| MT/s | : | Mega transfer per second |
| N/A | : | Not applicable |
| nm | : | nanometre |
| Official List | : | A list specifying all securities listed on Bursa Securities |
| Participating Financial Institution(s) | : | A participating financial institution(s) for the Electronic Share Application |
| Participating Securities Firm(s) | : | A participating securities firm(s) for the Internet Share Application |
| PAT | : | Profit after taxation |
| PBT | : | Profit before taxation |
| PE Multiple | : | Price-to-earnings multiple |
| Pink Application Form | : | Application form for the application of our IPO Shares under the Retail Offering by the Eligible Persons accompanying this Prospectus |
| Pink Form Allocations | : | The allocation of 99,407,200 IPO Shares to the Eligible Persons under the Retail Offering |
| PIV Perkasa | : | PIV Perkasa Sdn Bhd |
| PIV Perkasa Allocation | : | Allocation of IPO Shares by our Company to PIV Perkasa, an entity nominated by SIDEC, amounting up to RM7.0 million, representing approximately 0.4% of the enlarged issued Shares, at the Institutional Price |
| Placement Agreement | : | Placement agreement to be entered into between our Company, the Lead Bookrunner and the Joint Bookrunners in respect of such number of IPO Shares to be offered under the Institutional Offering |

**DEFINITIONS** *(Cont'd)*

| | | |
|---|---|---|
| Price Determination Date | : | The date on which the Institutional Price and Final Retail Price will be determined |
| Principal Adviser | : | Maybank IB |
| Promoters | : | Collectively, Dato' Fong Swee Kiang and Teh Chee Hak and "**Promoter**" shall refer to any one of them |
| Prospectus | : | This Prospectus dated 29 April 2026 issued by our Company |
| Prospectus Guidelines | : | Prospectus Guidelines issued by the SC |
| Public Issue | : | Public issue of 400,000,000 IPO Shares by our Company |
| R&D | : | Research and development |
| Record of Depositors | : | A record of securities holders established by Bursa Depository in accordance with the Rules of Bursa Depository |
| Retail Offering | : | Offering of 135,327,200 IPO Shares at the Retail Price, subject to the clawback and reallocation provisions, to be allocated in the following manner:<br>(i) 99,407,200 IPO Shares reserved for application by the Eligible Persons; and<br>(ii) 35,920,000 IPO Shares for application by the Malaysian Public, via balloting |
| Retail Price | : | Indicative initial price of RM0.88 per IPO Share to be fully paid upon application under the Retail Offering, subject to adjustment as detailed in Section 4.3.1 of this Prospectus |
| Retail Underwriting Agreement | : | Retail underwriting agreement between our Company and the Joint Underwriters for the underwriting of our IPO Shares under the Retail Offering dated 13 April 2026 |
| ROC | : | Registrar of Companies |
| Rules of Bursa Depository | : | The rules of Bursa Depository as issued under the SICDA |
| SAC | : | Shariah Advisory Council of the SC |
| SC | : | Securities Commission Malaysia |
| 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 |
| Share Registrar | : | Boardroom Share Registrars Sdn Bhd |
| SICDA | : | Securities Industry (Central Depositories) Act 1991 of Malaysia |
| SIDEC | : | SIDEC Sdn Bhd |
| Siemens | : | Siemens Electronic Design Automation Pte Ltd |
| SKC Team | : | SKC Team Sdn Bhd |

| | | |
|---|---|---|
| SKC Team 1 | : | SKC Team 1 Sdn Bhd |
| SKC Team 2 | : | SKC Team 2 Sdn Bhd |
| SKC Team 3 | : | SKC Team 3 Sdn Bhd |
| SkyeChip or Company | : | SkyeChip Berhad |
| SkyeChip Group or Group | : | Collectively, our Company and our subsidiaries |
| SkyeChip Share(s) or Share(s) | : | Ordinary share(s) in our Company |
| SOCSO | : | Social Security Organisation of Malaysia, also known as PERKESO (Pertubuhan Keselamatan Social) |
| sq ft | : | Square feet |
| Subdivision | : | Subdivision of 319,679,051 Shares into 1,396,000,000 Shares |
| Synopsys | : | Synopsys, Inc |
| TB/s | : | Terabyte per second |
| Tessolve | : | Tessolve Semiconductor Pvt Ltd |
| USA | : | United States of America |
| Voluntary Moratorium Shareholders | : | Collectively, Areca, InterVest, Gobi and Lion X |
| White Application Form | : | Application form for the application of our IPO Shares under the Retail Offering by the Malaysian Public accompanying this Prospectus |

**Currencies**

| | | |
|---|---|---|
| RM and sen | : | Ringgit Malaysia and sen, the lawful currency of Malaysia |
| RMB | : | Renminbi, the lawful currency of the PRC |
| SGD | : | Singapore Dollar, the lawful currency of Singapore |
| USD | : | United States Dollar, the lawful currency of the USA |
| VND | : | Vietnam Dong, the lawful currency of Vietnam |

**Subsidiaries**

| | | |
|---|---|---|
| SkyeChip China | : | SkyeChip Semiconductor (Shanghai) Co., Ltd. (赛凯智半导体（上海）有限公司) |
| SkyeChip Da Nang | : | SkyeChip Solutions Vietnam Company Limited |
| SkyeChip HCMC | : | SkyeChip Technology Vietnam Company Limited |
| SkyeChip Semi | : | SkyeChip Semi Sdn Bhd |
| SkyeChip Singapore | : | SkyeChip Pte. Ltd. |
| SkyeChip Technology | : | SkyeChip Technology Sdn Bhd |

## GLOSSARY OF TECHNICAL TERMS

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

| | | |
|---|---|---|
| Accelerator | : | A specialised hardware or IC designed to speed up a specific type of processing or task. |
| Advanced driver assistance systems (ADAS) | : | It is a technological system designed to enhance driving safety and to make driving simpler. |
| Algorithm | : | A step-by-step set of instructions or procedures to perform a task to achieve a desired outcome or to solve a problem. |
| Application-specific integrated circuits (ASIC) | : | It is a type of chip designed to run a specific task or application, as opposed to a general-purpose chip like a central processing unit. An ASIC is designed and optimised for a specific task or application, enabling enhanced performance, such as faster processing speeds and lower power consumption. |
| Artificial intelligence (AI) | : | It refers to systems or technologies that mimic human intelligence to perform tasks such as learning, reasoning and problem-solving. It encompasses techniques like machine learning and deep learning, which enable machines to analyse data, recognise patterns, and make decisions. AI systems may also incorporate inference engines, expert systems, and other advanced tools to simulate cognitive functions traditionally associated with human intelligence. |
| Bandwidth | : | In IC design, it is a measure of the speed of transfer of data in a given period, commonly in one second, between two devices or components within a chip. |
| Bit | : | A bit is short for binary digit and represents the most basic unit of data in digital computing. It can represent one of two possible values: either '1' or '0', or one of two states such as 'on' or 'off'. |
| Block | : | In the context of IC design, it refers to a distinct functional unit within the overall chip or circuit. Each block is designed to perform a specific task and communicates with other blocks to contribute to the overall operation of the IC. |
| Buffering | : | It is a technique used in computing systems to manage and optimise data flow between different components or processes. It involves temporarily storing data in memory areas known as buffers. This temporary storage helps manage data transfer between components that operate at different speeds or processing rates to smoothen data flow and prevent data loss or corruption. |
| Bus | : | In the context of IC design, a bus refers to a communication system that transfers data between various components within an IC or between different ICs. It uses a shared pathway to connect multiple components, enabling them to exchange data by sending and receiving signals. |
| Byte | : | A byte is a fundamental unit of digital information consisting of 8 bits. Each byte can represent various types of data, including characters, numbers, or symbols. For example, the character 'a' is represented in binary as 01100001. This 8-bit binary sequence constitutes one byte. |

**GLOSSARY OF TECHNICAL TERMS** *(Cont'd)*

| | | |
|---|---|---|
| Central processing unit (CPU) | : | It is the primary processor in a computer or digital device, responsible for executing most of the processing tasks. It reads (retrieves) input data, processes it according to a set of instructions, and outputs the processed information to other components or devices, such as memory or display monitors. |
| Channel | : | In the context of IC design, it refers to a pathway within the IC to facilitate the movement or transfer of signals, data, or electrical current. |
| Channel configuration | : | In the context of IC design, it refers to the arrangement and setup of data transfer pathways within an IC. This configuration defines how different channels are structured, interconnected, and managed to facilitate efficient data exchange or signal transmission. |
| Chip | : | In the context of electronics, it refers to a small piece of semiconductor material, usually silicon that are also known as ICs. These ICs are made up of numerous electronically connected components such as transistors, resistors, diodes and capacitors that work together to perform various electronic functions. |
| Chiplet | : | It is a small, modular semiconductor component designed to perform a specific function within a larger IC or system on a chip. By combining multiple chiplets, designers can create flexible, scalable, and cost-effective solutions that leverage the strengths of different technologies. |
| Coherence | : | It refers to data consistency across multiple processors or cores accessing shared data. |
| Coherent Network-on-Chip | : | It is a network architecture within ICs that enables efficient data exchange between multiple cores or functional units while ensuring data consistency across all components. This coherence allows synchronised and reliable operation, which is critical for high-performance computing systems. |
| Compute-in-Memory silicon die (CIM silicon die) | : | It refers to a silicon product that perform computational operations directly within the memory arrays on the silicon die, integrating both data storage and processing functions in a single architecture. |
| Connection | : | In the context of ICs, connections are conductive paths that allow electrical signals to move between different components and devices on the chip. They enable communication and interaction between various parts of the circuit. |
| Core | : | In IC design, a core refers to a fundamental processing unit or functional block within a chip that carries out the specified operations or tasks assigned to it, as defined by its design and intended purpose. |
| Data packet | : | It is a small unit of data consisting of a header, content, and sometimes a trailer configured to be transmitted over a network. It facilitates the efficient and reliable transfer of data by dividing large messages into smaller chunks, to facilitate routing through one or several pathways, and reassembly at the destination. |
| Data path | : | In the context of an IC, it refers to the internal routes and components used to transfer, process, and manipulate data within the IC. |

**GLOSSARY OF TECHNICAL TERMS** *(Cont'd)*

| | | |
|---|---|---|
| Data queue | : | A data queue is a data structure based on first-in-first-out used to manage and organise data or tasks sequentially. It ensures that data is processed in the order it was received and facilitates buffering and scheduling. |
| Data rate | : | It refers to the amount of data transmitted, processed or received over a communications link in a given period. The unit of measure is commonly bits/kilobits/megabits/gigabits per second or bytes/kilobytes/megabytes /gigabytes per second. |
| Debugging | : | A process for identifying, isolating and fixing any errors in a software, IC, hardware or system. |
| Die | : | In semiconductor chip fabrication, it is a small, individual piece of silicon that contains a complete IC. Multiple of the same ICs (dies) are etched onto a silicon wafer where each IC will constitute one die. After processing, each of the dies is cut out individually and each die, after packaging, will represent a separate chip in electronic devices. |
| Die-to-die (D2D) | : | In IC design, it refers to the connection for communication between different dies within a system. This is common in systems where multiple dies are needed to achieve the desired performance or functionality. |
| Digital signal processing (DSP) | : | It refers to the manipulation and analysis of digital signals using algorithms and mathematical operations. It involves converting analogue signals into digital form, processing these digital signals to extract useful information or improve quality, and then, if needed, converting them back into analogue form. DSP is widely used in various fields, including, among others, telecommunications, audio processing and image processing. |
| Double data rate (DDR) | : | It refers to a memory transfer technique that effectively doubles the data transfer rate compared to the traditional single data rate transfer method. DDR memory is commonly used in various electronic devices that require high memory bandwidth including personal computers, servers and network equipment. Different generations of DDR such as DDR3, DDR4, DDR4/5 and DDR5, offer different levels of performance, power efficiency and speed. |
| Dynamic random-access memory (DRAM) | : | It is a type of volatile memory that requires constant refreshing to retain data, making it suitable for memory in devices like computers and servers. It is valued for its high density, cost-effectiveness and random-access capability, making it a popular choice for system memory in a variety of digital devices such as desktops, laptops and servers, due to its ability to provide large amounts of memory at relatively low cost. |
| Electronic Design Automation (EDA) tools | : | It refers to software applications used to design ICs. These tools automate various aspects of the design functions. |
| Error correction code | : | It refers to a method of encoding data by adding redundant information, allowing the data to be recovered when it becomes corrupted during transmission or storage. |
| Fabrication | : | In the context of ICs, it is the process of manufacturing dies which are semiconductor chips that have not been packaged yet. The fabrication process involves the creation of the ICs onto a wafer commonly made of silicon, to form the final ICs which will be used in electronic devices. |

**GLOSSARY OF TECHNICAL TERMS** *(Cont'd)*

| | | |
|---|---|---|
| Field-programmable gate array (FPGA) | : | It is a type of semiconductor chip designed to be programmed or reconfigured by the user after it has been manufactured. This capability provides the flexibility to tailor the chip for specific applications. Due to its adaptability, FPGAs are widely used for prototyping and for customising the functionality of electronic systems. An FPGA typically includes an array of programmable logic blocks, interconnects and I/O pins. |
| Foundry | : | It is a semiconductor manufacturing facility that produces ICs or chips and other semiconductor devices based on designs provided by other companies. Also referred to as a semiconductor foundry. |
| General-purpose input/output (GPIO) | : | It refers to pins on a computer board that can be configured by software to act as either an input or an output, allowing interaction with external circuits and devices. |
| Graphics processing unit (GPU) | : | It is a processor optimised for rendering graphics and performing parallel computations, widely used in gaming, AI and data analysis. Unlike the central processing unit (CPU), which is optimised for general-purpose tasks and sequential processing, the GPU is optimised for parallel processing and the execution of multiple tasks simultaneously, making it highly efficient for rendering graphics and performing calculations related to visual data.<br><br>GPUs are now widely used in artificial intelligence due to their exceptional ability to handle complex computations efficiently. They are particularly instrumental in applications involving machine learning, deep learning, natural language processing, generative models, big data analytics and autonomous systems. |
| High-bandwidth memory (HBM) stacks | : | It refers to a collection of technologies or components designed to handle and facilitate the efficient transfer of large amounts of data at high speeds. This term is often used in the context of computer systems, networking and data processing where high data throughput is essential.<br><br>HBM uses vertically stacked memory dies connected through silicon vias to achieve high data transfer rates and reduced power consumption. Among others, they are used in networking to achieve high data transfer rates, high-speed storage interface between storage devices and the central processing unit, and high-performance computing including parallel processing, video streaming, and virtual and augmented reality.<br><br>Different generations of HBM such as HBM3, HBM3E and HBM4 offer different levels of performance and power efficiency. |
| Input/Output (I/O) | : | In the context of IC design, it refers to the interfaces and mechanisms that allow an IC to communicate with external systems, devices, or other circuits. |
| Integrated circuit (IC) | : | It is commonly referred to as a chip or microchip and is a miniature electronic device consisting of interconnected transistors, resistors, capacitors and other components etched onto a tiny piece of semiconductor material, primarily silicon. These highly miniaturised circuits are designed to perform specific functions, ranging from data processing to controlling various electronic systems. |

**GLOSSARY OF TECHNICAL TERMS** *(Cont'd)*

| | | |
|---|---|---|
| Intellectual property (IP) | : | It refers to the original concepts, designs and technologies that are protected by legal rights such as patents, copyrights and trade secrets. This protection allows the designer to control the use, distribution and commercialisation of their innovative designs and technologies. |
| Interconnect | : | In the context of IC design, it refers to the connections used to link different components or functional blocks within a semiconductor device. |
| Interface | : | In the context of IC design, it refers to a method of communication and interaction between components, systems, subsystems or devices. This is to ensure that they all work together effectively. |
| Internet-of-things (IoT) | : | It refers to a network of interconnected physical devices that collect, exchange and process data over the internet without requiring direct human intervention. These devices, often embedded with sensors, software and communication technologies, can include anything from smart home appliances and wearable fitness trackers to industrial machines and autonomous vehicles. |
| Joint Electron Device Engineering Council (JEDEC) standards for memory | : | JEDEC standards define specifications for memory and other electronic components to ensure compatibility, performance and reliability. Notable JEDEC memory standards include those for DDR SDRAM (such as DDR3, DDR4, DDR4/5 and DDR5), HBM DRAM (such as HBM2, HBM3 and HBM4), LPDDR (such as LPDDR4, LPDDR4x, LPDDR5, LPDDR5x and LPDDR6) and other memory types used in storage devices.<br><br>JEDEC memory standards address several key areas:<br><br>- Physical characteristics: These standards define the dimensions and layout of memory modules to ensure compatibility with motherboards and other devices. They specify the function of each pin on the memory module, facilitating proper connection and communication with the system.<br><br>- Electrical characteristics: JEDEC standards outline voltage levels, current requirements, signal timing, termination characteristics, and power management features. These specifications ensure that memory operates reliably and efficiently within the electrical constraints of the system.<br><br>- Testing procedures: JEDEC standards include detailed testing protocols to verify that memory modules meet performance and reliability criteria. This encompasses tests for data integrity, timing margins, and environmental tolerance to ensure the memory performs as expected under various conditions. |
| Latency | : | It refers to the time delay between the initiation of a process and the completion of that process. It measures how long it takes for an operation to produce a result after a command or request has been issued. Latency is a critical performance metric in many aspects of IC design, particularly in memory, communication, and processing systems. |

**GLOSSARY OF TECHNICAL TERMS** *(Cont'd)*

| | | |
|---|---|---|
| Low-power double data rate (LPDDR) | : | It refers to a series of memory standards designed to deliver high performance while consuming minimal power. These standards are primarily used in mobile devices, such as smartphones, tablets, and laptops, where power efficiency is crucial due to battery limitations. LPDDR memory achieves lower power consumption compared to traditional DDR memory by incorporating various power-saving features. Different generations of LPDDR such as LPDDR4, LPDDR4x, LPDDR5, LPDDR5x and LPDDR6 offer different levels of performance and power efficiency. |
| Low-voltage differential signalling (LVDS) | : | It refers to a data transmission standard that uses low voltage swings and differential signalling to transmit data efficiently, ensuring low power consumption and enhanced noise immunity. |
| Machine learning (ML) | : | It is a method where computers use specialised software and hardware to learn from large amounts of data. This learning process enables them to make decisions, analyse information, and provide answers to questions. It involves training algorithms to recognise patterns and improve their performance through repeated iterations and experience. |
| Memory controller | : | In the context of IC design for memory interfaces, a memory controller is a circuit that manages the communication between the computer's processor and its memory. It handles tasks like reading from and writing to memory, coordinating memory access, and ensuring that data is correctly stored and retrieved. |
| Memory interface | : | It refers to the set of protocols, electrical connections, and control mechanisms that facilitate communication between a processor (or other digital components) and memory modules. It defines how data is transferred to and from the memory, ensuring compatibility and proper functioning of the memory subsystem within a computer or electronic system. |
| Mobile Industry Processor Interface (MIPI) | : | It is a set of industry standards for interfaces in mobile devices to ensure efficient communication between components such as processors, cameras, and displays. |
| Module | : | It is a self-contained unit or component that performs a specific function and can be integrated into a larger system. Modules are designed to simplify design, facilitate modularity, and enhance system flexibility by allowing components to be added, removed, or replaced without affecting the overall system. |
| Network-on-Chip | : | It is a network system used in ICs particularly in SoC designs, to manage and optimise data transfer between different components or cores such as multiple processing units, memory blocks, and other functional modules within a single chip. |
| Neural network | : | It is a type of computer system that mimics the way the human brain works, consisting of layers of interconnected nodes (or "neurons") that process and learn from data. Neural networks are used for tasks like recognising images, understanding speech and making predictions by finding patterns in the data they are trained on. |

**GLOSSARY OF TECHNICAL TERMS** *(Cont'd)*

| | | |
|---|---|---|
| Node | : | In the context of IC design, it refers to a technology node referring to the smallest structure or semiconductor component, such as a transistor that can be reliably produced on a silicon wafer. Technology nodes are a way to describe the size of the smallest structures that can be built using a particular manufacturing process. An example of a technology node would be a 7-nanometre (nm) or 5-nm node. |
| Non-coherent Network-on-Chip | : | It is a network architecture within ICs designed to manage communication between multiple cores or functional units but does not maintain data coherence or consistency across all the multiple cores or functional units. |
| Package | : | In the context of semiconductors and chips, packages are the protective enclosures that contain the die or ICs. They provide physical protection, electrical connections and help in heat dissipation. |
| PCI-SIG | : | Peripheral Component Interconnect Special Interest Group is an industry organisation responsible for specifying, standardising and promoting the Peripheral Component Interconnect (PCI), PCI-X, PCI Express (PCIe) and related interconnect technologies used in computing devices. |
| Physical layer (PHY) | : | It is a critical component of a communication system. It handles the physical connection to the communication medium such as electrical signals, optical signals or radio waves which represent data. It then will convert the data from digital form to analogue form or vice versa. It is also responsible for the transmission and reception of data and may include encoding, decoding, modulation and demodulation. |
| Power consumption | : | In the context of IC design, it refers to the amount of electrical power that an IC uses during its operation. |
| Power management | : | It refers to the techniques used to efficiently manage and optimise the power consumption of an IC. Effective power management is crucial for ensuring that an IC operates reliably, efficiently and within its thermal and power constraints. |
| Process design kit (PDK) | : | It is a comprehensive set of files, tools and documentation provided by a semiconductor foundry or technology provider. It describes the specific process technology used to fabricate ICs and serves as a crucial link between the IC design and manufacturing phases. The PDK enables IC designers to create layouts and circuits that are fully compatible with the fabrication process of the foundry.<br><br>Each foundry provides its unique PDK tailored to its specific fabrication process, which means that IC designers must use the PDK associated with the particular foundry where their ICs will be manufactured. |
| Process nodes | : | It refers to semiconductor manufacturing technology and is commonly associated with the minimum distance between the centres of adjacent features on a chip, such as transistors and wiring connections. This measurement includes the size of the components and the spacing between them. It provides an indication of how dense and compact the chip can be made with the technology. |

**GLOSSARY OF TECHNICAL TERMS** *(Cont'd)*

| | | |
|---|---|---|
| Protocol | : | A set of standardised rules and conventions that govern how data is transmitted, received and processed between devices or systems. Protocols ensure that communication between different entities is consistent, reliable and understandable, regardless of their underlying technology or design. |
| Random-access memory (RAM) | : | It is a type of computer memory that is used to store data or instructions that are actively being used or processed by processors. It is characterised by its ability to provide quick read (retrieve) and write (save) access to any location in the memory.<br><br>It is also a volatile memory meaning it does not retain data without power, which differentiates it from non-volatile storage solutions used for long-term data retention.<br><br>Unlike sequential access memory (such as magnetic tape), RAM allows data to be read or written in any order, without having to read through other data first. |
| Read | : | In the context of computing and digital systems, it refers to the retrieval of data. |
| RISC-V system-on-chip (RISC-V SoC) | : | It refers to a type of silicon product that incorporates RISC-V processor cores integrated with various silicon IPs. RISC-V is an open-standard Instruction Set Architecture (ISA) that defines how a processor works at the instruction level such as how it loads data or control program flow. |
| Router | : | In the context of IC design relating to Network-on-Chip, it is a specialised component to manage and direct the flow of data packets across the various nodes within the chip. It is involved in managing data traffic ensuring that data is sent to the correct destination to facilitate communication. It is also involved in switching data packets across interconnected components of the chip. |
| Signals | : | In the context of IC design, it refers to electrical currents or voltages that represent information and are transferred between different parts of the electric circuit. Signals can represent various types of information such as actual data, control, clock, power and address signals. |
| Silicon | : | It refers to the primary semiconductor material used in the fabrication of ICs and other electronic components. Silicon is a chemical element with the symbol Si and atomic number 14, and it is abundant in nature, and commonly found in sand and quartz. |
| Silicon intellectual property (Silicon IP) | : | It refers to pre-designed building blocks or modules that can be integrated into larger IC designs. These building blocks are pre-verified and reusable, helping to accelerate development and reduce design risks by providing tested and reliable building blocks.<br><br>They vary from fundamental building blocks, such as arithmetic units and memory controllers, to more complex subsystems like communication interfaces. |

**GLOSSARY OF TECHNICAL TERMS** *(Cont'd)*

| | | |
|---|---|---|
| Silicon products | : | In the context of IC design, it refers to final, functional ICs fabricated on silicon wafers, such as ASICs, CPUs, memory chips and other electronic components. These ICs may be stacked in the following configurations:<br><br>- 2-dimension (2D), where the chips are placed side-by-side on a single plane.<br>- 2.5-dimension (2.5D), where the chips are placed side-by-side on a silicon interposer that provides high-bandwidth interconnections between the chips.<br>- 3-dimension (3D), where the chips are vertically stacked using through-silicon vias. |
| Stack | : | In the context of IC design, it refers to the three-dimensional (3D) stacking of multiple layers of IC to create a single compact and high-performance package. This technique also reduces latency and increases the density of electronic systems. |
| Static random-access memory (SRAM) | : | SRAM is a type of volatile memory (loses its data when power is turned off) that provides fast, reliable access to data without needing refresh cycles (required by dynamic random-access memory - DRAM), making it ideal for high-speed applications such as cache memory and embedded systems. However, its higher cost and larger size compared to DRAM limit its use in specific applications where performance is more critical than memory capacity. |
| Synchronous dynamic random-access memory (SDRAM) | : | SDRAM is a type of computer memory which offers faster data transfer rates compared to earlier versions of dynamic random-access memory (DRAM). SDRAM synchronises its operations with a system clock signal which allows for efficient data transfer and avoids potential timing issues.<br><br>In the traditional approach in SDRAM, data is transferred only once per clock cycle (also known as single data rate), which limits the data transfer rate to the clock frequency. This has evolved to DDR SDRAM which can transfer data on both the rising and falling edges that enable doubling data rate within the same clock cycle. (For illustration it has 2 highway lanes for data traffic instead of one).<br><br>JEDEC standards for SDRAM include DDR3, DDR4, DDR4/5 and DDR5. These standards specify features including data transfer rates, voltage requirements, timing parameters and common protocols. |
| System-on-chip (SoC) | : | It refers to an IC that integrates multiple components of an entire electronic system into a single chip. It combines multiple components and functions that are typically distributed across several chips into one compact, efficient package. Among others, it includes a CPU, GPU, memory and peripheral interfaces. |
| Tapeout | : | In IC design, it refers to the final step of the design process where the completed and finalised design is sent to the semiconductor foundry for fabrication. |
| Timing control | : | In the context of IC design, it refers to the mechanisms and techniques used to ensure that signals within the IC are synchronised and meet their required timing constraints. Proper timing control is crucial for the correct operation of digital circuits, as it affects how and when data is transferred and processed within the IC. |

**GLOSSARY OF TECHNICAL TERMS** *(Cont'd)*

| | | |
|---|---|---|
| Universal Chiplet Interconnect Express (UCIe) | : | It is a set of industry standards that specifies a high-bandwidth interconnect for communication between heterogeneous chiplets within a single package. |
| Verification intellectual property (Verification IP) | : | It refers to pre-designed independent verification models to validate the compliance of silicon IP designs to industry standards and protocols such as JEDEC and UCIe. Verification IPs are used in conjunction with EDA tools. |
| Write | : | In the context of computing and digital systems, it refers to the saving of data. |

## 1. CORPORATE DIRECTORY

### BOARD OF DIRECTORS

| Name | Designation | Nationality | Address |
|---|---|---|---|
| Dato' Seri Wong Siew Hai | Independent Non-Executive Chairman | Malaysian | 9, Jesselton Avenue<br>10450 George Town<br>Pulau Pinang |
| Dato' Fong Swee Kiang | Non-Independent Executive Director and Chief Executive Officer | Malaysian | 1E-9-5 Quayside Condominium<br>10470 Tanjung Tokong<br>Pulau Pinang |
| Teh Chee Hak | Non-Independent Executive Director and Chief Technology Officer | Malaysian | 38, Jalan Nuri 11<br>11900 Bayan Lepas<br>Pulau Pinang |
| Dato' Seri Gooi Soon Chai | Independent Non-Executive Director | Malaysian | 2, Halaman Cantonment<br>10350 George Town<br>Pulau Pinang |
| Datuk Alexandra Chin @ Fui Lin, J.P. (F) | Independent Non-Executive Director | Malaysian | No. 2, Lorong Bukit MAS 16/3 Golden Hill, Kepayan<br>88300 Kota Kinabalu<br>Sabah |
| Norinne Ira Dewal Binti Md Ali (F) | Independent Non-Executive Director | Malaysian | 10 Lorong Hillview 2B<br>Taman Hillview<br>68000 Ampang<br>Selangor |

***Note:***

*(F) denotes female*

### AUDIT AND RISK MANAGEMENT COMMITTEE

| Name | Designation | Directorship |
|---|---|---|
| Datuk Alexandra Chin @ Fui Lin, J.P. | Chairman | Independent Non-Executive Director |
| Dato' Seri Gooi Soon Chai | Member | Independent Non-Executive Director |
| Norinne Ira Dewal Binti Md Ali | Member | Independent Non-Executive Director |

### NOMINATION COMMITTEE

| Name | Designation | Directorship |
|---|---|---|
| Norinne Ira Dewal Binti Md Ali | Chairman | Independent Non-Executive Director |
| Dato' Seri Gooi Soon Chai | Member | Independent Non-Executive Director |
| Datuk Alexandra Chin @ Fui Lin, J.P. | Member | Independent Non-Executive Director |

## 1. CORPORATE DIRECTORY *(Cont'd)*

**REMUNERATION COMMITTEE**

| Name | Designation | Directorship |
|---|---|---|
| Dato' Seri Gooi Soon Chai | Chairman | Independent Non-Executive Director |
| Datuk Alexandra Chin @ Fui Lin, J.P. | Member | Independent Non-Executive Director |
| Norinne Ira Dewal Binti Md Ali | Member | Independent Non-Executive Director |

**COMPANY SECRETARIES** :

**Ong Tze-En**
170-09-01, Livingston Tower
Jalan Argyll
10050 George Town
Pulau Pinang

Professional qualification: Malaysian Institute of Chartered Secretaries and Administrators ("**MAICSA**")
(MAICSA Membership No. 7026537)
(CCM Practising Certificate No. 202008003397)

**Lau Yoke Leng**
170-09-01, Livingston Tower
Jalan Argyll
10050 George Town
Pulau Pinang

Professional qualification: MAICSA
(MAICSA Membership No. 7034778)
(CCM Practising Certificate No. 202008003368)

**REGISTERED OFFICE** :

170-09-01, Livingston Tower
Jalan Argyll
10050 George Town
Pulau Pinang

Tel. No.: +604 229 4390

**HEAD/MANAGEMENT OFFICE** :

1-18-12 Suntech @ Penang Cybercity
Lintang Mayang Pasir 3
11950 Bayan Baru
Pulau Pinang

Tel. No.: +604 638 3116
Email: corporate@skyechip.com

Website: www.skyechip.com

## 1. CORPORATE DIRECTORY *(Cont'd)*

| | | |
|---|---|---|
| **AUDITORS AND REPORTING ACCOUNTANTS** | : | **Grant Thornton Malaysia PLT**<br>201906003682 (LLP0022494-LCA) & AF 0737<br>Chartered Accountants<br>Level 5, Menara BHL<br>51, Jalan Sultan Ahmad Shah<br>10050 George Town<br>Pulau Pinang<br><br>Tel. No.: +604 228 7828<br>Partner-in-charge: Loo Wei Teng<br>Licence No.: 03487/03/2028 J<br>Professional qualification: MIA<br>(MIA Membership No. 32222) |
| **PRINCIPAL ADVISER, LEAD BOOKRUNNER, JOINT BOOKRUNNER, MANAGING UNDERWRITER AND JOINT UNDERWRITER** | : | **Maybank Investment Bank Berhad**<br>32nd Floor, Menara Maybank<br>100, Jalan Tun Perak<br>50050 Kuala Lumpur<br><br>Tel. No.: +603 2059 1888 |
| **JOINT BOOKRUNNER AND JOINT UNDERWRITER** | : | **CIMB Investment Bank Berhad**<br>Level 17, Menara CIMB<br>Jalan Stesen Sentral 2<br>Kuala Lumpur Sentral<br>50470 Kuala Lumpur<br><br>Tel. No.: +603 2261 8888 |
| **LEGAL ADVISERS** | : | *To our Company as to Malaysian law*<br><br>**Lee Choon Wan & Co.**<br>No. 12, Lorong Dungun<br>Damansara Heights<br>50490 Kuala Lumpur<br><br>Tel. No.: +603 2093 0078<br><br>*To the Lead Bookrunner, Joint Bookrunners, Managing Underwriter and Joint Underwriters as to Malaysian law*<br><br>**Christopher & Lee Ong**<br>Level 22, Axiata Tower<br>No. 9, Jalan Stesen Sentral 5<br>Kuala Lumpur Sentral<br>50470 Kuala Lumpur<br><br>Tel. No.: +603 2273 1919 |

## 1. CORPORATE DIRECTORY *(Cont'd)*

| | | |
|---|---|---|
| **INDEPENDENT BUSINESS AND MARKET RESEARCH CONSULTANTS** | : | **Vital Factor Consulting Sdn Bhd**<br>V Square @ PJ City Centre (VSQ)<br>Block 6 Level 6, Jalan Utara<br>46200 Petaling Jaya<br>Selangor<br><br>Tel. No.: +603 7931 3188<br><br>Name of signing director: Wooi Tan<br><br>*(See Section 8 of this Prospectus for the profile of the firm and the signing director)* |
| **INTERNAL CONTROL CONSULTANT** | : | **Axcelasia Sdn Bhd**<br>Unit 301, Level 3, Block E<br>Pusat Dagangan Phileo Damansara 1<br>No. 9, Jalan 16/11, Off Jalan Damansara<br>46350 Petaling Jaya<br>Selangor<br><br>Tel. No.: +603 2028 7450 |
| **SHARE REGISTRAR** | : | **Boardroom Share Registrars Sdn Bhd**<br>11th Floor, Menara Symphony<br>No. 5, Jalan Prof. Khoo Kay Kim<br>Seksyen 13<br>46200 Petaling Jaya<br>Selangor<br><br>Tel. No.: +603 7890 4700 |
| **ISSUING HOUSE** | : | **Malaysian Issuing House Sdn Bhd**<br>11th Floor, Menara Symphony<br>No. 5, Jalan Professor Khoo Kay Kim<br>Seksyen 13<br>46200 Petaling Jaya<br>Selangor<br><br>Tel. No.: +603 7890 4700 |
| **LISTING SOUGHT** | : | Main Market of Bursa Securities |

## 2. INTRODUCTION

### 2.1 APPROVALS AND CONDITIONS

#### 2.1.1 SC

The SC has, via its letter dated 18 March 2026, approved our IPO and our Listing under Section 214(1) of the CMSA, subject to compliance with the following condition:

| No. | Details of condition imposed | Status of compliance |
|---|---|---|
| (i) | Maybank IB and SkyeChip to fully comply with the requirements of the Equity Guidelines and Prospectus Guidelines pertaining to the implementation of the Listing | To be complied |

The SC has also via the same letter 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. Notwithstanding, we are required to make available at least 50% of the IPO Shares offered to the Malaysian Public via balloting to Bumiputera public investors.

The SC has, via its letters dated 17 December 2025 and 8 April 2026, 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) |
|---|---|---|
| **Prospectus Guidelines** | | |
| 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 ICE, Ansys, Siemens and Synopsys | - |
| **Equity Guidelines** | | |
| 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 19 December 2025, stated that it has taken note of our Listing and that we are exempted from having to comply with the Bumiputera Equity Requirement.

### 2.1.3 Bursa Securities

Bursa Securities has, via its letter dated 7 April 2026, approved our Admission, our Listing and the listing of and quotation for our new Shares to be issued pursuant to the LTIP, subject to compliance with the following conditions:

| No. | Details of condition imposed | Status of compliance |
|---|---|---|
| (i) | Make the relevant announcements pursuant to Paragraphs 8.1 and 8.2 of Practice Note 21 of the Listing Requirements. | To be complied |
| (ii) | To furnish Bursa Securities with the following: | |
| | (a) a copy of the schedule of distribution showing compliance with the public share spread requirements based on the entire issued share capital of SkyeChip on the first day of our Listing; | To be complied |
| | (b) confirmation on the full compliance of the LTIP pursuant to Paragraph 6.43(1) of the Listing Requirements and together with the disclosure on the effective date of implementation; and | To be complied |
| | (c) summary of the total number of Shares listed on a quarterly basis pursuant to the LTIP as at the end of each quarter together with a detailed computation of listing fees payable. | To be complied |

## 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 107 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.

For further details on SKC Team, SKC Team 1, SKC Team 2 and SKC Team 3 which were set up pursuant the Employee Share Sale and Purchase Plans, see Section 6.1.2 and Annexure C of this Prospectus.

For further details on SKC Team 2 which is one of our substantial shareholders, see Section 9.1.1 of this Prospectus.

### 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.

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

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.

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

| | As at the date of our Listing | | | |
|---|---|---|---|---|
| | Direct | | Indirect | |
| Name | No. of Shares | (1)% | No. of Shares | (1)% |
| **Controlling shareholders and Executive Directors** | | | | |
| 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 |
| **Persons connected to the controlling shareholder(s)** | | | | |
| 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 | - | - |
| **Voluntary Moratorium Shareholders** | | | | |
| DG 12 | (4)45,763,591 | 2.6 | - | - |
| Gobi Future Fund LPF | (5)27,666,031 | 1.5 | - | - |
| Meranti ASEAN Growth Fund II LP | (5)27,666,031 | 1.5 | - | - |
| Lion X | (5)25,217,858 | 1.4 | - | - |
| InterVest Global Scale-up Fund | (5)19,805,328 | 1.1 | - | - |
| Intervest Malaysia OIF A | (5)19,805,328 | 1.1 | - | - |
| Intervest Korea Malaysia OIF B Sdn Bhd | (5)19,805,328 | 1.1 | - | - |
| ASIF 15 | (4)16,936,507 | 0.9 | - | - |
| Gobi Dana Impak Ventures LP | (5)12,764,626 | 0.8 | - | - |

***Notes:***

*(1) Based on our 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.*

*(4) The Shares held by DG 12 and ASIF 15 are held under trustee arrangements. The Shares are registered in the names of the relevant trustees, with DG 12 and ASIF 15 as the beneficial owners of their respective Shares.*

*(5) The Shares held by these entities will be held under nominee or other custodial arrangements. The Shares will be registered in the names of the relevant nominees or custodians, with each of these entities as the beneficial owner of their respective Shares.*

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.

## 3. PROSPECTUS SUMMARY

**This Prospectus Summary only highlights the key information from other parts of this Prospectus. It does not contain all the information that may be important to you. You should read and understand the contents of the whole Prospectus prior to deciding on whether to invest in our Shares.**

### 3.1 PRINCIPAL DETAILS OF OUR IPO

#### 3.1.1 Institutional Offering

The Institutional Offering involves the offering of 264,672,800 IPO Shares, representing approximately 14.7% of our enlarged issued Shares, subject to the clawback and reallocation provisions as set out in Section 4.2.4 of this Prospectus, at the Institutional Price to institutional and selected investors.

#### 3.1.2 Retail Offering

The Retail Offering involves the offering of 135,327,200 IPO Shares, representing approximately 7.6% of our enlarged issued Shares, subject to the clawback and reallocation provisions as set out in Section 4.2.4 of this Prospectus, at the Retail Price to be allocated in the following manner:

**(i) Allocation to the Eligible Persons**

99,407,200 IPO Shares, representing approximately 5.6% of our enlarged issued Shares, are reserved for application by the Eligible Persons under the Pink Form Allocations.

**(ii) Allocation via balloting to the Malaysian Public**

35,920,000 IPO Shares, representing approximately 2.0% of our enlarged issued Shares, are reserved for application by the Malaysian Public, of which 17,960,000 IPO Shares have been set aside for application by Bumiputera citizens, companies, co-operatives, societies and institutions.

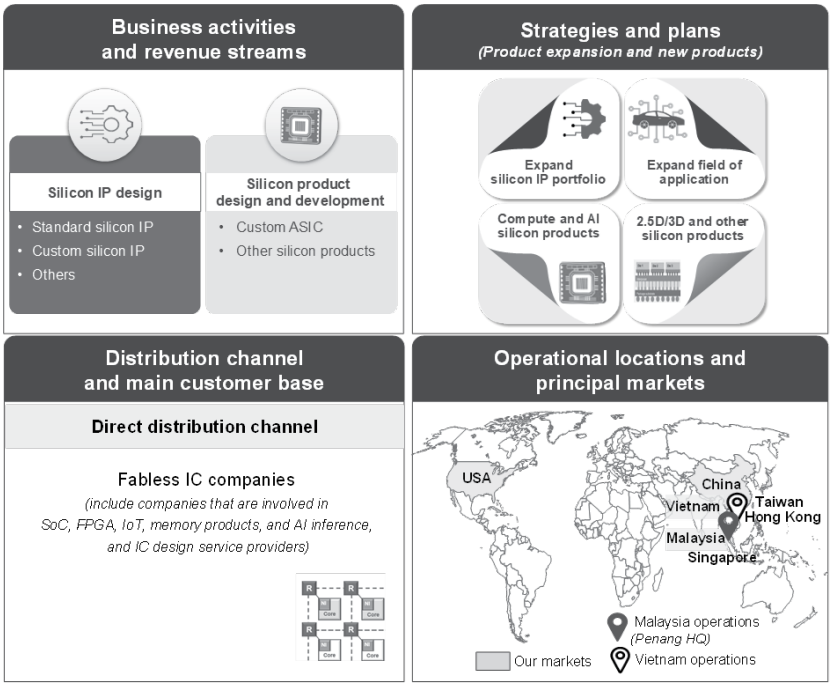
Our Public Issue will raise gross proceeds of approximately RM352.0 million. For further details relating to our IPO and moratorium on our Shares, see Sections 4.2 and 2.2 of this Prospectus, respectively.

### 3.2 OUR BUSINESS

Our Company was incorporated in Malaysia under the Act on 23 April 2019 as a private limited company under the name of Melodi Sutramas Sdn Bhd, which had no prior business operations. Upon the acquisition of the entire issued share capital of Melodi Sutramas Sdn Bhd comprising 1 ordinary share from a third party by our Chief Executive Officer, Dato' Fong Swee Kiang, for a cash consideration of RM1 on 23 September 2019, our Company changed its name to SkyeChip Sdn Bhd. On 1 June 2020, our Chief Technology Officer, Teh Chee Hak, joined our Company and subsequently became a 50.0% shareholder of our Company following the allotment of 50,000,000 SkyeChip Shares to him on 10 February 2022. Our Company was converted into a public company on 20 March 2025 to facilitate our Listing. However, our Company decided to defer our Listing following the material developments involving new business opportunities under consideration in May 2025, and our Company was subsequently reconverted to a private limited company on 4 August 2025. Following the reconversion, our Company undertook further pre-IPO investment exercises involving the issuance of additional new Shares to the pre-IPO investors. On 17 October 2025, our Company was reconverted to a public company to facilitate our Listing. See Section 6.1.2 of this Prospectus for further details on the pre-IPO investments.

Since the commencement of our business in 2020, our Group is principally involved in IC design specialising in silicon IPs and silicon products including custom ASIC. We provide licensable silicon IPs to our customers to integrate into their IC products. We also design and develop custom ASIC products tailored to meet specific customer requirements, delivering semiconductor chips that are optimised for a specific application rather than general-purpose use.

Our business model is as follows:




As at the LPD, our Group operates through 6 subsidiaries located across Malaysia, Singapore, China and Vietnam. For further details on our history, group structure and business, see Sections 6 and 7 of this Prospectus.

## 3.3 COMPETITIVE STRENGTHS

Our competitive strengths are as follows:

**(a)** **We have designed and commercialised multiple high-performance and high-bandwidth memory interface IP to drive our business growth and sustain our competitive advantages.** As at the LPD, we have designed and commercialised multiple high-performance, high-bandwidth memory interface IPs, including LPDDR4, LPDDR4x, LPDDR5, LPDDR5x, as well as HBM3 and HBM3E. These memory interface IPs deliver efficient data transfer and meet the rigorous demands of advanced applications, which drive our business growth and strengthen our competitive position in the semiconductor industry.

**(b)** **We have access to advanced technologies down to a 3nm process node supported by foundries as well as certain third-party design tool providers.** We have access to PDKs from foundries to design ICs using advanced process nodes down to 3nm. These PDKs supply essential design rules, simulation models and documentation that ensure our designs meet manufacturability and yield requirements. In addition, we also have access to EDA tools and Verification IPs from third-party design tool providers. EDA tools and Verification IPs are specialised and essential tools for IC design.

**(c)** **We are the original designer of our standard silicon IP featuring reconfigurability which enables us to license our products to multiple customers, providing us with a modular and scalable business model to sustain and drive our business growth.** We have designed and commercialised standard silicon IPs, including memory interface IP, Network-on-Chip IP and D2D interface IP, which were developed in-house entirely. As such, we retain full IP rights to these designs. Our library of standard silicon IPs allows for scalable business growth, as each silicon IP can be licensed as is or reconfigured to meet each customer's operating environment across various countries. This silicon IP enables us to license them to multiple customers or projects, providing a robust portfolio that supports and drives our business growth.

**(d)** **We have successfully commercialised both coherent and non-coherent Network-on-Chip IPs which will help grow our business.** Our Network-on-Chip technology provides us with the platform to address increasingly complex IC designs as chips move towards more advanced process nodes carrying out more extensive processing requiring efficient and quality transmission and reception of data in SoC. This will provide relevance to our design in meeting changing and innovative technologies to grow our business. In addition, we offer both coherent and non-coherent Network-on-Chip IPs, enabling us to support a wide range of IC products. We have the capability to integrate both coherent and non-coherent Network-on-Chip architectures within the same chip. This dual capability allows us to address a broader market, including high-performance computing, AI and consumer electronics.

**(e)** **We have in-house developed proprietary software that provides ease of use to configure our Network-on-Chip IP into our customers' ICs.** We have our in-house developed proprietary software to support the configuration of our Network-on-Chip IP into our customers' ICs. Our proprietary software is typically packaged with our Network-on-Chip IP for use by our customers, which are tools designed to optimise system performance for configuration and integration.

**(f)** **We have experienced Executive Directors backed by a skilled technical team to sustain and further develop our business.** Our business is led by our Chief Executive Officer, Dato' Fong Swee Kiang and Chief Technology Officer, Teh Chee Hak. Dato' Fong Swee Kiang and Teh Chee Hak have over 35 and 20 years of experience, respectively in the semiconductor industry. As at the LPD, our technical team comprises 365 professionals who hold degrees, diplomas or certificates in relevant disciplines. These technical experts are essential in our design and development operations, as well as providing engineering support to our customers.

**(g)** **Our business has experienced high revenue growth demonstrating the acceptance of our products and services to serve as the platform for further business growth.** Since the commencement of our business in 2020, we have shown consistent revenue growth. From the FYEs 31 March 2023 to 31 March 2025, our revenue increased at a CAGR of 44.6%, reaching RM119.5 million for the FYE 31 March 2025. This robust revenue growth reflects the strong market acceptance of our products and services and provides a solid platform for further expansion. Building on the success of our current suite of silicon IPs, we are actively developing several new products to drive continued growth.

**(h)** **We have the ability to provide custom silicon IP for our customers to foster customer loyalty and secure new contracts.** One of our key strengths is our technical expertise in designing custom silicon IP tailored to meet the specific requirements of each customer. This includes optimising performance, power efficiency and functionality needs, as well as the ability to modify and enhance designs based on customer feedback and evolving requirements. We provide comprehensive support including design, integration and prototype bring-up assistance to facilitate the productisation of our customers' IC products. This capability fosters customer loyalty and helps us secure new business opportunities.

**(i)** **We are engaged in various industry standard definition bodies including JEDEC, UCIe and PCI-SIG that enable us to participate in early discussions on the evolving IP standards.** Industry standard bodies such as JEDEC, UCIe and PCI-SIG are essential for IP as they ensure interoperability and compatibility, which is crucial for integrating various IPs and modules into a functional system. As a member of JEDEC, UCIe and PCI-SIG, we are involved in defining and reviewing the emerging standards. Our involvement with these global standard-setting bodies provides us with advanced insights into emerging trends, potential revisions and new standards. This enables us to proactively adapt our designs to evolving requirements, ensuring that we remain competitive and relevant, and continue to grow our business.

For further details on our competitive strengths, see Section 7.4 of this Prospectus.

## 3.4 STRATEGIES AND FUTURE PLANS

Our strategies and future plans are as follows:

### (a) Expand silicon IP portfolio and field of application

We plan to expand our silicon IP portfolio to drive business growth and increase our revenue base. This expansion includes designing and developing a new generation of Network-on-Chip IP and memory interface IP.

We aim to develop new memory interface IPs, including LPDDR6 and HBM4, in the future, featuring improved efficiency and performance, and increasing data transfer rates. This will help us meet growing demand for end-market applications such as mobile and consumer electronics, networking, edge computing and high-performance computing.

Our current silicon IP portfolio is designed to meet the needs of high-performance computing, mobile communications, IoT, AI and data centre applications. As part of our strategic expansion, we plan to expand into the automotive IP market by enhancing and qualifying our Network-on-Chip to adhere to functional safety standards, including compliance with ISO 26262. This is to capitalise on the growing opportunities, driven by the increasing demand for advanced automotive technologies.

### (b) Design and develop compute and AI silicon products

We plan to design and develop new compute and AI silicon products to address the rising demand for high-performance, energy-efficient processing in data centres and AI applications. This is done by incorporating our pre-designed and pre-verified interface and interconnect silicon IP, which will lead to faster development times compared to developing everything from scratch. Among the new compute and AI silicon products that we plan to develop include the high-performance CPU and AI platforms.

In March 2025, Malaysia announced a 10-year partnership worth USD250 million (approximately RM1.1 billion) with ARM Holdings Plc ("**ARM**") to acquire various IP licences, including 7 ARM Compute Subsystem ("**CSS**") and 25 ARM Flexible Access ("**AFA**") tokens, and to train 10,000 engineers. This is part of the national initiative, Silicon Vision, which offers opportunities for semiconductor and IC design companies to participate and grow within the local ecosystem. In July 2025, we submitted our application for access to one CSS platform and one AFA platform. Subsequently, we received the letters of conditional approval from the relevant authority for access to the CSS platform and the AFA platform in April 2026, and are currently reviewing and evaluating the terms and conditions of the definitive agreements that may be entered into in relation to the letters of conditional approval. In the event we enter into the definitive agreement for the CSS platform, we intend to allocate approximately RM82.0 million from the gross proceeds to be raised from our Public Issue for the design and development of the high-performance CPU platform using the CSS platform. If we do not enter into the definitive agreement for the CSS platform, the proceeds of RM82.0 million will be redeployed towards the development of custom compute and AI hardware accelerators that do not require the CSS platform, or we will pursue alternative CPU solutions (such as RISC-V) for the high-performance CPU platform. As at the LPD, we have not finalised any plans for the AFA platform. Notwithstanding, any future plans in relation to the AFA platform will be funded by internally generated funds.

### (c) Design and develop 2.5D/3D and other silicon products

We target to extend our IC design capabilities to design and develop new 2.5D/3D and other silicon products, addressing opportunities in advanced semiconductor packaging. This includes CIM silicon dies and I/O chiplets.

**(d) Establish and expand facilities and resources**

We are scaling up our facilities including setting up new R&D and sales offices to cater to our continuing business and product expansion. This also includes increasing our technical resources to enhance our capabilities for the design and development of new silicon IPs and products.

For further details on our strategies and future plans, see Section 7.5 of this Prospectus.

## 3.5 RISK FACTORS

An investment in our Shares involves a number of risks, many of which are beyond our control. You should carefully consider all of the information contained in this Prospectus, including all the risk factors, before deciding to invest in our Shares. Set out below is the summary of key risks faced by our Group:

**(i) Risks relating to our business**

**(a)** **We are dependent on our Chief Executive Officer and Chief Technology Officer as well as other members of our Key Senior Management for our business continuity and the loss of service from any one of them will adversely affect our financial performance**. Our business is highly dependent on our Chief Executive Officer, Dato' Fong Swee Kiang, and our Chief Technology Officer, Teh Chee Hak. Dato' Fong Swee Kiang is primarily responsible for the overall strategy and development of our Company, while Teh Chee Hak oversees the technology and technical research and development of our products and services.

**(b)** **We are dependent on advanced process technologies and production support provided by foundries as well as certain third-party design tool providers for our business operations.** We are dependent on access to advanced process technologies, namely PDK provided by foundries, which are crucial for our IC and silicon IP design and development. In addition, we are also dependent on the production support from foundries for the manufacturing and delivery of our prototypes and custom ASIC products. Any significant disruptions in accessing the process technologies and production support could impede our design and development, and product delivery activities, which may potentially affect our business operations and financial performance. Additionally, we are dependent on the EDA tools and Verification IP Suppliers as the software tools and products are essential to our IC design process. These EDA tools and Verification IP are highly specialised and there are only a limited number of viable alternative suppliers which can fulfil our Group's requirements.

**(c)** **Our business operations are dependent on skilled technical resources for our design and development operations.** We rely on skilled technical resources with expertise across various engineering disciplines, including electrical and electronics engineering, computer engineering, software engineering and related fields. This expertise is crucial for tasks such as IC design and verification, using EDA tools, applying process technology, hardware architecture and software development.

**(d)** **Our business and financial performance are dependent on our ability to keep abreast of technological advancements.** There is a risk that demand for our products and services, including our silicon IP, may decline if we do not keep pace with the development and adoption of new technologies and innovations. This includes, among other advancements, next-generation IP specifications and process nodes (e.g., 2nm) to enhance processing performance and efficiency.

**(e)** **Our business and financial performance are dependent on our ability to secure new contracts or orders continuously.** Our revenue from silicon IPs and custom ASICs is primarily based on lump-sum contracts with multiple customers. Revenue generated from the contracts is based on outright sales for the right-of-use of our IP designs for silicon IPs, design and development work performed for custom ASICs, or based on confirmed purchase orders for the sales of custom ASIC products. In this respect, our revenue is typically non-recurring after completion and handover or delivery to customers. As such, our business and financial performance depend on our ability to continuously secure new contracts or orders from existing or new customers to replenish our order book.

**(f)** **Our growth prospects may be limited if we are unable to effectively execute some of our strategies and future plans.** Our strategies and future plans are focused on leveraging our core strengths and capitalising on our expertise in silicon IP and custom ASIC design and development. However, there can be no assurance we would be successful in executing our business strategies and plans, nor can we assure that we have anticipated all potential business and operational risks. There are factors that could impact the timing and effectiveness of our strategies including the ability to secure adequate funding, limitations in human resources, particularly technical professionals, regulatory changes and other unforeseen delays. Any delays or failures in implementing our strategies effectively and promptly may adversely affect our future business growth, financial prospects or returns.

**(g)** **We may not be able to sustain the growth rate of our financial performance in the future.** There can be no assurance that we will achieve similar growth rates in our financial performance in the future. There are various internal and external factors which could impact our performance including a drop in demand for our products and services, product mixes, competitors' pricing, adverse economic and social conditions, increase in competition, interruptions to our business operations, potential delays or failures in executing our strategies and future plans, and changes in regulatory policies and trade practices as well as tax rates. In particular, we have benefitted from approved tax exemption for the Financial Years/Periods Under Review, which had expired on 9 September 2025. Prior to the expiry, we had, on 9 June 2025, submitted an application to MIDA for a tax exemption under Section 127(3A) of the Income Tax Act 1967 for our IC design activities and as at the LPD, the application remains under review. In the event we are not able to obtain the tax exemption from MIDA as stated above, the financial performance of our Malaysia operations would be materially affected after taking into account the increase in the tax rate for our Malaysia operations and the corresponding impact to the PAT and PAT margin of our Malaysia operations.

**(ii)** **Risks relating to our industry**

**(a)** **We are subject to economic, social, political and regulatory risks in foreign countries as well as Malaysia, including risks of trade restrictions and export controls imposed by other countries.** Changes in the international trade environment including governmental trade restrictions such as export and import controls, tariffs and trade sanctions, can lengthen sales cycles due to increased regulatory scrutiny. These restrictions may also limit or prohibit the sale or licensing of certain technologies or products including our products, affecting not only targeted countries but also those indirectly involved in the supply chain.

**(b)** **We face global competition from silicon IP and custom ASIC providers that offer similar products and services.** We may also encounter competition from new entrants to the market as they establish themselves in the industry over time. Furthermore, fabless semiconductor companies with in-house silicon IP design capabilities also pose a competitive threat, as they can design and develop silicon IP for their use.

For further details of our risk factors, see Section 5 of this Prospectus.

## 3.6 DIRECTORS AND KEY SENIOR MANAGEMENT

As at the LPD, our Directors and Key Senior Management are as follows:

| Name | Designation |
|---|---|
| **Directors** | |
| Dato' Seri Wong Siew Hai | Independent Non-Executive Chairman |
| Dato' Fong Swee Kiang | Non-Independent Executive Director and Chief Executive Officer |
| Teh Chee Hak | Non-Independent Executive Director and Chief Technology Officer |
| Dato' Seri Gooi Soon Chai | Independent Non-Executive Director |
| Datuk Alexandra Chin @ Fui Lin, J.P. | Independent Non-Executive Director |
| Norinne Ira Dewal Binti Md Ali | Independent Non-Executive Director |
| **Key Senior Management** | |
| Dato' Fong Swee Kiang | Non-Independent Executive Director and Chief Executive Officer |
| Teh Chee Hak | Non-Independent Executive Director and Chief Technology Officer |
| Chong Lai Hock | Chief Operating Officer |
| Chin Eng Fook | Chief Information Officer |
| Lim Soon Chieh | Senior Engineering Director for Interface IP |
| Galvin Wong | Finance Director |

For further details on our Directors and Key Senior Management, see Sections 9.2 and 9.3 of this Prospectus, respectively.

## 3.7 DIVIDEND POLICY

We target a payout ratio of up to 25.0% of our PAT attributable to owners of our Company of each financial year on a consolidated basis after taking into account our Group's working capital and committed capital requirements, subject to any applicable law, licence conditions and contractual obligations, and provided that such distribution will not be detrimental to our cash requirements or any plans approved by our Board.

The following table sets out the dividends declared and/or paid by our Group for the Financial Years/Periods Under Review:

| | FYE 31 March | | | FPE 31 October |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 |
| | RM'000 | RM'000 | RM'000 | RM'000 |
| Dividends declared | [3]9,000 | [4]19,000 | - | - |
| Dividends paid [1] | 2,000 | 13,637 | 12,363 | - |
| PAT | 28,641 | 33,708 | 35,943 | 31,010 |
| Dividend payout ratio [2] | 7.0% | 40.5% | 34.4% | - |

***Notes:***

*(1) The dividends were funded through internally generated funds sourced from the cash and bank balances of our Group.*

*(2) Computed based on dividends paid divided by PAT.*

*(3) Out of the dividends declared of RM9.0 million for the FYE 31 March 2023, RM2.0 million was paid in the same year and the remaining RM7.0 million was paid during the FYE 31 March 2024.*

*(4) Out of the dividends declared of RM19.0 million for the FYE 31 March 2024, RM6.6 million was paid in the same year and the remaining RM12.4 million was paid during the FYE 31 March 2025.*

Subsequent to the Financial Years/Periods Under Review and up to the LPD, no dividend has been declared, made or paid by our Company, and our Company has no intention to declare any further dividends prior to our Listing. For further details of our dividend policy, see Section 12.3 of this Prospectus.

## 3.8 USE OF PROCEEDS

We expect to use the gross proceeds from our Public Issue amounting to approximately RM352.0 million(1) in the following manner:

| Description of use of proceeds | Estimated timeframe for use from the date of our Listing | RM' million | % |
|---|---|---|---|
| R&D of IC products | Within 36 months | 155.1 | 44.1 |
| R&D of silicon IP | Within 36 months | 56.4 | 16.0 |
| Expansion of operational facilities and resources | Within 36 months | 19.0 | 5.4 |
| Expansion of computing infrastructure and labs | Within 36 months | 38.1 | 10.8 |
| Subscription, licensing and/or purchase of EDA and development tools | Within 36 months | 36.7 | 10.4 |
| Working capital | Within 36 months | 32.4 | 9.2 |
| Defray fees and expenses relating to our IPO and Listing | Within 3 months | 14.3 | 4.1 |
| **Total** | | **352.0** | **100.0** |

***Note:***

*(1) We have assumed that the Institutional Price and the Final Retail Price will be equal to the Retail Price.*

For detailed information relating to the use of proceeds arising from our Public Issue, see Section 4.5 of this Prospectus.

## 3. PROSPECTUS SUMMARY *(Cont'd)*

### 3.9 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

The following table sets out the direct and indirect shareholdings of our Promoters and substantial shareholders before and after our IPO:

| | As at 1 April 2026 | | | | After the Subdivision | | | | After our IPO | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Direct | | Indirect | | Direct | | Indirect | | Direct | | Indirect | |
| **Name / Nationality / Country of Incorporation** | **No. of Shares** | **%** | **No. of Shares** | **%** | **No. of Shares** | **%** | **No. of Shares** | **%** | **No. of Shares** | **%** | **No. of Shares** | **%** |
| **Promoters and substantial shareholders** | | | | | | | | | | | | |
| Dato' Fong Swee Kiang / Malaysian | 98,612,801 | 30.9 | 15,893,600 | 4.9 | 430,630,251 | 30.9 | 69,405,442 | 4.9 | 430,630,251 | 24.0 | 69,405,442 | 3.8 |
| Teh Chee Hak / Malaysian | 98,612,800 | 30.9 | 15,913,600 | 4.9 | 430,630,247 | 30.9 | 69,492,779 | 4.9 | 430,630,247 | 24.0 | 69,492,779 | 3.8 |
| **Substantial shareholder** | | | | | | | | | | | | |
| SKC Team 2 / Malaysia | 32,542,000 | 10.2 | - | - | 142,107,003 | 10.2 | - | - | 142,107,003 | 7.9 | - | - |

| | After our IPO and assuming full exercise of the ESOS Options granted in conjunction with our Listing | | | |
|---|---|---|---|---|
| | Direct | | Indirect | |
| **Name / Nationality / Country of Incorporation** | **No. of Shares** | **%** | **No. of Shares** | **%** |
| **Promoters and substantial shareholders** | | | | |
| Dato' Fong Swee Kiang / Malaysian | 430,630,251 | 23.2 | 69,405,442 | 3.7 |
| Teh Chee Hak / Malaysian | 430,630,247 | 23.2 | 69,492,779 | 3.7 |
| **Substantial shareholder** | | | | |
| SKC Team 2 / Malaysia | 142,107,003 | 7.6 | - | - |

Details in respect of the changes in shareholding, including their assumptions and details on the indirect shareholdings of our Promoters and substantial shareholders are set out in Section 9.1 of this Prospectus.

## 3.10 FINANCIAL AND OPERATIONAL HIGHLIGHTS

The following table sets out our selected consolidated historical financial information for the Financial Years/Periods Under Review:

| | Audited | | | Unaudited | Audited |
|---|---|---|---|---|---|
| | FYE 31 March | | | FPE 31 October | |
| | 2023 | 2024 | 2025 | 2024 | 2025 |
| | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 |
| Revenue | 57,159 | 77,063 | 119,503 | 64,079 | 89,395 |
| Cost of sales | (23,371) | (41,034) | (69,058) | (33,233) | (48,205) |
| GP | 33,788 | 36,029 | 50,445 | 30,846 | 41,190 |
| PBT | 28,399 | 34,564 | 36,998 | 22,708 | 31,860 |
| PAT[(1)] | 28,641 | 33,708 | 35,943 | 22,102 | 31,010 |
| **Other selected financial information** | | | | | |
| GP margin (%)[(2)] | 59.1 | 46.8 | 42.2 | 48.1 | 46.1 |
| PBT margin (%)[(3)] | 49.7 | 44.9 | 31.0 | 35.4 | 35.6 |
| PAT margin (%)[(4)] | 50.1 | 43.7 | 30.1 | 34.5 | 34.7 |
| Basic and diluted EPS (sen)[(5)] | 1.59 | 1.88 | 2.00 | 1.23 | 1.73 |

| | Audited | | | |
|---|---|---|---|---|
| | As at 31 March | | | As at 31 October |
| | 2023 | 2024 | 2025 | 2025 |
| | RM'000 | RM'000 | RM'000 | RM'000 |
| Total equity | 45,419 | 61,127 | 126,330 | 178,512 |
| Lease liabilities | 3,070 | 4,313 | 3,196 | 5,826 |
| Gearing ratio (times)[(6)] | 0.1 | 0.1 | [(7)]- | [(7)]- |
| Current ratio (times)[(8)] | 3.1 | 3.5 | 21.3 | 23.1 |
| Trade receivable turnover period (days)[(9)] | - | 67 | 81 | 111 |

***Notes**:*

*(1) Our effective tax rate was 2.5%, 2.9% and 2.7% for the FYEs 31 March 2024 and 31 March 2025, and the FPE 31 October 2025, respectively, attributed to approved tax exemption to SkyeChip under Section 127(3A) of the Income Tax Act 1967 for statutory income derived from our activities of design and development of IC, and sales of IP, software and ASIC, which had expired on 9 September 2025. Prior to the expiry, we had, on 9 June 2025, submitted an application to MIDA for a tax exemption under Section 127(3A) of the Income Tax Act 1967 for our IC design activities and as at the LPD, the application remains under review. See Sections 5.1.7 and 12.2.2(h) of this Prospectus for further details.*

*(2) Computed based on GP over revenue.*

*(3) Computed based on PBT over revenue.*

*(4) Computed based on PAT over revenue.*

*(5) Computed based on PAT over our enlarged issued Shares of 1,796,000,000 upon our Listing.*

*(6) Computed based on lease liabilities over total equity.*

*(7) Less than 0.05 times.*

*(8) Computed based on current assets over current liabilities.*

*(9) Computed based on trade receivables as at the financial year/period end over total revenue for the financial year/period, and multiplied by the number of days in the financial year/period.*

For further details on the financial information relating to our Group, see Section 12 of this Prospectus.

# 4. DETAILS OF OUR IPO

## 4.1 INDICATIVE TIMETABLE

The following events are intended to take place on the following indicative time and/or date:

| Event | Time and/or Date |
|---|---|
| Opening of the Institutional Offering[(1)] | 29 April 2026 |
| Issuance of the Prospectus/Opening of the Retail Offering | 10.00 a.m., 29 April 2026 |
| Closing of the Retail Offering | 5.00 p.m., 6 May 2026 |
| Closing of the Institutional Offering | 7 May 2026 |
| Price Determination Date | 8 May 2026 |
| Balloting of applications for our IPO Shares under the Retail Offering | 8 May 2026 |
| Allotment of our IPO Shares to successful applicants | 18 May 2026 |
| Listing | 20 May 2026 |

***Note:***

*(1) Other than the Institutional Offering to the Cornerstone Investors. The Master Cornerstone Placement Agreement for the subscription of our IPO Shares by the Cornerstone Investors was entered into on 13 April 2026.*

In the event there is any change to the timetable, we will advertise the notice of changes in widely circulated English and Bahasa Malaysia daily newspapers in Malaysia and make an announcement on the website of Bursa Securities.

## 4.2 PARTICULARS OF OUR IPO AND PLAN OF DISTRIBUTION

Our IPO is subject to the terms and conditions of this Prospectus. Upon acceptance, our IPO Shares are expected to be allocated in the manner described below, subject to the clawback and reallocation provisions as set out in Section 4.2.4 of this Prospectus.

Our IPO consists of the Institutional Offering and the Retail Offering, totalling 400,000,000 IPO Shares, representing 22.3% of our enlarged issued Shares.

### 4.2.1 Subdivision

In conjunction with our Listing, on 8 April 2026, our Company undertook the subdivision of 319,679,051 Shares into 1,396,000,000 Shares. The purpose of the Subdivision is to enhance the liquidity of the Shares upon our Listing.

## 4. DETAILS OF OUR IPO *(Cont'd)*

Following the completion of the Subdivision, our total issued Shares is 1,396,000,000 Shares. The shareholding structure of our Company before and after the Subdivision are as follows:

| | Before the Subdivision | | | | After the Subdivision | | | |
|---|---|---|---|---|---|---|---|---|
| | Direct | | Indirect | | Direct | | Indirect | |
| **Name** | **No. of Shares** | **(1)%** | **No. of Shares** | **(1)%** | **No. of Shares** | **(2)%** | **No. of Shares** | **(2)%** |
| Dato' Fong Swee Kiang | 98,612,801 | 30.9 | 15,893,600 | (3)4.9 | 430,630,251 | 30.9 | 69,405,442 | (3)4.9 |
| Teh Chee Hak | 98,612,800 | 30.9 | 15,913,600 | (4)4.9 | 430,630,247 | 30.9 | 69,492,779 | (4)4.9 |
| SKC Team 2 | 32,542,000 | 10.2 | - | - | 142,107,003 | 10.2 | - | - |
| IC Capital Management | 14,700,000 | 4.6 | - | - | 64,193,134 | 4.6 | - | - |
| DG 12 | 10,479,700 | 3.3 | - | - | 45,763,591 | 3.3 | - | - |
| SKC Team | 9,985,000 | 3.1 | - | - | 43,603,295 | 3.1 | - | - |
| SKC Team 1 | 9,965,000 | 3.1 | - | - | 43,515,958 | 3.1 | - | - |
| Gobi Future Fund LPF | 6,335,423 | 2.0 | - | - | 27,666,031 | 2.0 | - | - |
| Meranti ASEAN Growth Fund II LP | 6,335,423 | 2.0 | - | - | 27,666,031 | 2.0 | - | - |
| SKC Team 3 | 5,928,600 | 1.8 | - | - | 25,889,484 | 1.8 | - | - |
| Lion X | 5,774,800 | 1.8 | - | - | 25,217,858 | 1.8 | - | - |
| InterVest Global Scale-up Fund | 4,535,350 | 1.4 | - | - | 19,805,328 | 1.4 | - | - |
| Intervest Malaysia OIF A | 4,535,350 | 1.4 | - | - | 19,805,328 | 1.4 | - | - |
| Intervest Korea Malaysia OIF B Sdn Bhd | 4,535,350 | 1.4 | - | - | 19,805,328 | 1.4 | - | - |
| ASIF 15 | 3,878,400 | 1.2 | - | - | 16,936,507 | 1.2 | | |
| Gobi Dana Impak Ventures LP | 2,923,054 | 0.9 | - | - | 12,764,626 | 0.9 | - | - |
| **Total** | **319,679,051** | **100.0** | | | **1,396,000,000** | **100.0** | | |

***Notes:***

*(1) Based on 319,679,051 issued Shares after the Conversion of ICPS.*

*(2) Based on 1,396,000,000 issued Shares after the Subdivision.*

*(3) Deemed interested by virtue of his shareholdings in SKC Team 1 and SKC Team 3 pursuant to Section 8 of the Act.*

*(4) Deemed interested by virtue of his shareholdings in SKC Team and SKC Team 3 pursuant to Section 8 of the Act.*

### 4.2.2 Institutional Offering

The Institutional Offering involves the offering of 264,672,800 IPO Shares, representing approximately 14.7% of our enlarged issued Shares, subject to the clawback and reallocation provisions as set out in Section 4.2.4 of this Prospectus, at the Institutional Price to institutional and selected investors.

**Cornerstone Investors**

As part of the Institutional Offering, on 13 April 2026, our Group, the Lead Bookrunner, the Joint Bookrunners and the Cornerstone Investors entered into the Master Cornerstone Placement Agreement where the Cornerstone Investors have agreed to acquire, subject to the terms of the Master Cornerstone Placement Agreement and the individual cornerstone placement agreements, an aggregate of 155,000,000 IPO Shares, representing approximately 8.6% of our enlarged issued Shares at RM0.88 per IPO Share or the Institutional Price, whichever is lower. None of the Cornerstone Investors will individually subscribe for 5.0% or more of our enlarged issued Shares under the cornerstone placement agreements.

The cornerstone placement agreements are conditional upon, among others, the Retail Underwriting Agreement and the Placement Agreement being entered into and not having been terminated pursuant to their respective terms.

**PIV Perkasa Allocation**

SkyeChip Semi is currently tenanting an office premise for a term of 3 years at the Malaysia Semiconductor IC Design Park located in Puchong, Selangor, which is pioneered by SIDEC to accelerate the growth of Malaysia's semiconductor industry. In addition, SIDEC has agreed to grant SkyeChip Semi certain subsidies pertaining to the tenancy, including rental, utility, EDA tools, office renovation and infrastructure subsidies.

In view of the above, SkyeChip had, on 10 February 2025, entered into a conditional investment agreement with SIDEC and PIV Perkasa, an entity nominated by SIDEC which is authorised by the State Government of Selangor to manage and deploy venture capital investments, whereby PIV Perkasa was offered the right to subscribe for IPO Shares amounting up to RM7.0 million, representing approximately 0.4% of our enlarged issued Shares ("**Investment Shares**"), at the Institutional Price, as part of the Institutional Offering.

The completion of the PIV Perkasa Allocation is subject to the fulfilment of, among others, the following conditions:

(i) the tenancy is valid, in force and not expired or terminated during the offer of the right to subscribe the Investment Shares; and

(ii) the Retail Underwriting Agreement being entered into and not having been terminated pursuant to its terms.

In the event that the Investment Shares are not taken up by PIV Perkasa by the closing date of the Institutional Offering, the Investment Shares will be made available for application by other investors under the Institutional Offering and any remaining amounts under the Institutional Offering shall be subject to the clawback and reallocation provisions in Section 4.2.4 of this Prospectus.

### 4.2.3 Retail Offering

The Retail Offering involves the offering of 135,327,200 IPO Shares, representing approximately 7.6% of our enlarged issued Shares, subject to the clawback and reallocation provisions as set out in Section 4.2.4 of this Prospectus, at the Retail Price to be allocated in the following manner:

**(i) Allocation to the Eligible Persons**

99,407,200 IPO Shares, representing approximately 5.6% of our enlarged issued Shares, are reserved for application by the Eligible Persons under the Pink Form Allocations as follows:

| Category of Eligible Persons | No. of Eligible Persons | Aggregate no. of IPO Shares allocated |
|---|---|---|
| Directors[(1)] | 4 | 1,562,500 |
| Eligible employees of our Group (including directors of our subsidiaries)[(2)] | 380 | 44,608,300 |
| Persons who have contributed to the success of our Group[(3)] | 65 | 53,236,400 |
| **Total** | **449** | **99,407,200** |

***Notes:***

*(1) The criteria for allocation to our non-executive Directors are based on, among others, their respective roles and responsibilities in our Company and they collectively will be allocated a total of 1,562,500 IPO Shares as follows:*

| ***Name*** | ***Designation*** | ***No. of IPO Shares allocated*** |
|---|---|---|
| *Dato' Seri Wong Siew Hai* | *Independent Non-Executive Chairman* | *454,600* |
| *Dato' Seri Gooi Soon Chai* | *Independent Non-Executive Director* | *369,300* |
| *Datuk Alexandra Chin @ Fui Lin, J.P.* | *Independent Non-Executive Director* | *369,300* |
| *Norinne Ira Dewal Binti Md Ali* | *Independent Non-Executive Director* | *369,300* |
| ***Total*** | | ***1,562,500*** |

*(2) The allocation of our IPO Shares to the eligible employees of our Group is based on, among others, their job grade, length of service, performance and their past contributions to our Group.*

*(3) The allocation of our IPO Shares to persons who have contributed to the success of our Group is based on, among others, their length of business relationship with our Group and their contributions to the success of our Group.*

**(ii) Allocation via balloting to the Malaysian Public**

35,920,000 IPO Shares, representing approximately 2.0% of our enlarged issued Shares, are reserved for application by the Malaysian Public, of which 17,960,000 IPO Shares, representing 1.0% of our enlarged issued Shares, have been set aside for application by Bumiputera citizens, companies, co-operatives, societies and institutions.

In summary, subject to the clawback and reallocation provisions as set out in Section 4.2.4 of this Prospectus, our IPO Shares will be allocated in the following manner:

| | **Public Issue** | |
|---|---|---|
| **Category** | **No. of Shares** | **(1)% of our enlarged issued Shares** |
| **Retail Offering:** | | |
| Eligible Persons | | |
| - Directors | 1,562,500 | 0.1 |
| - Eligible employees of our Group (including directors of our subsidiaries) | 44,608,300 | 2.5 |
| - Persons who have contributed to the success of our Group | 53,236,400 | 3.0 |
| Malaysian Public (via balloting): | | |
| - Bumiputera | 17,960,000 | 1.0 |
| - Non-Bumiputera | 17,960,000 | 1.0 |
| **Sub-total** | **135,327,200** | **7.6** |
| **Institutional Offering:** | | |
| - PIV Perkasa Allocation | 7,954,600 | 0.4 |
| - Institutional and selected investors | 256,718,200 | 14.3 |
| **Sub-total** | **264,672,800** | **14.7** |
| **Total** | **400,000,000** | **22.3** |

***Note:***

*(1) Based on our enlarged issued Shares upon our Listing of 1,796,000,000 Shares.*

The completion of the Retail Offering and the Institutional Offering are inter-conditional. Our IPO is also subject to the public shareholding spread requirement under the Listing Requirements as set out in Section 4.2.8 of this Prospectus.

### 4.2.4 Clawback and reallocation

The Institutional Offering and the Retail Offering shall be subject to the following clawback and reallocation provisions:

(i) if our IPO Shares allocated to the Eligible Persons (subject to the reallocation process for Eligible Persons as set out below) are under-subscribed, such IPO Shares may be allocated to the other institutional and selected investors under the Institutional Offering or the Malaysian Public under the Retail Offering or a combination of both, at the discretion of the Lead Bookrunner, Joint Bookrunners and us;

(ii) subject to item (i) above, if there is an over-subscription in the Retail Offering and there is a corresponding under-subscription in the Institutional Offering, our IPO Shares may be clawed back from the Institutional Offering and allocated to the Retail Offering; and

(iii) subject to item (i) above, if there is an over-subscription in the Institutional Offering and there is a corresponding under-subscription in the Retail Offering, our IPO Shares may be clawed back from the Retail Offering and allocated to the Institutional Offering.

There will be no clawback and reallocation if there is an over-subscription or under-subscription in both the Institutional Offering and the Retail Offering or an under-subscription in either the Institutional Offering or the Retail Offering but no over-subscription in the other.

Any IPO Shares not taken up by any of the Eligible Persons ("**Excess IPO Shares**") will be made available for application by the other Eligible Persons who have applied for the Excess IPO Shares on top of their pre-determined allocation ("**Excess Application(s)**") and allocated on a fair and equitable basis and in the following priority:

(a) firstly, allocation on a pro-rata basis to our Directors and eligible employees of our Group (including directors of our subsidiaries) who have applied for the Excess IPO Shares based on the number of Excess IPO Shares applied for;

(b) secondly, allocation of any surplus Excess IPO Shares after item (a) above on a pro-rata basis to persons who have contributed to the success of our Group who have applied for the Excess IPO Shares based on the number of Excess IPO Shares applied for; and

(c) thirdly, to minimise odd lots.

Our Board reserves the right to allot Excess IPO Shares applied for in such manner as it may deem fit and expedient in the best interest of our Company, subject always to such allocation being made on a fair and equitable basis, and that the intention of our Board as set out in items (a) to (c) above is achieved. Our Board also reserves the right to accept or reject any Excess IPO Shares application, in full or in part, without assigning any reason.

Once completed, the steps involving items (a) to (c) above will not be repeated. Should there be any balance of Excess IPO Shares thereafter, such balance will be made available for clawback and reallocation as described in item (i) above. Any IPO Shares under the Retail Offering not applied for after being subject to the clawback and reallocation provisions above shall be underwritten by the Joint Underwriters.

As at the LPD, to the best of our knowledge and belief:

(aa) there is no substantial shareholder, Director or Key Senior Management who have indicated that they intend to subscribe for our IPO Shares, save for our IPO Shares made available for application under the Pink Form Allocation; and

(bb) there is no person who intends to subscribe for more than 5.0% of our IPO Shares.

### 4.2.5 LTIP

In conjunction with our Listing, we have established an LTIP of up to 15.0% of our total number of issued Shares (excluding treasury shares, if any), comprising the issuance and allotment of the ESIS Shares under the ESIS and the granting of the ESOS Options under the ESOS to the eligible directors (excluding independent Directors) and employees of our Group (excluding dormant subsidiaries) ("**LTIP Eligible Persons**") at any point of time during the duration of the LTIP.

The LTIP shall be administered by the LTIP committee appointed by our Board ("**LTIP Committee**") on 10 April 2026 and governed by the By-Laws. Our LTIP Committee comprises the following members:

| Name | Designation | Directorship |
|---|---|---|
| Norinne Ira Dewal Binti Md Ali | Chairman | Independent Non-Executive Director |
| Datuk Alexandra Chin @ Fui Lin, J.P. | Member | Independent Non-Executive Director |
| Dato' Fong Swee Kiang | Member | Non-Independent Executive Director |
| Teh Chee Hak | Member | Non-Independent Executive Director |

For the purpose of facilitating the implementation and administration of the LTIP, our Company will establish a trust to be administered by a trustee(s) to be appointed by our Company ("**Trustee**") ("**Trust**"), subject to the provisions set out in the trust deed to be entered into between our Company and the Trustee ("**Trust Deed**").

The salient features of the LTIP are as follows:

**(i) Maximum number of new Shares available under the LTIP**

Our total number of new Shares which may be made available under the LTIP shall not in aggregate exceed 15.0% of our total number of issued Shares (excluding treasury shares, if any) at any one time during the duration of the LTIP ("**LTIP Awards**").

**(ii) Basis of allocation and maximum allowable allocation**

Subject to the By-Laws and any adjustment which may be made under the By-Laws, the maximum number of LTIP Awards that may be allocated to any one category of the LTIP Eligible Persons at any point of time shall be at the sole and absolute discretion of the LTIP Committee, after taking into consideration, inter alia, the LTIP Eligible Persons' seniority, job grading, performance, length of service, contribution to our Group and/or such other matters as the LTIP Committee deems fit in its sole and absolute discretion, and subject to the following conditions:

(a) our total number of new Shares made available under the LTIP shall not exceed the amount set out in Section 4.2.5(i) of this Prospectus;

(b) not more than 10.0% of the total number of new Shares under the LTIP shall be allocated to any LTIP Eligible Person who, either singly or collectively through persons connected (as defined in the Listing Requirements) with the LTIP Eligible Person, holds 20.0% or more of the total number of issued Shares (excluding treasury shares, if any); and

(c) the LTIP Eligible Persons shall not participate in the deliberation or discussion of their respective allocations as well as to persons connected with them, if any,

provided always that it is in accordance with the Listing Requirements or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

**(iii) Issue / Exercise price**

**ESIS**

Our Company shall provide funding and/or assistance to the Trust (via the Trustee) for the subscription of the ESIS Shares at the issue price to be determined by the LTIP Committee, and in any case, shall be:

(a) in respect of any ESIS award which is made in conjunction with our Listing, the Final Retail Price; and

(b) in respect of any offer which is made subsequent to our Listing, the fair value of the ESIS award, which will take into account, among others, the market price of the Share on the award date of the ESIS award,

which will in turn be transferred to the LTIP Eligible Persons. For the avoidance of doubt, the ESIS Shares to be transferred to the LTIP Eligible Persons will not require any payment by them. However, they shall be liable for and bear any relevant taxes (including individual income tax) and expenses that may be incurred arising from the ESIS.

**ESOS**

Subject to the By-Laws and any adjustment which may be made under the By-Laws, the exercise price of the ESOS Options shall be determined by the LTIP Committee, and in any case, shall be:

(a) in respect of any ESOS award which is made in conjunction with our Listing, the Final Retail Price; and

(b) in respect of any offer which is made subsequent to our Listing, as determined by the LTIP Committee and shall be based on the 5-day VWAMP immediately preceding the date of the ESOS award with a discount, if any, provided always that such discount is not more than 10.0%, if deemed appropriate, or such other percentage of discount as may be permitted by any prevailing guidelines issued by Bursa Securities or any other relevant authorities as amended from time to time.

**(iv) Duration of the LTIP**

The LTIP, when implemented, shall be in force for a period of 5 years from the effective date of the LTIP. Our Company may, if our Board deems fit and upon recommendation of the LTIP Committee, extend the LTIP for a period of up to another 5 years immediately from the expiry of the first 5 years, and shall not in aggregate exceed 10 years from the effective date.

**(v) Eligibility**

Subject to the discretion of the LTIP Committee, only eligible directors and employees of our Group (excluding independent Directors) who fulfil the following conditions as at the award date of LTIP ("**LTIP Award Date**") shall be eligible to be considered for participation in the LTIP:

**LTIP Awards**

(a) in respect of a director of our Group, he/she:

(i) has attained the age of 18 years and is not an undischarged bankrupt nor subject to any bankruptcy proceedings;

(ii) has been appointed as a director of our Group (excluding independent Directors for such periods as may be determined by the LTIP Committee prior to and up to the LTIP Award Date;

(iii) has not given any notice of resignation, received a notice of termination or otherwise ceased or had his/her employment terminated prior to and up to the LTIP Award Date; and

(iv) fulfils any other criteria as may be determined by the LTIP Committee from time to time at its sole discretion;

(b) in respect of an employee of our Group, he/she:

(i) has attained the age of 18 years and is not an undischarged bankrupt nor subject to any bankruptcy proceedings;

(ii) is employed on the payroll of any company within our Group (which is not dormant) and such employment has been confirmed prior to and up to the LTIP Award Date;

(iii) has not given any notice of resignation, received a notice of termination or otherwise ceased or had his/her employment terminated prior to and up to the LTIP Award Date; and

(iv) fulfils any other criteria as may be determined by the LTIP Committee from time to time at its sole discretion;

(c) in respect of a LTIP Eligible Person who is a Director, major shareholder or chief executive of our Company or persons connected with such Director, major shareholder or chief executive of our Company, the specific allocation of the LTIP Award must have been approved by the shareholders of our Company at a general meeting unless such approval is no longer required under the Listing Requirements provided always that such interested parties shall not have voted on the resolution approving their respective allocation,

provided always that the selection of any LTIP Eligible Person for participation in the LTIP and the number of LTIP Awards to be allocated to a LTIP Eligible Person under the LTIP shall be at the sole and absolute discretion of the LTIP Committee and the decision of the LTIP Committee shall be final and binding.

**ESIS awards only**

The ESIS awards may require the performance targets to be met by the LTIP Eligible Persons prior to the vesting of the ESIS awards. The performance targets comprise key performance indicators to be measured against the individual performance of the ESIS participants and/or our Group as well as the performance of their respective business units within our Group, as may be determined by our Company from time to time.

Eligibility under the LTIP however, does not confer on a LTIP Eligible Person any claim or right to participate in or any right whatsoever under the LTIP and a LTIP Eligible Person does not acquire or has any right over or in connection with the LTIP awards unless the LTIP Awards have been made by the LTIP Committee to the LTIP Eligible Person and the LTIP Eligible Person has accepted the LTIP awards in accordance with the provisions of the By-Laws.

**(vi) Rights attaching to new Shares to be issued under the LTIP**

The new Shares to be allotted and issued under the LTIP shall, upon allotment and issuance, rank equally in all respects with the existing Shares and shall:

(a) be subject to the provisions of our Constitution; and

(b) rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Shares, the record date for which is on or after the date on which the new Shares are credited into the CDS Account of the LTIP Eligible Persons and shall in all other respects rank equally with other existing Shares then in issue.

Notwithstanding any provision in the By-Laws, the LTIP Eligible Persons shall not be entitled to any rights, dividends, allotments or other distributions attached to the Shares prior to the date on which the new Shares are credited into their respective CDS Accounts or of which is prior to the date of allotment of such new Shares.

**(vii) Retention period**

The new Shares to be allotted and issued under the LTIP will not be subject to any retention period or restriction on transfer. However, LTIP Eligible Persons are encouraged to hold the Shares as a long-term investment and not for any speculative and/or capitalisation of any immediate gain.

Notwithstanding the above, the LTIP Committee shall be entitled to prescribe or impose, in relation to any LTIP Award, any condition relating to any retention period or restriction on the transfer of the new Shares to be issued under the LTIP as the LTIP Committee deems fit.

In conjunction with our Listing, we intend to grant up to 61,755,000 ESOS Options to the employees of our Group who meet the eligibility criteria to participate in the LTIP as set out in the By-Laws in Annexure B of this Prospectus. Assuming the 61,755,000 ESOS Options are fully exercised into 61,755,000 new Shares, such Shares will represent approximately 3.4% of our enlarged issued Shares upon our Listing. The exercise price for the said 61,755,000 ESOS Options shall be the Final Retail Price.

The following is the proposed specific allocation of the ESOS Options to our Key Senior Management in conjunction with our Listing:

| Name | Designation | No. of ESOS Options allocated |
|---|---|---|
| Chin Eng Fook | Chief Information Officer | 500,000 |
| Lim Soon Chieh | Senior Engineering Director for Interface IP | 350,000 |
| Galvin Wong | Finance Director | 1,000,000 |

The balance of up to 59,905,000 ESOS Options that will be granted in conjunction with our Listing will be granted to other eligible employees of our Group, who are not our Directors and persons connected with them.

We do not intend to allot and issue any ESIS Shares in conjunction with our Listing.

Any further grant, issuance or allotment under the LTIP to any of the eligible Directors, major shareholders, chief executive of our Company and persons connected with them shall require the prior approval of our shareholders in a general meeting.

The grant of the ESOS Options in conjunction with our Listing will not have an immediate effect on the consolidated NA and NA per Share until such time new Shares are issued when the ESOS Options are exercised.

For illustrative purposes only, assuming the entire 61,755,000 ESOS Options are granted and vested immediately upon our Listing, and that all ESOS Options are exercised at an exercise price of RM0.88 for each new Share, being the Retail Price, the indicative pro forma financial effects based on our audited consolidated statements of financial position as at 31 October 2025 are as follows:

| | Pro Forma | |
|---|---|---|
| | Upon our Listing | Assuming exercise of the entire 61,755,000 ESOS Options |
| | RM'000 | RM'000 |
| Total equity | 530,512 | 584,856 |
| No. of Shares in issue ('000) | 1,796,000 | 1,857,755 |
| NA per Share (RM)[(1)] | 0.30 | 0.31 |
| Lease liabilities | 5,826 | 5,826 |
| Gearing ratio (times)[(2)] | [(3)]- | [(3)]- |

***Notes:***

*(1) Computed based on total equity divided by number of Shares in issue.*

*(2) Computed based on lease liabilities over total equity.*

*(3) Less than 0.05 times.*

Any potential effect on the consolidated NA per Share will depend on the number of ESOS Options and ESIS Shares that have been vested and the exercise price of the ESOS Options.

### 4.2.6 Share capital

Upon completion of our IPO, our share capital will be as follows:

| | No. of Shares | RM'000 |
|---|---|---|
| After the Subdivision | 1,396,000,000 | 53,500 |
| To be issued under our Public Issue | 400,000,000 | (1)343,609 |
| **Enlarged number of issued Shares and share capital upon Listing** | **1,796,000,000** | **397,109** |

***Note:***

*(1) Calculated based on the Retail Price and after adjusting against our share capital, the estimated listing expenses of approximately RM8.4 million assumed to be directly attributable to our Public Issue.*

### 4.2.7 Classes of shares and ranking

As at the date of this Prospectus, we only have one class of shares, being ordinary shares.

Our IPO Shares will, upon allotment and issue, rank equally in all respects with our existing issued Shares including voting rights, and will be entitled to all rights, dividends and other distributions that may be declared subsequent to the date of allotment of our IPO Shares, subject to any applicable Rules of Bursa Depository.

Subject to any special rights attaching to any Shares we may issue in the future, our shareholders will, in proportion to the amount paid on our Shares held by them, be entitled to share the profits paid out by us in the form of dividends and other distributions. Similarly, if our Company is liquidated, our shareholders will be entitled to the surplus (if any), in accordance with our Constitution after the satisfaction of any preferential payments in accordance with the Act and our liabilities.

At every general meeting of our Company, each of our shareholders will be entitled to vote in person, by proxy, by attorney or by other duly authorised representative. Any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting, is voted by poll. On a poll, each shareholder present either in person, by proxy, by attorney or by other duly authorised representative will have one vote for each Share held or represented. A proxy may but need not be a member of our Company.

### 4.2.8 Minimum subscription level

There is no minimum subscription level in terms of proceeds to be raised from our IPO. However, in order to comply with the public shareholding spread requirement under the Listing Requirements, the minimum subscription level in terms of the number of IPO Shares will be the number of Shares required to be held by the public shareholders of our Company to comply with the minimum public shareholding spread requirement under the Listing Requirements or as approved by Bursa Securities.

Under the Listing Requirements, we are required to have a minimum of 25.0% of our Shares held by at least 1,000 public shareholders, each holding not less than 100 Shares at the point of our Listing.

If the above requirement is not met, we may not be able to proceed with our Listing. See Section 5.3.4 of this Prospectus for details in the event there is a delay in or termination of our Listing.

## 4.3 BASIS OF ARRIVING AT THE PRICE OF OUR IPO SHARES AND REFUND MECHANISM

### 4.3.1 Retail Price

The Retail Price was determined and agreed upon between our Directors in consultation with the Lead Bookrunner and Joint Bookrunners, after taking into consideration the following factors:

(i) PE Multiple of approximately 44.0 times based on our EPS of 2.00 sen after taking into account our PAT of RM35.9 million for the FYE 31 March 2025 where our effective tax rate was 2.9% and our enlarged issued Shares upon our Listing of 1,796,000,000 Shares. Our effective tax rate for the FYE 31 March 2025 of 2.9% was attributable to the approved tax exemption under Section 127(3A) of the Income Tax Act 1967, which had expired on 9 September 2025. Prior to the expiry, we had, on 9 June 2025, submitted an application to MIDA for a tax exemption under Section 127(3A) of the Income Tax Act 1967 for our IC design activities and as at the LPD, the application remains under review. For further details, see Section 12.2.2(h) of this Prospectus.

For illustrative purposes only, assuming that we did not have any tax exemption for the FYE 31 March 2025, our effective tax rate would be 25.7% (where the tax expense is RM9.5 million), instead of 2.9% (where the tax expense is RM1.1 million). Our pro forma PAT for the FYE 31 March 2025 after adjusting for the absence of the tax exemption would be approximately RM27.5 million and the PE Multiple represented by the Retail Price would be 57.5 times.

The PE Multiples of approximately 44.0 times and 57.5 times are lower than the average PE Multiple of the comparable companies listed on foreign stock exchanges as set out in the table at the end of Section 4.3.1 of this Prospectus, of 124.7 times;

(ii) our pro forma consolidated NA per Share of RM0.30 as at 31 October 2025 after our IPO based on our enlarged issued Shares upon our Listing of 1,796,000,000 Shares;

(iii) our competitive strengths, as follows:

(a) we have designed and commercialised multiple high-performance and high-bandwidth memory interface IP to drive our business growth and sustain our competitive advantages;

(b) we have access to advanced technologies down to a 3nm process node supported by foundries as well as certain third-party design tool providers;

(c) we are the original designer of standard silicon IP featuring reconfigurability which enables us to license our products to multiple customers, providing us with a modular and scalable business model to sustain and drive our business growth;

(d) we have successfully commercialised both coherent and non-coherent Network-on-Chip IPs which will help grow our business;

(e) we have in-house developed proprietary software that provides ease of use to configure our Network-on-Chip IP into our customers' ICs;

(f) we have experienced Executive Directors backed by a skilled technical team to sustain and further develop our business;

(g) our business has experienced high revenue growth demonstrating the acceptance of our products and services to serve as the platform for further business growth;

(h) we have the ability to provide custom silicon IP for our customers to foster customer loyalty and secure new contracts; and

(i) we are engaged in various industry standard definition bodies including JEDEC, UCIe and PCI-SIG that enable us to participate in early discussions on the evolving IP standards;

(iv) our strategies and future plans, as follows:

(a) expand silicon IP portfolio and field of application;

(b) design and develop compute and AI silicon products;

(c) design and develop 2.5D/3D and other silicon products; and

(d) establish and expand facilities and resources;

(v) outlook of the IC design industry, as described in Section 8 of this Prospectus. The large and growing global IC design market presents significant opportunities for our Group. Global IC design revenue grew at a CAGR of 28.0% between 2020 and 2024, reaching USD235.9 billion in 2024 *(Source: IMR Report)*; and

(vi) prevailing market conditions, including market performance of key global indices and companies involved in similar businesses listed on Bursa Securities and regional stock exchanges, current market trends as well as investors' sentiments.

The Final Retail Price will be determined after the Institutional Price is fixed on the Price Determination Date and will be the lower of:

(i) the Retail Price; or

(ii) the Institutional Price.

If the Final Retail Price is lower than the Retail Price, the difference between the Retail Price and the Final Retail Price will be refunded to the successful applicants without any interest thereon. Further details on the refund mechanism are set out in Section 4.3.3 of this Prospectus.

**4. DETAILS OF OUR IPO** *(Cont'd)*

The Final Retail Price and the Institutional Price will be announced within two Market Days from the Price Determination Date via Bursa Listing Information Network. In addition, all successful applicants will be given written notice of the Final Retail Price and the Institutional Price, together with the notices of allotment for our IPO Shares.

The PE Multiple of comparable companies set out in the IMR Report as included in Section 8 of this Prospectus, which are involved in IC design primarily in the design and development of silicon IP and, where applicable, secondarily in the development of ASIC, are as follows:

| **Company name**[(1)] | **Country of listing** | **Stock exchange** | **Market capitalisation as at the LPD**[(2)] **(RM' million)** | **PE Multiple**[(3)] **(times)** |
|---|---|---|---|---|
| **Malaysian based** | | | | |
| Oppstar Berhad ("**Oppstar**")* | Malaysia | Bursa Securities | 141 | NA |
| Key ASIC Berhad ("**Key ASIC**")* | Malaysia | Bursa Securities | 35 | NA |
| Starfive Technology International Sdn Bhd *(formerly known as Tenasic Technology Sdn Bhd)* ("**Starfive**")[@] | NA | NA | NA | NA |
| Infinecs Systems Sdn Bhd ("**Infinecs**")[@] | NA | NA | NA | NA |
| Maistorage Technology Sdn Bhd ("**Maistorage**")[@] | NA | NA | NA | NA |
| **Foreign based** | | | | |
| Brite Semiconductor (Shanghai) Co., Ltd ("**Brite**") | China | Shanghai Stock Exchange | 6,242 | 174.6 |
| Faraday Technology Corporation ("**Faraday**") | Taiwan | Taiwan Stock Exchange ("**TWSE**") | 4,639 | 50.2 |
| Global Unichip Corporation ("**GUC**") | Taiwan | TWSE | 36,639 | 77.0 |
| M31 Technology Corporation ("**M31**") | Taiwan | Taipei Exchange | 2,507 | 281.3 |

**4. DETAILS OF OUR IPO** *(Cont'd)*

| Company name[1] | Country of listing | Stock exchange | Market capitalisation as at the LPD[2] (RM' million) | PE Multiple[3] (times) |
|---|---|---|---|---|
| ARM# | USA | National Association of Securities Dealers Automated Quotations ("**NASDAQ**") | 646,670 | 201.8 |
| Rambus Inc. ("**Rambus**") | USA | NASDAQ | 37,516 | 40.2 |
| Egis Technology Inc. ("**Egis**")* | Taiwan | Taipei Exchange | 1,127 | NA |
| Silvaco Group, Inc. ("**Silvaco**")* | USA | NASDAQ | 901 | NA |
| Arteris, Inc. ("**Arteris**")* | USA | NASDAQ | 3,024 | NA |
| **High** | | | | **281.3** |
| **Average** | | | | **124.7** |
| **Low** | | | | **40.2** |
| SkyeChip | Malaysia^ | Bursa Securities^ | 1,580[4] | 44.0 |

*(Source: Annual reports and audited financial statements of the respective comparable companies)*

***Notes:***

*NA* *Not available.*

* *Not applicable as it recorded net losses based on its latest available audited financial statements and excluded from the computation of the average PE Multiple.*

@ *Not applicable as it is not a listed entity and excluded from the computation of the average PE Multiple.*

# *Deemed as an outlier as its market capitalisation as at the LPD is significantly larger compared to the remaining comparable companies and excluded from the computation of the average PE Multiple.*

^ *To be listed on the Main Market of Bursa Securities.*

**4. DETAILS OF OUR IPO** *(Cont'd)*

*(1) The principal activities of the comparable companies and their respective principal markets and revenue segments based on their respective latest available audited financial statements ("**Relevant Revenue Segments**") are as follows:*

| | Company | Principal activities | Principal markets | Financial year end | Relevant Revenue Segment | |
|---|---|---|---|---|---|---|
| | | | | | Silicon IP | ASIC |
| (a) | Brite | Custom ASIC and IP solutions provider | Predominantly China | 31 December 2024 | ✓ | ✓ |
| (b) | Faraday | Fabless ASIC vendor and silicon IP and system platform provider | Taiwan, China, Singapore, USA and Japan | 31 December 2025 | ✓ | ✓ |
| (c) | GUC | Mainly engaged in R&D, production, testing and sales of embedded memory and logic components, cell libraries, and EDA tools for various application ICs, as well as customisation, design, technical support and licensing of IP | USA, China, Taiwan, Japan, South Korea and Europe | 31 December 2025 | ✓ | ✓ |
| (d) | M31 | Mainly involved in providing silicon IP design services | China, Taiwan and USA | 31 December 2025 | ✓ | - |
| (e) | ARM | Mainly involved in the business of licensing, marketing, R&D of CPU design IP, graphics processors, system IP, physical IP, market optimised platform IP, and associated software, tools and other related services | USA, China, Taiwan and South Korea | 31 March 2025 | ✓ | - |
| (f) | Rambus | Mainly involved in R&D, design, sale and marketing of memory interface chips and silicon IP solutions, as well as other related services | South Korea, Singapore and USA | 31 December 2025 | ✓ | ✓ |
| (g) | Egis | Fabless company mainly involved in the provision of silicon IP and chiplet design services | Taiwan and Asia | 31 December 2024 | ✓ | ✓ |
| (h) | Silvaco | Technology computer aided design software, EDA software and semiconductor IP provider | USA, China, Japan, South Korea and Taiwan | 31 December 2025 | ✓ | - |
| (i) | Arteris | Semiconductor system IP provider, including interconnect and other IP technology | USA, the Americas, China, South Korea, Asia Pacific, Europe and the Middle East | 31 December 2025 | ✓ | - |

**4. DETAILS OF OUR IPO** *(Cont'd)*

| | Company | Principal activities | Principal markets | Financial year end | Relevant Revenue Segment |
|---|---|---|---|---|---|
| | | | | | IC design services |
| | ***IC design services companies in Malaysia*** | | | | |
| *(j)* | *Oppstar* | *Mainly involved in the provision of IC design services, post-silicon validation services, software and engineering solutions, R&D on engineering and technology, provision of sales and marketing services, technical support and other related services* | *Malaysia, Singapore, Japan and China* | *31 March 2025* | ✓ |
| *(k)* | *Key ASIC* | *Mainly involved in the business of turnkey ASIC design services, providing data processing, data management, disk-based backup solutions, telecommunications, office automation, network infrastructure and intelligent storage network support* | *Malaysia and Taiwan* | *31 May 2025* | ✓*(5)* |
| *(l)* | *Starfive* | *Mainly involved in R&D activities on engineering and technology* | *China* | *31 December 2024* | ✓ |
| *(m)* | *Infinecs* | *Mainly involved in engineering design services, information service activities, R&D on engineering services and information communication technology* | *NA* | *31 December 2024* | ✓ |
| *(n)* | *Maistorage* | *A subsidiary of Phison Electronics Corporation, a listed entity on the Taipei Exchange. Mainly engaged in IC design and NAND controllers engineering, technical services, as well as training and consulting,* | *Malaysia, Taiwan, China and Singapore* | *31 December 2025* | ✓ |

*(2) Figures in RM are based on the exchange rate quoted by BNM as at the LPD for the relevant currencies of the comparable companies.*

*(3) Based on market price as at the LPD and the latest available audited financial statements of the respective comparable companies.*

*(4) Based on the Retail Price and our enlarged issued shares of 1,796,000,000 upon our Listing.*

*(5) Focusing on ASIC design services*

The comparable companies were also selected based on their relevance to our Group's operating and strategic profile and are established IC design and silicon IP companies globally. These companies' products and services are integrated into a range of end-market applications, across the semiconductor and electronics industry.

The comparable companies operate across IC design, including design services, development of silicon IPs and custom ASICs, which provide meaningful comparability to our Group, given our position as one of Malaysia's notable IC design companies with a proven track record in designing and commercialising high-performance silicon IPs and silicon products mainly for high performance computing and AI applications.

### 4.3.2 Institutional Price

The Institutional Price will be determined by a bookbuilding process wherein prospective institutional and selected investors will be invited to bid for portions of the Institutional Offering by specifying the number of our IPO Shares they would be prepared to acquire and the price they would be prepared to pay for our IPO Shares in respect of the Institutional Offering. This bookbuilding process commenced on 29 April 2026 and will end on 7 May 2026. Upon completion of the bookbuilding process, the Institutional Price will be fixed by our Directors in consultation with the Lead Bookrunner and Joint Bookrunners on the Price Determination Date.

### 4.3.3 Refund mechanism

If the Final Retail Price is lower than the Retail Price, the difference between the Retail Price and the Final Retail Price will be refunded to the successful applicants without any interest. The refund will be made:

(i) in the form of cheques to be despatched by ordinary post to the address maintained with Bursa Depository for applications made via the Application Form; or

(ii) by crediting into the accounts of the successful applicants with the Participating Financial Institution for applications made via the Electronic Share Application or the Internet Participating Financial Institution or Participating Securities Firm for applications made via the Internet Share Application,

within 10 Market Days from the date of final ballot of applications, at the successful applicants' own risk.

For further details on the refund mechanism, see Section 15.9 of this Prospectus.

### 4.3.4 Expected market capitalisation

Based on the Retail Price, the total market capitalisation of our Company upon our Listing would be RM1.6 billion.

**You should also note that the market price of our Shares upon our Listing is subject to the vagaries of market forces and other uncertainties. You are reminded to carefully consider the risk factors as set out in Section 5 of this Prospectus.**

## 4. DETAILS OF OUR IPO *(Cont'd)*

### 4.4 DILUTION

#### 4.4.1 NA per Share

Dilution is the amount by which our pro forma consolidated NA per Share after our IPO is less than the price paid by retail, institutional and selected investors for our IPO Shares. Our pro forma consolidated NA per Share as at 31 October 2025 after adjusting for the Subdivision, and before adjusting for our IPO was IPO was RM0.13, based on our enlarged issued Shares of 1,396,000,000 following the Subdivision.

After taking into account our enlarged issued Shares from the issuance of 400,000,000 IPO Shares and after adjusting for the use of proceeds from our Public Issue, our pro forma consolidated NA per Share as at 31 October 2025 would be RM0.29. This represents an immediate increase in consolidated NA per Share of RM0.16 to our existing shareholders and an immediate dilution in NA per Share of RM0.59 (representing approximately 67.0%) of the Retail Price and the Institutional Price (assuming the Final Retail Price and the Institutional Price will be equal to the Retail Price), to the retail/institutional and selected investors.

The following table illustrates the dilution on a per Share basis assuming the Retail Price is equal to the Final Retail Price and the Institutional Price:

| | | **RM** |
|---|---|---|
| Retail Price/Institutional Price | A | 0.88 |
| Pro forma consolidated NA per Share as at 31 October 2025 after the Subdivision and before adjusting for our IPO | B | 0.13 |
| Pro forma consolidated NA per Share as at 31 October 2025 after the Subdivision and after adjusting for the use of proceeds from our Public Issue | C | 0.29 |
| Increase in pro forma consolidated NA per Share to our existing shareholders | C - B | 0.16 |
| Dilution in pro forma consolidated NA per Share to the retail/institutional and selected investors | A - C | 0.59 |
| Dilution in pro forma consolidated NA per Share to the retail/institutional and selected investors as a percentage of the Retail Price/Institutional Price | (A - C) / A | 67.0% |

#### 4.4.2 Effective cost per Share

Save as disclosed below, none of our substantial shareholders, Directors, Key Senior Management or persons connected to them had acquired, obtained the right to acquire and/or subscribe for our Shares in the past 3 years up to the LPD:

| **Name** | **Date of investment** | **No. of Shares allotted/ transferred** | **Allotted/ transferred** | **Total consideration (RM)** | **No. of Shares after the Subdivision** | **Effective cost per Share (RM)** |
|---|---|---|---|---|---|---|
| **Promoters, Directors and substantial shareholders** | | | | | | |
| Dato' Fong Swee Kiang | 15 June 2022 | 50,000,000 | Allotted | 500,000 | 218,343,991 | (1)- |
| | 28 July 2023 | 50,000,000 | Allotted | 500,000 | 218,343,991 | (1)- |
| Teh Chee Hak | 15 June 2022 | 50,000,000 | Allotted | 500,000 | 218,343,991 | (1)- |

## 4. DETAILS OF OUR IPO *(Cont'd)*

| Name | Date of investment | No. of Shares allotted/ transferred | Allotted/ transferred | Total consideration (RM) | No. of Shares after the Subdivision | Effective cost per Share (RM) |
|---|---|---|---|---|---|---|
| | 28 July 2023 | 50,000,000 | Allotted | 500,000 | 218,343,991 | (1)- |
| **Substantial shareholder** | | | | | | |
| SKC Team 2(2) | 6 March 2024 | 32,542,000 | Transferred | 16,271,000 | 142,107,003 | 0.11 |
| **Others** | | | | | | |
| SKC Team(2) | 11 July 2024 | 5,100,000 | Transferred | 51,000 | 222,710,871 | (1)- |
| | 15 July 2024 | 4,885,000 | Transferred | 3,810,300 | 21,332,208 | 0.18 |
| SKC Team 1(2) | 11 July 2024 | 5,100,000 | Transferred | 51,000 | 222,710,871 | (1)- |
| | 15 July 2024 | 4,865,000 | Transferred | 3,794,700 | 21,244,870 | 0.18 |
| SKC Team 3(2) | 18 September 2024 | 3,023,600 | Transferred | 30,236 | 13,203,698 | (1)- |
| | 26 September 2024 | 2,905,000 | Transferred | 6,797,700 | 12,685,786 | 0.54 |

***Notes:***

*(1) Less than RM0.01.*

*(2) Being persons connected to the Promoters.*

### 4.5 USE OF PROCEEDS

We expect to use the gross proceeds from our Public Issue amounting to approximately RM352.0 million(1) in the following manner:

| Description of use of proceeds | Estimated timeframe for use from the date of our Listing | RM' million | % |
|---|---|---|---|
| R&D of IC products | Within 36 months | 155.1 | 44.1 |
| R&D of silicon IP | Within 36 months | 56.4 | 16.0 |
| Expansion of operational facilities and resources | Within 36 months | 19.0 | 5.4 |
| Expansion of computing infrastructure and labs | Within 36 months | 38.1 | 10.8 |
| Subscription, licensing and/or purchase of EDA and development tools | Within 36 months | 36.7 | 10.4 |
| Working capital | Within 36 months | 32.4 | 9.2 |
| Defray fees and expenses relating to our IPO and Listing | Within 3 months | 14.3 | 4.1 |
| **Total** | | **352.0** | **100.0** |

**4. DETAILS OF OUR IPO** *(Cont'd)*

***Note:***

*(1) We have assumed that the Institutional Price and the Final Retail Price will be equal to the Retail Price.*

Further details on the use of proceeds from our Public Issue are as follows:

### 4.5.1 R&D of IC products

As part of our continuing efforts to address the rising demand for high-performance, energy-efficient processing in data centres and AI applications, and to extend our IC design capabilities to address opportunities in advanced semiconductors packaging, we intend to use approximately RM155.1 million or 44.1% of the gross proceeds from our Public Issue to fund a substantial portion of the estimated investment cost for the design and development of new custom compute and AI silicon products as well as new 2.5D/3D and other silicon products of RM183.7 million, which are expected to be completed within 36 months from the date of our Listing. The remaining RM28.6 million will be funded from internally generated funds and/or bank borrowings. The estimated investment cost includes staff costs, mask set and wafers, packaging, interposer, testing and characterisation, consultation and services, and third party IPs.

The breakdown of the planned use of proceeds for R&D of IC products is as follows:

| **Description** | **RM' million** |
|---|---|
| Technical staff costs[(1)] | 58.7 |
| Mask set and wafers | 54.4 |
| Packaging, interposer, testing and characterisation | 13.0 |
| Consultation and services | 8.0 |
| Third party IPs | 21.0 |
| **Total** | [(2)]**155.1** |

***Notes:***

*(1) Comprising technical staff costs for the recruitment of an estimated total of 144 new permanent technical personnel over the next 36 months, which is expected to be incurred progressively as and when new contracts or orders are secured from customers. For the Financial Years/Periods Under Review, our technical staff costs constituted approximately 40% to 50% of our revenue. Moving forward, we intend to manage our technical staff costs to revenue ratio to be broadly within this range, taking into account our business growth and profitability considerations.*

*As at the LPD, we have not identified any technical personnel to be recruited. The timing of such recruitment will be driven by project schedules and the anticipated commencement of new contracts or orders. Based on our experience, we do not expect material difficulties in sourcing suitable technical personnel as required progressively over the next 36 months. Our technical personnel increased from 122 personnel as at 31 March 2023 to 365 personnel as at the LPD. The typical recruitment cycle for technical personnel, from the commencement of the recruitment process up to the commencement of employment, is approximately 1 to 3 months.*

*We do not anticipate significant incremental cost or the need for a significant increase in the number of technical personnel in the immediate term, as our existing workforce of 365 technical personnel is sufficient to address our short-term operational requirements during the recruitment period. As our business continues to grow and expand, and following the completion of the relevant R&D activities, the recruited technical personnel will be redeployed to support new projects.*

*(2) Approximately 80% of the proceeds is allocated for our Malaysia operations and the remaining 20% for our Vietnam operations.*

The estimated investment cost for our R&D of IC products relating to capital expenditure such as mask set and wafers, packaging, interposer, testing and characterisation as well as third party IPs are subject to capitalisation and subsequent depreciation and amortisation. The remaining investment costs relating to operating expenditure such as staff costs and consultation and services are anticipated to be expensed as incurred, unless they meet the capitalisation criteria prescribed under the applicable MFRS. All the investment cost for our R&D of IC products is to be incurred progressively as and when new contracts or orders are secured from customers.

The breakdown as disclosed above is indicative and is dependent on the operating requirement of our Group at the time of utilisation.

As part of our strategies and future plans, we target to extend our IC design capabilities to design and develop new compute and AI silicon products as well as 2.5D/3D and other silicon products, where the planned use of proceeds is as follows:

| **Description** | **RM' million** |
|---|---|
| Compute and AI silicon products[(1)] | 115.3 |
| 2.5D/3D and other silicon products | 39.8 |
| **Total** | **155.1** |

***Note:***

*(1)* *Among the new compute and AI silicon products that we plan to develop include high-performance CPU and AI platforms. In March 2025, Malaysia announced a 10-year partnership worth USD250 million (approximately RM1.1 billion) with ARM to acquire various IP licences, including 7 CSS and 25 AFA tokens, and to train 10,000 engineers. This is part of the national initiative, Silicon Vision, which offers opportunities for semiconductor and IC design companies to participate and grow within the local ecosystem. In July 2025, we submitted our application for access to one CSS platform and one AFA platform. Subsequently, we received the letters of conditional approval from the relevant authority for access to the CSS platform and the AFA platform in April 2026, and are currently reviewing and evaluating the terms and conditions of the definitive agreements that may be entered into in relation to the letters of conditional approval.*

*In the event we enter into the definitive agreement for the CSS platform, we intend to allocate approximately RM82.0 million for the design and development of the high-performance CPU platform using the CSS platform. Access to the CSS platform would enable us to develop a general-purpose server CPU platform, which is typically designed to address a broad base of customers and workloads across cloud, enterprise and data centre environments. If we do not enter into the definitive agreement for the CSS platform, the proceeds of RM82.0 million will be redeployed towards the development of custom compute and AI hardware accelerators that do not require the CSS platform. Such solutions are typically developed to address specific workloads or system requirements and are often designed for individual customers or defined system architectures. Alternatively, we will pursue other CPU solutions (such as RISC-V) for the high-performance CPU platform. Compared to the CSS platform, RISC-V is an open-standard Instruction Set Architecture (ISA) with a relatively less established ecosystem, which may require additional development efforts, including ecosystem integration and software enablement. This will result in incremental engineering costs, including licensing fees for RISC-V cores and the need for additional engineering resources. Any incremental engineering costs associated with such other CPU solutions will be funded by internally generated funds and/or bank borrowings.*

*Access to the AFA platform will enable us to expand our product portfolio in low-power and cost-optimised areas by leveraging on a broader range of ARM IPs. This supports the development of our smart IoT and edge computing solutions, complementing our high-performance compute offerings. As at the LPD, we have not finalised any plans for the AFA platform. Notwithstanding, any future plans in relation to the AFA platform will be funded by internally generated funds.*

If the actual investment cost for the R&D of IC products exceeds the estimated investment cost of RM183.7 million, the shortfall will be funded out of the portion allocated for our working capital requirements as well as using internally generated funds. Conversely, any excess funds not used for this purpose will be used to meet the working capital requirements for our Group.

For further details on our strategies and future plans, in particular, compute and AI silicon products as well as 2.5D/3D and other silicon products, see Section 7.5.2 and Section 7.5.3 of this Prospectus.

### 4.5.2 R&D of silicon IP

As part of our ongoing efforts to expand our silicon IP portfolio and drive business growth, and to expand into the automotive IP market to capitalise on the growing opportunities driven by the increasing demand for advanced automotive technologies, we intend to use approximately RM56.4 million or 16.0% of the gross proceeds from our Public Issue to fund the entire estimated investment cost for the design and development of a new generation of Network-on-Chip IP and memory interface IP and the development of automotive IP, which are expected to be completed within 36 months from the date of our Listing. The estimated investment cost includes staff costs, mask set and wafers, packaging, interposer, testing and characterisation.

The breakdown of planned use of proceeds for R&D of silicon IP is as follows:

| **Description** | **RM' million** |
|---|---|
| Technical staff costs[(1)] | 34.9 |
| Mask set and wafers | 14.0 |
| Packaging, interposer, testing and characterisation | 7.5 |
| **Total** | [(2)]**56.4** |

***Notes:***

*(1)* *Comprising technical staff costs for the recruitment of an estimated total of 87 new permanent technical personnel over the next 36 months. Approximately 75% of technical staff costs is expected to be incurred progressively as and when new contracts or orders are secured from customers. The remaining 25% of the technical staff costs is anticipated to be incurred for the development of our standard silicon IP portfolio, irrespective of whether such contracts or orders are secured.*

*For the Financial Years/Periods Under Review, our technical staff costs constituted approximately 40% to 50% of our revenue. Moving forward, we intend to manage our technical staff costs to revenue ratio to be broadly within this range, taking into account our business growth and profitability considerations.*

*As at the LPD, we have not identified any technical personnel to be recruited. The timing of such recruitment will be driven by project schedules, the anticipated commencement of new contracts or orders, and for the development of new standard silicon IP. Based on our experience, we do not expect material difficulties in sourcing suitable technical personnel as required progressively over the next 36 months. Our technical personnel increased from 122 personnel as at 31 March 2023 to 365 personnel as at the LPD. The typical recruitment cycle for technical personnel, from the commencement of the recruitment process up to the commencement of employment, is approximately 1 to 3 months.*

*We do not anticipate significant incremental cost or the need for a significant increase in the number of technical personnel in the immediate term, as our existing workforce of 365 technical personnel is sufficient to address our short-term operational requirements during the recruitment period. As our business continues to grow and expand, and following the completion of the relevant R&D activities, the recruited technical personnel will be redeployed to support new projects.*

*(2) Approximately 70% of the proceeds is allocated for our Malaysia operations and the remaining 30% for our Vietnam operations.*

The estimated investment cost for our R&D of silicon IP relating to capital expenditure such as mask set and wafers, packaging, interposer, testing and characterisation are subject to capitalisation and subsequent depreciation. The remaining investment costs relating to operating expenditure, namely staff costs, are anticipated to be expensed as incurred, unless they meet the capitalisation criteria prescribed under the applicable MFRS. Approximately 75% of the investment cost for our R&D of silicon IP is to be incurred progressively as and when new contracts or orders are secured from customers, while the remaining 25% is to be incurred for the development of our silicon IP portfolio, irrespective of whether such contracts or orders are secured.

The breakdown as disclosed above is indicative and is dependent on the operating requirement of our Group at the time of utilisation.

If the actual investment cost for the R&D of silicon IP exceeds the earmarked amount, the shortfall will be funded out of the portion allocated for our working capital requirements as well as using our internally generated funds. Conversely, any excess funds not used for this purpose will be used to meet the working capital requirements for our Group.

For further details on our strategies and future plans, in particular, expansion of silicon IP portfolio and expansion of new field of application - automotive silicon IP, see Section 7.5.1 of this Prospectus.

### 4.5.3 Expansion of operational facilities and resources

We intend to use approximately RM19.0 million or 5.4% of the gross proceeds from our Public Issue to fund the entire estimated investment cost for expansion of our existing operations in Malaysia and Vietnam, as well as establishment of new R&D and/or sales offices in Japan and the USA. The estimated investment cost includes staff costs, rental expenses and IT infrastructure expenses.

The breakdown of the planned use of proceeds for expansion of operational facilities and resources is as follows:

| **Description** | **RM' million** |
|---|---|
| Staff costs[(1)] | 10.1 |
| Rental expenses for sales and R&D offices | 4.6 |
| IT infrastructure | 4.3 |
| **Total** | [(2)]**19.0** |

***Notes:***

*(1) Comprising staff costs for the progressive recruitment of an estimated total of 12 new permanent business development personnel over the next 36 months as and when the new R&D and/or sales offices are established. As at the LPD, we have not identified any business development personnel to be recruited.*

*(2) Approximately 25% of the proceeds is allocated for our Malaysia operations and the remaining 75% for our foreign operations, of which approximately 10% is allocated for our Vietnam operations.*

As at the LPD, we are still in the midst of identifying suitable locations to be leased for our new R&D and sales offices. Our Group does not intend to acquire any properties for the establishment of our new R&D and/or sales offices. This approach will allow our Group to retain operational flexibility, optimise costs and adjust space requirements in line with project developments and headcount growth.

The breakdown disclosed above is indicative and is dependent on the operating requirement of our Group at the time of utilisation.

If the actual investment cost for the expansion of operational facilities and resources exceeds the earmarked amount, the shortfall will be funded out of the portion allocated for our working capital requirements as well as using our internally generated funds. Conversely, any excess funds not used for this purpose will be used to fund our working capital requirements.

For further details on our strategies and future plans in particular, establishment and expansion of new R&D and sales offices, see Section 7.5.4(i) of this Prospectus.

### 4.5.4 Expansion of computing infrastructure and labs

As part of our facility expansion plan, we intend to use approximately RM38.1 million or 10.8% of the gross proceeds from our Public Issue to fund the entire estimated investment cost for the expansion of computing infrastructure, labs, and purchase and/or lease of equipment. The estimated investment cost includes the purchase of servers, data storage and network equipment to handle intensive simulations, synthesis and verification tasks which will support our complex design works as well as enabling cloud integration for scalable simulation, verification and data storage with backup solutions to ensure redundancy. Additionally, we will purchase and/or lease laboratory equipment such as oscilloscopes for signal integrity and timing analysis, logic analysers for digital signal analysis from prototypes, and pattern generators for generating stimulus patterns to test silicon IP functions.

The breakdown of the planned use of proceeds for expansion of computing infrastructure and labs is as follows:

| **Description** | **RM' million** |
|---|---|
| Computing infrastructure for IC products | 16.3 |
| Computing infrastructure for silicon IPs | 9.7 |
| Labs and equipment | 12.1 |
| **Total** | [(1)]**38.1** |

***Note:***

*(1) Approximately 90% of the proceeds is allocated for our Malaysia operations and the remaining 10% for our Vietnam operations.*

The computing infrastructure and labs and equipment will be housed within our Group's existing leased R&D office in Malaysia and Vietnam, as well as our future leased R&D office in the USA which forms part of our Group's facility expansion plan. The servers, data storage and network equipment, and laboratory equipment are transferable between our Group's R&D office locations, where required.

The estimated useful lives of the computing infrastructure and equipment is 3 years.

We have identified potential suppliers, including certain existing suppliers, for the computing infrastructure and labs and equipment. However, as at the LPD, we have not entered into any arrangements with these suppliers. Given that some of these suppliers are foreign suppliers, we may be exposed to foreign currency risks in connection with any future purchases or leases from these suppliers.

The breakdown disclosed above is indicative and is dependent on the operating requirement of our Group at the time of utilisation.

If the actual investment cost for expansion of computing infrastructure and labs exceeds the earmarked amount, the shortfall will be funded out of the portion allocated for our working capital requirements as well as using our internally generated funds. Conversely, any excess funds not used for this purpose will be used to meet the working capital requirements for our Group.

For further details on our strategies and future plans in particular, the expansion of computing infrastructure and labs, see Section 7.5.4(ii) of this Prospectus.

### 4.5.5 Subscription, licensing and/or purchase of EDA and development tools

As part of our facility expansion plan, we also intend to allocate approximately RM36.7 million or 10.4% of the gross proceeds from our Public Issue to fund the entire estimated investment cost for the subscription of EDA tools and purchase of development tools, including validation and test tools from multiple providers to support the design and development works.

The breakdown of the planned use of proceeds for the subscription of EDA tools and purchase of development tools is as follows:

| **Description** | **RM' million** |
|---|---|
| EDA software for IC products | 18.1 |
| EDA software for silicon IPs | 8.6 |
| Development tools including test and validation tools | 10.0 |
| **Total** | (1)**36.7** |

***Note:***

*(1) Approximately 90% of the proceeds is allocated for our Malaysia operations and the remaining 10% for our Vietnam operations.*

We have identified potential suppliers, including certain existing suppliers, for the EDA tools and development tools. However, as at the LPD, we have not entered into any arrangements with these suppliers. Given that some of these suppliers are foreign suppliers, we may be exposed to foreign currency risks in connection with any future purchases or leases from these suppliers.

The breakdown disclosed above is indicative and is dependent on the operating requirement of our Group at the time of utilisation.

If the actual investment cost for the subscription of EDA tools and purchase of development tools exceeds the earmarked amount, the shortfall will be funded out of the portion allocated for our working capital requirements as well as using our internally generated funds. Conversely, any excess funds not used for this purpose will be used to meet the working capital requirements for our Group.

For further details on our strategies and future plans in particular, the subscription, licensing and/or purchase of EDA and development tools, see Section 7.5.4(ii) of this Prospectus.

### 4.5.6 Working capital

We intend to use approximately RM32.4 million or 9.2% of the gross proceeds from our Public Issue to fund the working capital requirements of our Group. Working capital will be used to finance expenses such as staff costs, rental and utility expenses which are required for our operations.

The breakdown of the planned use of proceeds for working capital on best estimate basis is as follows:

| **Description** | **RM' million** |
|---|---|
| Staff costs | 27.5 |
| Rental expenses | 3.4 |
| Utility expenses | 1.5 |
| **Total** | (1)**32.4** |

***Note:***

*(1) Allocated for our Malaysia operations.*

Our Group's working capital requirements are expected to increase in line with our business expansion and our growth strategy. We have budgeted our working capital requirements with reference to historical payroll, rental and utility expenses, subject to the fluctuation in prices.

### 4.5.7 Defray fees and expenses relating to our IPO and Listing

The estimated fees and expenses for our IPO and Listing to be borne by us are estimated to be RM14.3 million comprising the following:

| **Description** | **RM' million** |
|---|---|
| Professional fees | 4.7 |
| Fees payable to authorities | 1.0 |
| Brokerage, underwriting and placement fees | 7.4 |
| Other fees and expenses such as printing, advertising, travel and roadshow expenses, miscellaneous expenses and contingencies | 1.2 |
| **Total** | **14.3** |

If the actual fees and expenses relating to our IPO and Listing exceeds the earmarked amount, the shortfall will be funded out of the portion allocated for our working capital requirements. On the other hand, if the actual fees and expenses are lower than the earmarked amount, the difference will be used to fund our working capital requirements.

The actual proceeds accruing to us will depend on the Institutional Price and the Final Retail Price. If the actual proceeds are higher than budgeted above, the excess will be used to fund our working capital requirements. Conversely, if the actual proceeds are lower than budgeted above, the proceeds allocated for our working capital requirements will be reduced.

Given the timing of the use of proceeds to be raised from our Public Issue may not be immediate and as part of our efficient capital management to maximise profit income, we intend to place the proceeds raised from our Public Issue or any balance (including accrued profit, if any) in the profit-bearing accounts with the licensed financial institution(s), money-market deposit instruments/funds and/or other investment funds.

## 4.6 BROKERAGE FEE, UNDERWRITING COMMISSION AND PLACEMENT FEE

### 4.6.1 Brokerage fee

We will pay brokerage in respect of our IPO Shares under the Retail Offering at the rate of 1.0% (exclusive of applicable tax) of the Final Retail Price in respect of all successful applications which bear the stamp of either the participating organisations of Bursa Securities, members of the Association of Banks in Malaysia, members of the Malaysian Investment Banking Association and/or the Issuing House.

The Lead Bookrunner and Joint Bookrunners are entitled to charge brokerage commission to successful applicants under the Institutional Offering. For the avoidance of doubt, such brokerage commission under the Institutional Offering will not be payable by us.

### 4.6.2 Underwriting commission

As stipulated in the Retail Underwriting Agreement, the Managing Underwriter and Joint Underwriters have agreed to underwrite our IPO Shares under the Retail Offering for an underwriting commission of up to 1.6% (exclusive of applicable tax) of the Retail Price multiplied by the total number of IPO Shares underwritten under the Retail Offering in accordance with the terms of the Retail Underwriting Agreement.

### 4.6.3 Placement fee

We will pay the Lead Bookrunner and Joint Bookrunners a placement fee of up to 1.6% (exclusive of applicable tax) of the Institutional Price multiplied by the number of IPO Shares sold to institutional and selected investors in accordance with the terms of the Placement Agreement.

## 4.7 DETAILS OF THE UNDERWRITING, PLACEMENT AND LOCK-UP ARRANGEMENTS

### 4.7.1 Underwriting

We have entered into the Retail Underwriting Agreement with the Managing Underwriter and the Joint Underwriters to severally and not jointly (nor jointly and severally) underwrite 135,327,200 IPO Shares under the Retail Offering, subject to the clawback and reallocation provisions as set out in Section 4.2.4 of this Prospectus and upon the terms and subject to the conditions of the Retail Underwriting Agreement.

Details of the underwriting commission are set out in Section 4.6.2 of this Prospectus, while the salient terms of the Retail Underwriting Agreement are as follows:

Unless waived by the Managing Underwriter and the Joint Underwriters who have agreed to underwrite 135,327,200 IPO Shares under the Retail Offering, the underwriting obligations of the Managing Underwriter and the Joint Underwriters are subject to certain conditions precedent which must be fulfilled or waived on or before the closing date of the Retail Offering as stated in this Prospectus or such later date as may be agreed in writing by the Joint Underwriters.

The Managing Underwriter (for and on behalf of the Joint Underwriters) may by notice in writing to our Company given at any time before the date of our Listing, terminate, cancel and withdraw their respective underwriting commitment if:

(a) there is any breach or failure on the part of our Company to perform any obligations contained in the Retail Underwriting Agreement which results in any event, development or occurrence, or series of events, developments or occurrences, which, in the reasonable and sole opinion of the Managing Underwriter, have or could be expected to have a material adverse effect (including any prospective material adverse effect) or change, whether individually or in the aggregate, and whether or not arising in the ordinary course of business, on any of the following: (i) the condition (financial or otherwise), commitments (contractual or otherwise), management, general affairs, business, assets, liquidity, liabilities, prospects, earnings, undertakings, shareholders' equity, properties or results of operations of our Group, taken as a whole, or our Company; (ii) the ability of our Company to perform its obligations under or with respect to, or to consummate the transactions contemplated by, this Prospectus or the Retail Underwriting Agreement, the Placement Agreement, each lock-up agreement, the Master Cornerstone Placement Agreement and each Cornerstone Placement Agreement (collectively, "**Transaction Agreements**"); (iii) the ability of our Company or any of the companies in our Group to conduct their respective businesses and to own or lease their respective assets and properties as described in this Prospectus; (iv) our IPO including but not limited to the distribution or the sale of our IPO Shares pursuant to our IPO ("**Material Adverse Effect**");

(b) there is an occurrence of any event or discovery of any fact or circumstance rendering any of the warranties set out in the Retail Underwriting Agreement untrue, inaccurate, incorrect, incomplete or misleading or ceases to be true, accurate and correct or becomes misleading, in any respect or resulting in any of the undertakings made by our Company under the Retail Underwriting Agreement not complied with, breached and/or failed to be performed in any respect;

(c) our Company withholds any information from the Managing Underwriter and/or the Joint Underwriters, which has a Material Adverse Effect;

(d) in the reasonable and sole opinion of the Managing Underwriter, after consultation with the Joint Underwriters, there shall have occurred, happened or come into effect any event or series of events beyond the reasonable control of the Managing Underwriter and the Joint Underwriters by reason of any local, national or international causes or events which are unpredictable and beyond the reasonable control of the parties to the Retail Underwriting Agreement claiming *force majeure* which could not have been avoided or prevented by reasonable foresight, planning and implementation including but not limited to: (i) war, acts of warfare, sabotages, hostilities, invasion, incursion by armed force, act of a hostile army, nation or enemy, civil war or commotion, hijacking or terrorism; (ii) riot, uprising against constituted authority, civil commotion, disorder, rebellion, organised armed resistance to the government, insurrection, revolt, military takeover or usurped power; (iii) natural catastrophe including but not limited to earthquakes, floods, fire, storm, lightning, tempest, explosions, accident, or other acts of God; or (iv) any local, national or international occurrence or outbreak of disease, or pandemic (including any material worsening of the existing COVID-19 pandemic or endemic), epidemic, the imposition of lockdowns or similar measures to control the spread of any epidemic, any outbreak or material escalation of hostilities or national emergency, whether war has been declared or not, or insurrection or armed conflict or terrorist event (whether or not involving financial markets), the occurrence of any other calamity or crisis or emergency or any event or series of events in the nature of *force majeure*, or deterioration of any such condition;

(e) there shall have occurred any government requisition or other events whatsoever which would have a Material Adverse Effect;

(f) there shall have occurred any material adverse change in national or international monetary, financial and capital markets (including stock market conditions and interest rates), political or economic conditions or exchange control or currency exchange rates which would have a Material Adverse Effect, or would have or is likely to have a material adverse effect (whether in the primary market or in respect of dealings in the secondary market) on the value or price of our IPO Shares. For the avoidance of doubt, and without prejudice to the foregoing, if the FTSE Bursa Malaysia KLCI ("**Index**") is, at the close of normal trading on Bursa Securities, on any Market Day:

(i) on or after the date of the Retail Underwriting Agreement; and

(ii) prior to the closing date of the Retail Underwriting Agreement,

lower than 85% of the level of the Index at the last close of normal trading on the relevant exchange on the Market Day immediately prior to the date of the Retail Underwriting Agreement and remains at or below that level for at least three (3) consecutive Market Days, it shall be deemed a material adverse change in the stock market condition;

(g) trading in shares or securities generally on Bursa Securities, the Singapore Exchange Securities Trading Limited, the Hong Kong Stock Exchange, the NASDAQ, the New York Stock Exchange or the London Stock Exchange has been restricted or suspended or minimum prices have been established on Bursa Securities, the Singapore Exchange Securities Trading Limited, the Hong Kong Stock Exchange, NASDAQ, the New York Stock Exchange or the London Stock Exchange for three (3) consecutive Market Days or more;

(h) there shall have been announced or carried into force any new law or change in law in any jurisdiction, interpretation or application by any court or authorities including any administrative, judicial, governmental, statutory or regulatory commission, board, body, authority or agency, and any stock exchange, self-regulatory organisation, accreditation organisation or other non-governmental regulatory authority (including but not limited to the SC, BNM, Bursa Securities or any taxing, fiscal or other monetary authority thereof, and the CCM), and any court, tribunal or arbitrator, in each case in Malaysia or any other jurisdiction, and whether national, central, federal, provincial, state, regional, municipal, local, domestic, foreign, supranational or otherwise ("**Authority**") which may: (i) have a Material Adverse Effect; or (ii) in the reasonable and sole opinion of the Managing Underwriter, prejudice the success of our IPO or our Listing or which would have or is likely to have a Material Adverse Effect or the effect of making it impracticable to enforce contracts to allot our IPO Shares or making any obligation under the Retail Underwriting Agreement incapable of performance in accordance with its terms;

(i) our IPO is stopped or delayed by our Company or any relevant Authorities for any reason whatsoever (unless such delay has been approved by the Managing Underwriter);

(j) the closing date of the Retail Offering does not occur by 6 May 2026 or such other extended date as may be agreed in writing by the Managing Underwriter, after consultation with the Joint Underwriters;

(k) our Listing does not take place by 21 June 2026 or such other extended date as may be agreed in writing by the Managing Underwriter;

(l) any commencement of legal proceedings, formal investigations, enquiries or action against any member of our Group or any of their directors or executive officers, which would have a Material Adverse Effect or in the sole opinion of the Managing Underwriter, make it impracticable to market our IPO or to enforce contracts to allot our IPO Shares;

(m) any one of the Transaction Agreements: (i) having been terminated or rescinded in accordance with its terms thereof; (ii) ceases to have any effect whatsoever; or (iii) is varied or supplemented upon its terms or breached and such variation, supplementation or breach would have a Material Adverse Effect;

(n) any of the resolutions or approvals referred to in Clauses 6.1(f) and 6.1(g) of the Retail Underwriting Agreement respectively, is revoked, withdrawn, suspended or ceases to have any effect whatsoever, or is varied or supplemented upon terms which would have a Material Adverse Effect;

(o) in the event our Listing is withdrawn or not procured or procured but subject to conditions not acceptable to the Managing Underwriter;

(p) if the SC or any other relevant Authority issues an order or ruling, or a prohibition on our Company has been imposed pursuant to Malaysian law for whatever reason, such as to make it impracticable to market our IPO or to enforce contracts to allot our IPO Shares;

(q) any material statements contained in this Prospectus has become or been discovered to be untrue, inaccurate or misleading in any respect, or matters have arisen or have been discovered which would, if this Prospectus were to be issued at that time, constitute a material omission therefrom;

(r) in the reasonable and sole opinion of the Managing Underwriter, there is a change or development in law on taxation, foreign investment or currency exchange control in Malaysia or an announcement of such change or development which would have a Material Adverse Effect;

(s) a banking moratorium has been declared by the relevant Authorities in Malaysia, Singapore, Hong Kong, USA, the European Union (or any member thereof) or the United Kingdom; or a material disruption of commercial banking activities, foreign exchange trading or securities settlement or clearance services has occurred in Malaysia, Singapore, Hong Kong, USA, the European Union (or any member thereof) or the United Kingdom;

(t) in the reasonable and sole opinion of the Managing Underwriter, there should have occurred, happened or come into effect any moratorium, suspension or restriction in or on trading of our Company's securities listed or quoted on a stock exchange or an over-the-counter market that is likely to prejudice our Listing, including, without limitation, any imposition of or requirement for any minimum or maximum price limit or price range for three (3) consecutive Market Days or more, provided that this clause shall not apply to events already covered under the *force majeure* clause in paragraph (d) above;

(u) a Director being charged with an indictable offence or prohibited by operation of law or otherwise disqualified from taking part in the management of a company;

(v) the Chief Executive Officer of our Company vacating his office; or

(w) the occurrence of any other event which would have a Material Adverse Effect.

### 4.7.2 Placement

We expect to enter into the Placement Agreement with the Lead Bookrunner and Joint Bookrunners in relation to the placement of 264,672,800 IPO Shares under the Institutional Offering, subject to the clawback and reallocation provisions as set out in Section 4.2.4 of this Prospectus. We will be requested to give various representations, warranties and undertakings, and to indemnify the Lead Bookrunner and Joint Bookrunners against certain liabilities in connection with our IPO. The terms of the Placement Agreement are subject to negotiations and may include termination events that are different from those under the Retail Underwriting Agreement as set out in Section 4.7.1 of this Prospectus.

### 4.7.3 Lock-up arrangements

(i) We have agreed that, subject to offerings under our IPO and certain exceptions, we shall not without the prior written consent of the Joint Bookrunners, to the extent applicable to us, for a period beginning on and including the date of the lock-up agreement and ending on, and including, the date that is six (6) months from the date of our Listing, directly or indirectly, conditionally or unconditionally:

(a) (i) issue, allot, offer, pledge, sell or assign; (ii) contract to issue, allot, offer, pledge, sell or assign; (iii) sell or grant, or agree to sell or grant, any option, right, warrant or contract to purchase; (iv) purchase any option, right, warrant or contract to sell; (v) hypothecate or create any encumbrance over; or (vi) otherwise transfer or dispose of any legal or beneficial interest in or in respect of any Shares (or any securities convertible into, or exercisable or exchangeable for, or repayable with any such Shares, or which carry the rights to subscribe for, or purchase, or represent the right to receive any such Shares, or that are substantially similar to any such Shares) including any Shares held in treasury, that are now owned or thereafter acquired by our Company;

(b) enter into any swap, hedge, derivative or any other arrangement, agreement or transaction that transfers to another, in whole or in part, directly or indirectly, any of the economic consequences of ownership of our Shares (or any securities convertible into, or exercisable or exchangeable for, or repayable with any such Shares, or which carry the rights to subscribe for, or purchase, or represent the right to receive any such Shares, or that are substantially similar to any such Shares), whether any such swap, hedge, derivative or any other transaction described in paragraph (a) above or this paragraph (b) is to be settled by the delivery of any Shares or such other securities, in cash or otherwise;

(c) deposit any Shares (or any securities convertible into, or exercisable or exchangeable for, or repayable with any such Shares, or which carry the rights to subscribe for, or purchase, or represent the right to receive any such Shares, or that are substantially similar to any such Shares) in any depository receipt facilities;

(d) save for any stabilising action permissible under applicable law, take any action which is designed to or which constitutes, or which would reasonably be expected to cause or result in stabilisation or manipulation of the price of our Shares;

(e) enter into or effect, or offer to or agree to enter into or effect a transaction which is designed or which may reasonably be expected to result in, or have the same economic effect as, any of the transactions or actions described in paragraphs (a) to (d) above; or

(f) publicly announce any intention to enter into or carry out any of the transactions or actions described in paragraphs (a) to (e) above.

(ii) Dato' Fong Swee Kiang and Teh Chee Hak have each severally and not jointly agreed with the Joint Bookrunners that for a period beginning on and including the date of the lock-up agreement and ending on, and including, the date that is (i) in respect of the Shares, 12 months from the date of our Listing; and (ii) in respect of the shares in SKC Team, SKC Team 1, SKC Team 2 (insofar held by Dato' Fong Swee Kiang) and SKC Team 3 (collectively, "**SKC Team Shares**"), six (6) months from the date of our Listing, they will not, without the prior written consent of the Joint Bookrunners, directly or indirectly, conditionally or unconditionally:

(a) (i) offer, pledge, mortgage, charge, sell, assign or lend; (ii) contract to offer, pledge, mortgage, charge, sell, assign or lend; (iii) sell or grant, or agree to sell or grant, any option, right, warrant or contract to purchase; (iv) purchase any option, right, warrant or contract to sell; (v) hypothecate, grant security over, charge, pledge, mortgage or create any encumbrance over; or (vi) otherwise transfer or dispose of any legal or beneficial interest in or in respect of any Shares or SKC Team Shares (or any securities convertible into, or exercisable or exchangeable for, or repayable with any such Shares or SKC Team Shares, or which carry the rights to subscribe for, or purchase, or represent the right to receive any such Shares or SKC Team Shares, or that are substantially similar to any such Shares or SKC Team Shares) whether now owned or thereafter acquired by Dato' Fong Swee Kiang and Teh Chee Hak between the date of the lock-up agreement and the date of our Listing ("**Promoters Lock-Up Shares**");

(b) enter into any swap, hedge, derivative or any other arrangement, agreement or transaction that transfers to another, in whole or in part, directly or indirectly, any of the economic consequences of ownership of the Promoters Lock-Up Shares (or any securities convertible into, or exercisable or exchangeable for, or repayable with any such Promoters Lock-Up Shares, or which carry the rights to subscribe for, or purchase, or represent the right to receive any such Promoters Lock-Up Shares, or that are substantially similar to any such Promoters Lock-Up Shares), whether any such swap, hedge, derivative or any other transaction described in paragraph (a) above or this paragraph (b) is to be settled by the delivery of any Promoters Lock-Up Shares or such other securities, in cash or otherwise;

(c) deposit any Promoters Lock-Up Shares (or any securities convertible into, or exercisable or exchangeable for, or repayable with any such Promoters Lock-Up Shares, or which carry the rights to subscribe for, or purchase, or represent the right to receive any such Promoters Lock-Up Shares, or that are substantially similar to any such Promoters Lock-Up Shares) in any depository receipt facilities;

(d) save for any stabilising action permissible under applicable law, take any action which is designed to or which constitutes, or which would reasonably be expected to cause or result in stabilisation or manipulation of the price of the Shares;

(e) enter into or effect, or offer to or agree to enter into or effect a transaction which is designed or which may reasonably be expected to result in, or have the same economic effect as, any of the transactions or actions described in paragraphs (a) to (d) above; or

(f) publicly announce any intention to enter into or carry out any of the transactions or actions described in paragraphs (a) to (e) above; and

Dato' Fong Swee Kiang and Teh Chee Hak have each severally and not jointly agreed, and shall procure that, without the prior written consent of the Joint Bookrunners, SKC Team, SKC Team 1, SKC Team 2 (in respect of Dato' Fong Swee Kiang) and SKC Team 3 (collectively, the "**SKC Team Entities**") shall not: (a) issue any new shares or any security convertible into, or exercisable or exchangeable for any shares in any of the SKC Team Entities; or (b) take any action that would dilute the shareholding of Dato' Fong Swee Kiang and/or Teh Chee Hak in any of the SKC Team Entities.

Dato' Fong Swee Kiang and Teh Chee Hak have each severally and not jointly agreed that, without the prior written consent of the Joint Bookrunners, they will not, during the lock-up period, make any offer, pledge, demand for or exercise any right with respect to, the registration of any Shares or SKC Team Shares subject to the lock-up pursuant to the respective lock-up agreements or any security convertible into, or exercisable or exchangeable for any Shares or SKC Team Shares.

(iii) Areca Capital on behalf of DG 12 and ASIF 15, Intervest Co., Ltd on behalf of InterVest Global Scale-up Fund and Intervest Malaysia OIF A, Intervest Korea Malaysia OIF B Sdn Bhd, Gobi Future Fund LPF, Meranti ASEAN Growth Fund II LP, Gobi Dana Impak Ventures LP and Lion X Investment VCC on behalf of Lion X Digital Innovation Investment Fund have each severally and not jointly agreed with the Joint Bookrunners that for a period beginning on and including the date of the lock-up agreement and ending on, and including, the date that is 12 months from the date of our Listing, they will not, without the prior written consent of the Joint Bookrunners, directly or indirectly, conditionally or unconditionally:

(a) (i) offer, pledge, mortgage, charge, sell, assign or lend; (ii) contract to offer, pledge, mortgage, charge, sell, assign or lend; (iii) sell or grant, or agree to sell or grant, any option, right, warrant or contract to purchase; (iv) purchase any option, right, warrant or contract to sell; (v) hypothecate, grant security over, charge, pledge, mortgage or create any encumbrance over; or (vi) otherwise transfer or dispose of any legal or beneficial interest in or in respect of any Shares (or any securities convertible into, or exercisable or exchangeable for, or repayable with any such Shares, or which carry the rights to subscribe for, or purchase, or represent the right to receive any such Shares, or that are substantially similar to any such Shares) whether now owned or thereafter acquired by DG 12, ASIF 15, InterVest Global Scale-up Fund, Intervest Malaysia OIF A, Intervest Korea Malaysia OIF B Sdn Bhd, Gobi Future Fund LPF, Meranti ASEAN Growth Fund II LP, Gobi Dana Impak Ventures LP and Lion X Investment VCC on behalf of Lion X Digital Innovation Investment Fund respectively between the date of the lock-up agreement and the date of our Listing ("**Lock-Up Shares**");

(b) enter into any swap, hedge, derivative or any other arrangement, agreement or transaction that transfers to another, in whole or in part, directly or indirectly, any of the economic consequences or incidents of ownership of the Lock-Up Shares (or any securities convertible into, or exercisable or exchangeable for, or repayable with any such Lock-Up Shares, or which carry the rights to subscribe for, or purchase, or represent the right to receive any such Lock-Up Shares, or that are substantially similar to any such Lock-Up Shares), whether any such swap, hedge, derivative or any other transaction described in paragraph (a) above or this paragraph (b) is to be settled by the delivery of any Lock-Up Shares or such other securities, in cash or otherwise;

(c) deposit any Lock-Up Shares (or any securities convertible into, or exercisable or exchangeable for, or repayable with any such Lock-Up Shares, or which carry the rights to subscribe for, or purchase, or represent the right to receive any such Lock-Up Shares, or that are substantially similar to any such Lock-Up Shares) in any depository receipt facilities;

(d) save for any stabilising action permissible under applicable law, take any action which is designed to or which constitutes, or which would reasonably be expected to cause or result in stabilisation or manipulation of the price of our Shares;

(e) enter into or effect, or offer to or agree to enter into or effect a transaction which is designed or which may reasonably be expected to result in, or have the same economic effect as, any of the transactions or actions described in paragraphs (a) to (d) above; or

(f) publicly announce any intention to enter into or carry out any of the transactions or actions described in paragraphs (a) to (e) above.

Areca Capital on behalf of DG 12 and ASIF 15, Intervest Co., Ltd on behalf of InterVest Global Scale-up Fund and Intervest Malaysia OIF A, Intervest Korea Malaysia OIF B Sdn Bhd, Gobi Future Fund LPF, Meranti ASEAN Growth Fund II LP, Gobi Dana Impak Ventures LP and Lion X Investment VCC on behalf of Lion X Digital Innovation Investment Fund have agreed that, without the prior written consent of the Joint Bookrunners, they will not, during the lock-up period, make any offer, pledge, demand for or exercise any right with respect to, the registration of any Shares subject to the lock-up pursuant to the respective lock-up agreements or any security convertible into, or exercisable or exchangeable for any Shares.

The restrictions in Section 4.7.3(i) above shall not apply to: (a) the issuance, allotment, offer and sale of any Shares by our Company pursuant to the Offering; (b) the grant of ESOS Options by our Company in conjunction with our Listing; (c) the issuance and allotment of any Shares by our Company upon the exercise of the ESOS Options granted under item (b) of this paragraph; or (d) the issuance and allotment of the ESIS Shares by our Company.

## 4.8 TRADING AND SETTLEMENT IN SECONDARY MARKET

Upon our Listing, our Shares will be traded through Bursa Securities and settled by book-entry settlement through the CDS, which is operated by Bursa Depository. This will be effected in accordance with the Rules of Bursa Depository and the provisions of the SICDA. Accordingly, we will not deliver share certificates to subscribers or purchasers of our IPO Shares.

Beneficial owners of our Shares are required under the Rules of Bursa Depository to maintain our Shares in CDS accounts, either directly in their names or through authorised nominees. Persons whose names appear in the Record of Depositors maintained by Bursa Depository will be treated as our shareholders in respect of the number of Shares credited to their respective CDS accounts.

Transactions in our Shares under the book-entry settlement system will be reflected by the seller's CDS account being debited with the number of Shares sold and the buyer's CDS account being credited with the number of Shares acquired. No transfer stamp duty is currently payable for our Shares that are settled on a book-entry basis, although there is a nominal transfer fee of RM10 payable for each transfer not transacted on the market.

**4. DETAILS OF OUR IPO** *(Cont'd)*

Shares held in CDS accounts may not be withdrawn from the CDS except in the following instances:

(i) to facilitate a share buy-back;

(ii) to facilitate conversion of debt securities;

(iii) to facilitate company restructuring process;

(iv) where a body corporate is removed from the Official List;

(v) to facilitate a rectification of any error; and

(vi) in any other circumstances determined by Bursa Depository from time to time, after consultation with the SC.

Trading of shares of companies listed on Bursa Securities is normally done in "board lots" of 100 shares. Investors who desire to trade less than 100 shares are required to trade under the odd lot board. Settlement of trades done on a "ready" basis on Bursa Securities generally takes place on the second Market Day following the transaction date, and payment for the securities is generally settled on the second Market Day following the transaction date.

It is expected that our Shares will commence trading on Bursa Securities approximately 10 Market Days after the close of the Institutional Offering. Subscribers of our Shares will not be able to sell or otherwise deal in our Shares (except by way of book-entry transfer to other CDS accounts in circumstances which do not involve a change in beneficial ownership) prior to the commencement of trading on Bursa Securities.

## 5. RISK FACTORS

**Before investing in our Shares, you should pay particular attention to the fact that we and to a large extent, our business and operations are subject to the regulatory, industry and business risks. Our operations are also subject to a number of factors, many of which are outside our control. Before making an investment decision, you should carefully consider, along with other matters in this Prospectus, the risks and investment considerations set out below.**

### 5.1 RISKS RELATING TO OUR BUSINESS

#### 5.1.1 We are dependent on our Chief Executive Officer and Chief Technology Officer as well as other members of our Key Senior Management for our business continuity and the loss of service from any one of them will adversely affect our financial performance

Our business is highly dependent on our Chief Executive Officer, Dato' Fong Swee Kiang, and our Chief Technology Officer, Teh Chee Hak. Dato' Fong Swee Kiang is primarily responsible for the overall strategy and development of our Company, while Teh Chee Hak oversees the technology and technical research and development of our products and services.

Dato' Fong Swee Kiang acquired our Company in 2019, and brings with him over 35 years of experience in the semiconductor industry. He has held senior positions at the Intel group of companies, Altera Corporation (M) Sdn Bhd ("**Altera Malaysia**") (an Intel Corporation related company following its acquisition of Altera Corporation in 2015), and Avago Technologies (Malaysia) Sdn Bhd (a Broadcom Inc. related company). Teh Chee Hak joined us in 2020, and has over 20 years of experience in the semiconductor industry. He has held various senior technical and engineering roles at Intel Microelectronics (M) Sdn Bhd ("**Intel Microelectronics**") and Altera Malaysia.

Our Chief Executive Officer and Chief Technology Officer are supported by other members of our Key Senior Management, including:

- Chong Lai Hock (Chief Operating Officer) who joined us in 2024. He has over 30 years of experience in the semiconductor industry and is responsible for our Group's engineering and global operations, as well as overseeing IC and IP development and ensuring alignment with our Group's strategic objectives;

- Chin Eng Fook (Chief Information Officer) who joined us in 2024. He has over 35 years of experience in the semiconductor industry and oversees our Group's servers, systems and network infrastructure, while implementing comprehensive data security strategies. His role includes providing engineers with reliable IT resources to enhance productivity;

- Lim Soon Chieh (Senior Engineering Director for Interface IP) who joined us in 2019. He has approximately 25 years of IC design experience and is responsible for leading and overseeing the completion of various memory interface IP projects, providing after-sales support to customers, as well as guiding our Group's engineering team in decision-making, problem solving and efficiency improvement processes; and

- Galvin Wong (Finance Director) who joined us in 2023. His background is finance and investment, with over 8 years of experience in the financial sector. He is responsible for overseeing our Group's statutory reporting and financial management, managing our Group's treasury operations, and liaising with external stakeholders including auditors, investors and bankers.

For further details on the profiles of our Chief Executive Officer, Chief Technology Officer and other members of our Key Senior Management, see Section 9 of this Prospectus.

We do not maintain key person insurance for critical roles within our Group. The loss of service from one or more of our Chief Executive Officer, Chief Technology Officer, or other members of our Key Senior Management without any suitable and timely replacement may adversely affect our business operations and financial performance. Since the commencement of our business in 2020, we have made several additions to our Key Senior Management, where our Chief Operating Officer, Chief Information Officer, and Finance Director joined us between 2023 and 2024. While we have a succession planning framework in place for our Chief Executive Officer, Chief Technology Officer and other members of our Key Senior Management to support business continuity and operational resilience, there can be no assurance that any replacement will be made promptly or that such replacement will be able to make comparable or increased contributions to our business strategies and operations. See Section 7.20 of this Prospectus for further details on our management succession plan.

**5.1.2 We are dependent on advanced process technologies and production support provided by foundries as well as certain third-party design tool providers for our business operations**

We are dependent on access to advanced process technologies, namely PDKs provided by foundries, which are crucial for our IC and silicon IP design and development. As at the LPD, we have access to multiple advanced foundries, each providing the necessary PDKs for IC and silicon IP design and development. While the loss of access to any single foundry may impact projects related to that specific foundry, we would still be able to continue development activities through the other foundry partners we have access to.

These alternative foundry relationships ensure that we maintain continuous access to advanced process technologies. This diversified foundry strategy reduces dependency on any single foundry and provides operational resilience against changes in foundry availability and commercial terms.

In addition, we are also dependent on the production support from foundries for the manufacturing and delivery of our prototypes and custom ASIC products. Any significant disruptions in accessing the process technologies and production support could impede our design and development, and product delivery activities, which may potentially affect our business operations and financial performance.

We are dependent on the EDA Tools and Verification IP Suppliers as the software tools and products are essential to our IC design process. These EDA tools and Verification IP are highly specialised and there are only a limited number of viable alternative suppliers which can fulfil our Group's requirements. Since 2020, we have been utilising a comprehensive suite of core EDA tools purchased from Synopsys, either directly or through ICE (which is the sole distributor in Malaysia for Synopsys). These tools, categorised as standard EDA tools, are essential for key aspects of IC design, such as logic, circuit and physical design. In our view, there is one viable alternative provider, namely Cadence which offers a comparable suite of EDA tools that supports the entire IC design flow and can fulfil our Group's requirements. As at the LPD, we have access to a comprehensive suite of EDA tools from Synopsys and Cadence. We also utilise specialised EDA tools from Siemens for IC verification and design for manufacturability optimisation. As at the LPD, we have not experienced and do not expect any adverse impact arising from the use of EDA tools from multiple suppliers concurrently.

To address specialised design needs, we use tools from Ansys for IC package design, which include signal integrity, power delivery and reliability simulations. These tools are critical for optimising the performance and durability of IC packages, and there is only a limited number of alternative suppliers for these specialised tools which can fulfil our Group's requirements. In July 2025, Ansys became part of the Synopsys group of companies.

We also source Verification IP from Synopsys (through ICE) and Siemens, for which there is only a limited number of alternative suppliers which can fulfil our Group's requirements. Verification IP ensures compliance with industry standards and supports interoperability across a wide range of applications.

In general, the pricing for access to and use of EDA tools and Verification IP is negotiated individually with suppliers on commercial terms. Accordingly, we are exposed to the risk that we may be unable to maintain existing pricing terms. In the event we are unable to secure reasonable terms, this may affect our financial performance. As at the LPD, we have not encountered any restrictions or limitations in the purchase or usage of EDA tools and Verification IP from any of the EDA Tools and Verification IP Suppliers. As our business continues to grow, we expect our cost for EDA tools and Verification IP to naturally increase. Whilst we do not expect significant pricing increases following our Listing due to our established relationship and continued collaboration with our suppliers, there can be no assurance that the current pricing terms will remain unchanged. We maintain access to a range of industry-standard tools from multiple suppliers to support technical compatibility and operational flexibility. Nevertheless, such costs may vary if the existing arrangements are terminated or if alternative suppliers are engaged.

Compatibility between semiconductor foundry processes and EDA tools often determines the choice of tools. As such, our Group's reliance on the EDA Tools and Verification IP Suppliers is driven by technical compatibility and business needs. This reliance evolves dynamically with changing design requirements and advancements in foundry technologies. By leveraging a balanced mix of core and specialised EDA tools, we aim to maintain operational flexibility and our competitive edge in the IC design industry.

Furthermore, we also work with a foundry partner, namely Supplier A (as described in Section 7.19 of this Prospectus), for our production of custom ASICs. There can be no assurance that we can continue to maintain our business relationship with the foundry partner. Any disruption in production of prototypes and products from the foundry partner could negatively affect our future operations and financial performance, as it takes time to find alternative solution providers.

During the Financial Years/Periods Under Review and up to the LPD, there have been no breaches of our dealings with these advanced process technology, production support or design software tools providers. Nevertheless, there can be no assurance that we would be able to continue to access these advanced process technologies, support production, or software tools and IPs for our business operations. Any loss of support from foundries as well as certain third-party design tool providers without any suitable and timely replacement may adversely affect our business operations and financial performance.

**5.1.3 Our business operations are dependent on skilled technical resources for our design and development operations**

We rely on skilled technical resources with expertise across various engineering disciplines, including electrical and electronics engineering, computer engineering, software engineering and related fields. This expertise is crucial for tasks such as IC design and verification, using EDA tools, applying process technology, hardware architecture and software development.

A shortage of skilled technical personnel could lead to project delays, potentially harming our customer relationships, exposing us to penalties, contract cancellations and adversely affecting our market reputation. In addition, a shortage of skilled technical personnel could also hinder our ability to expand and grow our business.

As at the LPD, we have a total of 365 technical personnel including engineers led by our Chief Technology Officer, Teh Chee Hak. As part of our use of proceeds for R&D of IC products and silicon IP, we plan to recruit over 231 technical personnel between 2026 and 2029. These technical personnel are essential in our design and development operations, as well as providing engineering support to our customers. For the Financial Years/Periods Under Review and up to the LPD, there has been no significant loss of technical personnel, and we have not faced significant difficulty in recruiting or retaining technical personnel.

**5. RISK FACTORS** *(Cont'd)*

In addition to our technical personnel, we also engage third-party design services companies with expertise in circuit design and custom layout to handle non-core design tasks based on our specifications. This arrangement allows us to manage our peak workloads effectively. For the Financial Years/Periods Under Review, our outsourcing of IC and/or printed circuit board design and assembly services were RM1.2 million, RM0.5 million, RM2.3 million, and RM1.0 million for the FYEs 31 March 2023, 31 March 2024 and 31 March 2025, and the FPE 31 October 2025 respectively.

Any shortage of skilled technical manpower, either in terms of in-house personnel or third-party design houses, or difficulties in retaining or recruiting new technical personnel, will adversely impact our business operations and financial performance.

**5.1.4 Our business and financial performance are dependent on our ability to keep abreast of technological advancements**

Our business and financial performance depend on our ability to stay current with technological advancements and meet the growing demand of our customers. This was demonstrated by the increase in our revenue from RM57.2 million for the FYE 31 March 2023 to RM119.5 million for the FYE 31 March 2025, reflecting a CAGR of 44.6%. This growth was driven by the increase in revenue from our standard silicon IP including memory interface IP and Network-on-Chip IP, as well as sales of our new custom ASIC products.

However, there is a risk that demand for our products and services, including our silicon IP, may decline if we do not keep pace with the development and adoption of new technologies and innovations. This includes, among other advancements, next-generation IP specifications and process nodes (e.g., 2nm) to enhance processing performance and efficiency.

As at the LPD, we have access to PDKs from foundries that enable us to design ICs on advanced process nodes down to 3nm. Access to advanced process nodes and corresponding PDKs for nodes at 2nm is subject to capacity availability and commercial terms negotiated with the foundries. This typically requires established customer relationships, a proven tape-out track record, and the ability to comply with design and verification standards, as well as sufficient funding for tape-out. We intend to ensure access to these advanced process nodes through early and continuous engagement with the foundries, supported by our tape-out track record and aligning our design roadmaps with foundry qualification and capacity plans. While we have access to PDKs from foundries on advanced process nodes down to 3nm, and continue to invest in R&D and evaluate advancements in semiconductors to adopt relevant technological changes that can enhance our services and operations, there can be no assurance that our efforts would be as successful or timely as those of our competitors. Failure to promptly adopt suitable technological changes and innovations could adversely affect our business and financial performance.

**5.1.5 Our business and financial performance are dependent on our ability to secure new contracts or orders continuously**

Our revenue from silicon IPs and custom ASICs is primarily based on lump-sum contracts with multiple customers. This includes silicon IP contracts which generally range from 1 to 3 years, and custom ASIC contracts of up to 15 years (including initial design and development, and the sales of products which are subject to confirmed purchase orders based on the agreed contract terms). Revenue generated from the contracts is based on outright sales for the right-of-use of our IP designs for silicon IPs, design and development work performed for custom ASICs, or based on confirmed purchase orders for the sales of custom ASIC products. In this respect, our revenue is typically non-recurring after completion and handover or delivery to customers. As such, our business and financial performance depend on our ability to continuously secure new contracts or orders from existing or new customers to replenish our order book. As at the LPD, we have a total unbilled order book of approximately RM130.3 million. While we continue to submit proposals and quotations to secure new contracts and orders from various customers, there can be no assurance that we will be successful in our efforts.

Any significant delay in securing new contracts or failure to replenish our order book could result in lower revenue, diminished cash flow from operations and an adverse impact on our financial performance. Prolonged periods without new project awards could negatively affect our ability to sustain or grow our operations, potentially jeopardising our future growth prospects.

**5.1.6 Our growth prospects may be limited if we are unable to effectively execute some of our strategies and future plans**

Our strategies and future plans are focused on leveraging our core strengths and capitalising on our expertise in silicon IP and custom ASIC design and development. These strategies include expanding our silicon IP portfolio and field of applications, as well as developing new compute and AI silicon products, as well as 2.5D/3D and other silicon products, enhancing our capabilities in physical product design and development, and progressively increasing our operational facilities and resources to support business growth. For more details on our strategies and future plans, see Section 7.5 of this Prospectus.

However, there can be no assurance we would be successful in executing our business strategies and plans, nor can we assure that we have anticipated all potential business and operational risks. Among the factors that could impact the timing and effectiveness of our strategies includes:

- The expansion of our silicon IP portfolio and field of application may be subject to limitations in hiring of technical personnel for the design and development of a new generation of Network-on-Chip IP and memory interface IP and the development of automotive IP, as well as our ability to secure adequate funding and access to advanced process technologies and related products and services, including mask set and wafers, packaging, interposers, testing and characterisation.

- The design and development of IC products, including the new compute and AI silicon products, and new 2.5D/3D and other silicon products may be subject to limitations in hiring of technical personnel to extend our IC design capabilities in advanced semiconductor packaging, as well as our ability to secure adequate funding and access to advanced process technologies and related products and services, including mask set and wafers, packaging, interposer, testing and characterisation, consultation and services, and third party IPs.

- The establishment and expansion of facilities and resources, which may be subject to regulatory changes, as well as our ability to secure suitable premises and IT infrastructure.

Any delays or failures in implementing our strategies effectively and promptly may adversely affect our future business growth, financial prospects or returns.

As part of technology development efforts, we continue to invest in R&D to enhance or develop new products that meet market needs such as lower power consumption, optimising performance to manage latency and reducing die size. These enhanced and new products are planned to be introduced in a timely and cost-effective manner for use in the market. In addition, the development costs are incurred through the involvement of technical resources and the use of software tools. If we fail to accurately anticipate technological changes, introduce enhanced or new products in a timely and cost-effective manner, or if our products do not meet market demand, we risk losing our competitiveness. This could negatively impact our operations and financial performance.

**5. RISK FACTORS** *(Cont'd)*

### 5.1.7 We may not be able to sustain the growth rate of our financial performance in the future

Our revenue increased from RM57.2 million for the FYE 31 March 2023 to RM119.5 million for the FYE 31 March 2025, reflecting a CAGR of 44.6%. Similarly, our profitability improved significantly, with our gross profit increasing from RM33.8 million for the FYE 31 March 2023 to RM50.4 million for the FYE 31 March 2025, representing a CAGR of 22.2%. In addition, our GP margin declined from 59.1% for the FYE 31 March 2023 to 46.8% for the FYE 31 March 2024 and further declined to 42.2% for the FYE 31 March 2025. The decline in GP margin for the FYE 31 March 2024 was mainly attributed to the increase in technical staff costs. The decline in GP margin for the FYE 31 March 2025 was mainly attributed to higher depreciation, as well as the purchase of semiconductor materials and manufacturing services for our custom ASIC segment. In addition, the decrease in GP margin was also partly attributed to higher outsourcing of IC design expenses for the silicon IP and custom ASIC segments.

The development of silicon products typically requires substantial upfront investment costs during the design and development phase, before the revenue generation following production. As a result, we are exposed to a high initial outlay that can strain our cash flow and impact our profitability before any revenue is generated. Furthermore, any delays in development, unforeseen technical challenges, or shifts in market conditions could extend the time to commercialise the products. In the event of a project cancellation, we may not be able to recover our development costs or generate revenue, which could negatively affect our financial results in the short to medium term.

In addition, we have benefitted from approved tax exemption for the Financial Years/Periods Under Review. Our effective tax rate was 2.5%, 2.9% and 2.7% for the FYEs 31 March 2024 and 31 March 2025, and the FPE 31 October 2025 respectively, attributed to the approved tax exemption under Section 127(3A) of the Income Tax Act 1967 for statutory income derived from our activities of design and development of IC, and sales of IP, software and ASIC, which had expired on 9 September 2025. Prior to the expiry, we had, on 9 June 2025, submitted an application to MIDA for a tax exemption under Section 127(3A) of the Income Tax Act 1967 for our IC design activities, and as at the LPD, the application remains under review. In the event we are not able to obtain the tax exemption from MIDA as stated above, our Board is of the view that the financial performance of our Malaysia operations would be materially affected after taking into account the increase in the tax rate for our Malaysia operations and the corresponding impact to the PAT and PAT margin of our Malaysia operations. For further details, see Section 12.2.2(h) of this Prospectus.

There can be no assurance that we will achieve similar growth rates in our financial performance in the future. There are various internal and external factors which could impact our performance including a drop in demand for our products and services, product mixes, competitors' pricing, adverse economic and social conditions, changes in regulatory policies and trade practices as well as tax rates, increase in competition, interruptions to our business operations, and potential delays or failures in executing our strategies and future plans.

### 5.1.8 We may not be able to replicate the rapid expansion within a short operational timeline

Our Group commenced operations in 2020 and has since experienced significant growth in both our business activities and financial performance. Despite our brief history, our Group has made notable progress in designing and developing our silicon IPs and custom ASICs, accelerating customer acquisition since our Company's business commencement in 2020. We may not be able to replicate such rapid expansion within a short operational timeline. We have approximately 5 years of operational experience, which is a relatively brief history in managing common business challenges such as securing new customers and recruiting or retaining skilled technical resources.

Moving forward, our Group may encounter difficulties in executing our strategies and future plans, such as expanding our silicon IP portfolio and field of applications, as well as developing compute and AI silicon products, as well as 2.5D/3D and other silicon products, enhancing our capabilities in physical product design and development, and progressively increasing our operational facilities and resources to support business growth. For more details on our strategies and future plans, see Section 7.5 of this Prospectus.

Although our growth plan builds on our existing products, services and customer relationships to drive expansion, in the relatively short time since our establishment, we may not be able to execute our strategy effectively. This includes maintaining the technical edge in our products and services, securing new customers, strengthening relationships with existing ones, broadening market reach, and recruiting and retaining our skilled technical resources when necessary. Failure to manage our growing operations and expenses could hinder our ability to achieve the desired growth and profitability.

Additionally, the success of our rapid expansion is closely tied to securing sufficient capital, primarily from operational cash flow. We anticipate our cash reserves and IPO proceeds will support our on-going business operations, strategies and plans. However, additional funding may be required over time to keep up with evolving technologies, pursue industry innovations or acquire complementary businesses, products or technologies, including among others, debt financing. Such debt could increase costs and impose restrictive covenants, limiting our operational flexibility and our ability to raise additional capital.

Any failure or delay in implementing our strategies resulting from these challenges could hinder our ability to meet market demand and innovate technologically, which could impact our near-term and future business growth and financial performance.

### 5.1.9 We face risks from customer concentration where our inability to secure new customers may negatively impact our business operations and financial performance

We face customer concentration risks where a large portion of our total revenue during the respective Financial Years/Periods Under Review is derived from a small group of customers. Notwithstanding, our customer base has increased from 4 customers for the FYE 31 March 2023 to 14 customers for the FYE 31 March 2025, and further increased to 18 customers for the FPE 31 October 2025.

For the Financial Years/Periods Under Review, customers with revenue contribution of more than 10% of our revenue in any of the Financial Years/Periods Under Review, collectively accounted for 89.6% (2 customers), 81.7% (4 customers), 60.5% (3 customers) and 72.1% (5 customers) of our revenue for the FYEs 31 March 2023, 31 March 2024 and 31 March 2025, and the FPE 31 October 2025 respectively, as follows:

| | FYE 31 March | | | | | | FPE 31 October | |
|---|---|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | | 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % | RM'000 | % |
| Customer A[(1)] | 33,236 | 58.1 | 18,897 | 24.5 | 4,513 | 3.8 | 8,975 | 10.0 |
| Customer B[(2)] | 18,004 | 31.5 | 19,136 | 24.8 | 12,066 | 10.1 | - | - |
| Customer D[(3)] | - | - | 15,611 | 20.3 | 32,229 | 27.0 | 2,683 | 3.0 |
| Customer E[(4)] | - | - | 9,315 | 12.1 | 6,456 | 5.4 | - | - |
| Customer G[(5)] | - | - | - | - | 27,931 | 23.4 | 3,847 | 4.3 |
| Customer I[(6)] | - | - | - | - | 8,454 | 7.1 | 21,799 | 24.4 |
| Customer J[(7)] | - | - | - | - | - | - | 12,725 | 14.2 |
| Customer K[(8)] | - | - | - | - | - | - | 11,619 | 13.0 |

| | FYE 31 March | | | | | | FPE 31 October | |
|---|---|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | | 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % | RM'000 | % |
| Customer L[8] | - | - | - | - | - | - | 9,363 | 10.5 |
| **Sub-total** | **51,240** | **89.6** | **62,959** | **81.7** | **91,649** | **76.8** | **71,011** | **79.4** |
| **Total revenue** | **57,159** | **100.0** | **77,063** | **100.0** | **119,503** | **100.0** | **89,395** | **100.0** |

***Notes**:*

*(1) Our business relationship with Customer A started in 2020 with the design and development of custom silicon IP.*

*(2) We started dealing with Customer B on the design and development of standard coherent Network-on-Chip IP for its multi-processor semiconductors in 2022.*

*(3) We started dealing with Customer D in 2023 for our memory interface IP and Network-on-Chip IP, as well as a joint development partner for IoT ASIC.*

*(4) We started dealing with Customer E in 2023 for our custom silicon IP.*

*(5) We started dealing with Customer G in 2024 for our custom ASIC.*

*(6) We started dealing with Customer I in 2024 for our memory interface IP.*

*(7) We started dealing with Customer J in 2025 for our memory and D2D interface IP.*

*(8) We started dealing with Customer K and Customer L in 2025 for our memory interface IP.*

There can be no assurance that we will retain our customers or secure new ones to sustain or increase our current sales. In the event we fail to maintain or grow our customer base, this could negatively impact our business operations and financial performance. Furthermore, we may face challenges in promptly replacing lost customers, and even if we do acquire new ones, there can be no assurance that we will achieve comparable or higher sales and profit margins.

**5.1.10 Our business is subject to data and confidentiality, and cybersecurity risks arising from security breaches and unauthorised disclosures which may lead to the loss of our intellectual property and/or termination of our contracts or legal proceedings against us**

The design and development of our silicon IP and silicon products involves handling confidential data and designs, which are securely transmitted, received and stored before delivery to our customers. According to our contracts, we are required to keep such information strictly confidential and secure. Despite implementing various security measures, we face the risks of sabotage, theft, destruction and loss of data, information or systems. We are also vulnerable to internal threats, such as unauthorised access by employees or independent contractors who have access to this sensitive information.

In addition, we own the proprietary rights to all the silicon IP and proprietary software that we have developed. We adopt security measures to protect our proprietary information including the IC designs for our silicon IPs and ASICs as well as the source code of our design database files and application software that we developed. We are also subject to cybersecurity risks as our designs are stored in digital format and may be transmitted over a normal network such as the internet, or stored in a normal data storage device. There can be no assurance that the security measures that we put in place will be sufficient. In this respect, we are exposed to the risk of security breaches resulting in data theft and unauthorised disclosure that may negatively impact our reputation, business and financial performance.

**5. RISK FACTORS** *(Cont'd)*

In 2023, we obtained an injunction against a former employee, who was restrained from using, disclosing, providing, or otherwise misusing our Company's confidential information, technology, and trade secrets, including sharing them with any third parties such as prospective employers or competitors, which has been resolved as at the LPD.

As at the LPD, there is no on-going dispute on security breaches and unauthorised disclosures. For the Financial Years/Periods Under Review and up to the LPD, save as disclosed above, our business has not been negatively impacted by any security breaches, unauthorised disclosures or cyberattacks relating to our silicon IP, custom ASIC and proprietary software.

As at the LPD, we have developed our Data Loss Prevention Policy to safeguard against unauthorised access, use, disclosure, modification or destruction of sensitive data. Furthermore, we have also implemented key procedural controls, including data protection measures, audit checklists for conduct of audit on employees' endpoint devices, IT incident reporting and management procedures, as well as a documented schedule for periodic data backup and restoration testing. All employees are required to sign a non-disclosure agreement upon joining our Group, acknowledging their responsibility to protect sensitive information, and undergo continuous cybersecurity awareness training to reinforce the importance of data protection and management controls.

Although we have not experienced any contract terminations, legal proceedings or penalties related to data security since the start of our business, our security measures may not be adequate. We might be exposed to security breaches, either intentional or unintentional, by both internal and external parties. We may not be able to foresee or prevent all potential security breaches, system damage or errors by employees, which could adversely affect our reputation, business operations and financial performance, or subject us to lawsuits.

**5.1.11 Our business and financial performance may be affected in the event of any delivery delays, termination or suspension of contracts**

Our arrangements with customers are based on fixed contract values and agreed-upon milestones specified in the contracts. While we closely monitor and manage the progress of the development and adhere to the schedule in the contract, there is a risk that we may not complete our IC designs on time. The timely completion of our designs is dependent on external factors including among others, unanticipated delays during planning and development or a shortage of skilled technical personnel. In addition, our scope of work includes verification and testing, which may require corrections or adjustments based on internal technical reviews and customer evaluations which could potentially cause further delays.

In the event of any delays in the timing of our deliverables, we may face penalties, or our contracts may be terminated if we fail to provide a viable solution that meets the customer's acceptance criteria. In the event of any delays that are caused by the customer, we may negotiate for variation orders to cover additional costs incurred due to the delay. However, there can be no assurance that we will consistently complete IC designs on time and within budget in the future. The inability to meet these requirements could adversely affect our business operations and financial performance. For the Financial Years/Periods Under Review and up to the LPD, our business and financial performance have not been materially impacted by delays.

We are also at risk of early contract termination or suspension due to factors such as changes in our customers' business strategies, requirements, financial conditions or market conditions affecting them, as well as our failure to meet contractual obligations. In the event we experience any early termination of our contracts, the loss of revenue arising from such termination may impact our financial performance in future. There can be no assurance that our customers will not terminate or suspend our contracts in view of the abovementioned factors which may be beyond our control. In 2024, we had three mutual terminations of silicon IP contracts by our customers following our customers' decision to cancel their projects. Subsequent to such events, we have fully collected the negotiated fees for our partial deliverables.

Other than as disclosed above, we have not experienced any contract value deductions, terminations or claims and penalties from customers due to delays in our product deliverables for the Financial Years/Periods Under Review and up to the LPD.

**5.1.12 We are subjected to cost increase, reputational and legal risks arising from design errors**

We specialise in silicon IPs and custom ASICs, where silicon IPs are integrated into our customers' IC products, and custom ASICs are incorporated into electronic systems. Our design and development processes are complex, often involving the creation of detailed logic and circuit designs, as well as the integration of a vast number of semiconductor components, such as transistors. These designs are subjected to rigorous verification and testing before tapeout. However, any part of our design and development process may be vulnerable to design errors.

Design errors could impact the performance of our customers' IC products, potentially resulting in financial losses for our customers. If these errors were traced back to us, working relationships with our customers may be negatively affected, our market reputation could suffer and we may face the risk of legal action.

For the Financial Years/Periods Under Review and up to the LPD, we have not experienced any claims from customers arising from design errors.

**5.1.13 Our financial performance may be subject to unfavourable foreign exchange rates arising from our export sales and procurements that are transacted in foreign currencies**

We are exposed to fluctuations in foreign currencies, primarily USD, RMB and VND, due to our export sales of silicon IP and products, and provision of services. In addition, our procurement of software tools, semiconductor materials and manufacturing services, product sales support to promote silicon IP licensing, as well as outsourcing of IC and printed circuit board design and assembly services are mostly transacted in USD, which further exposes us to foreign currency risk. Any future purchases and/or lease of computing infrastructure, labs and equipment and software in foreign currencies may also expose us to foreign currency risk. Consequently, any unfavourable changes in exchange rates between RM and USD, RMB or VND could adversely affect our financial performance.

Our revenue transacted in RM and foreign currencies is as follows:

| | FYE 31 March | | | | | | FPE 31 October | |
|---|---|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | | 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % | RM'000 | % |
| Foreign countries | 53,175 | 93.0 | 77,063 | 100.0 | 109,799 | 91.9 | 87,730 | 98.1 |
| *USD* | *51,612* | *90.3* | *72,353* | *93.9* | *105,132* | *88.0* | *87,730* | *98.1* |
| *RMB* | *1,563* | *2.7* | *4,710* | *6.1* | *4,667* | *3.9* | - | - |
| Domestic (RM) | 3,984 | 7.0 | - | - | 9,704 | 8.1 | 1,665 | 1.9 |
| **Total revenue** | **57,159** | **100.0** | **77,063** | **100.0** | **119,503** | **100.0** | **89,395** | **100.0** |

Our operational costs mainly for the procurement of software tools, semiconductor materials and manufacturing services, and product sales support to promote silicon IP licensing, as well as our outsourcing of IC and printed circuit board design and assembly services which are transacted in RM, USD and VND are as follows:

**5. RISK FACTORS** *(Cont'd)*

| | FYE 31 March | | | | | | FPE 31 October | |
|---|---|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | | 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % | RM'000 | % |
| USD | 1,878 | 83.2 | 3,252 | 88.6 | 8,690 | 84.0 | 5,114 | 89.1 |
| VND | - | - | - | - | 1,352 | 13.0 | 213 | 3.7 |
| RM | 379 | 16.8 | 417 | 11.4 | 307 | 3.0 | 411 | 7.2 |
| **Total operational costs** | **2,257** | **100.0** | **3,669** | **100.0** | **10,349** | **100.0** | **5,738** | **100.0** |

For the Financial Years Under Review, our business operations are principally located in Malaysia, where our technical staff costs are mainly denominated in RM. Our technical staff costs accounted for 90.2% (RM21.1 million), 89.5% (RM36.7 million) and 79.5% (RM54.9 million) of our total cost of sales for the FYEs 31 March 2023, 31 March 2024 and 31 March 2025 respectively. For the FPE 31 October 2025, our technical staff costs accounted for 81.6% (RM39.3 million) of our total cost of sales, and 95.4% of our technical staff costs were denominated in RM, while the remaining 4.6% were denominated in VND, following our expansion into Vietnam.

As such, we are exposed to foreign currency risk, and any unfavourable exchange rate fluctuations may affect our business operations and financial performance due to transactions denominated in foreign currencies. In addition, we are also exposed to foreign currency risk arising from the translation of foreign currency-denominated balances into RM for reporting purposes. The details of our foreign exchange gains and losses for the Financial Years/Periods Under Review are as follows:

| | FYE 31 March | | | FPE 31 October |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 |
| | RM'000 | RM'000 | RM'000 | RM'000 |
| Net realised gain/(loss) on foreign exchange | - | 78 | 78 | (786) |
| Net unrealised (loss)/gain on foreign exchange | (1,573) | 1,365 | (1,171) | (1,525) |
| **Net (loss)/gain** | **(1,573)** | **1,443** | **(1,093)** | **(2,311)** |

We maintain bank accounts in foreign currencies, including USD, RMB, VND and SGD to support our working capital needs. In addition, as our revenue and operational costs for the procurement of software tools, semiconductor materials and manufacturing services, and product sales support to promote silicon IP licensing, as well as outsourcing of IC and/or printed circuit board design and assembly services are primarily denominated in USD, payments to suppliers are made using the revenue received from customers. Our bank balances in foreign currencies, including USD, RMB, VND and SGD, provides a natural hedge for payments in these currencies.

As at the LPD, we have utilised foreign exchange hedging facilities. The foreign exchange hedging facilities are used to manage the risk of losses caused by fluctuations in foreign currency exchange rates, nevertheless, such facilities may not fully mitigate all exposure to these fluctuations. There can be no assurance that our financial performance will not be adversely affected by unfavourable foreign exchange rate movements in the future.

**5. RISK FACTORS** *(Cont'd)*

### 5.1.14 We are subject to risks associated with protecting and enforcing our patents

As an original IC design company, we own the IP rights to our designs. As at the LPD, we have developed a series of inventions, of which 36 patents have been registered in Malaysia, China and the USA, and 77 patents are pending application/registration in Malaysia, China and the USA. In this respect, as a patent owner, we are exposed to the risk that our patents may be challenged and/or invalidated due to evolving standards. In addition, patent protection is jurisdiction-specific, and insufficient coverage in certain geographical markets may exclude or limit enforcement against unauthorised use. If we are unable to protect our patents, it may affect our business operations and financial performance.

### 5.1.15 We are subject to credit risk related to our customers

We are subject to credit risk from customers to whom we have granted credit. During the Financial Years/Periods Under Review, the normal trade credit terms granted to our customers range from 7 days to 60 days. In deciding whether credit terms should be extended, our Group will take into consideration factors such as relationship with the customer, its payment history and creditworthiness. Our Group subjects new customers to credit verification procedures. In addition, receivables balances are monitored on an on-going basis with the result that the Group's exposure to bad debts is not significant.

For the Financial Years/Periods Under Review, our trade receivable turnover days were nil, 67 days, 81 days and 111 days as at 31 March 2023, 31 March 2024, 31 March 2025 and 31 October 2025 respectively.

We have not encountered any impairment losses on trade receivables or bad debts during the Financial Years/Periods Under Review. However, there can be no assurance that they would not become significant in the future that would adversely affect our financial performance.

### 5.1.16 Our financial and operating performance may fluctuate due to external influences

Our financial and operating performance may fluctuate in the future due to a range of factors tied to our business, the semiconductor industry and the broader economic landscape. These external influences, including those outlined below and elsewhere in this Prospectus, may contribute to such fluctuations:

- Macroeconomic factors:
  - macroeconomic and geopolitical uncertainties, including trade disputes, tariffs, export restrictions, or regulatory changes in Malaysia and Vietnam, or globally that disrupt the business environment;
  - broader economic trends affecting the semiconductor sector and demand for consumer electronics integrating our technologies;
  - legislative or tax policy shifts in Malaysia and Vietnam that may affect incentives for technology firms;
  - exchange rate volatility, particularly in the RM/USD and RM/RMB pairings, which can impact revenue, costs and profitability;
  - changes in foreign exchange controls, regulatory restrictions and withholding taxes in our foreign operations, including Vietnam, which may restrict or delay our ability to repatriate profits, dividends or other funds from our foreign subsidiaries to Malaysia; and
  - changes in accounting standards, such as updated revenue recognition policies, that may affect our financial reporting.

- Operational factors:
  - our capacity to adapt operations to fluctuating demand for our products and services, which may lead to delays in the commercialisation of products incorporating our technology;
  - delays in finalising key licensing agreements that are critical to our revenue streams, where sales cycles for licensing can extend during festive periods due to holiday slowdowns, depending on the countries that we serve;
  - timing delays in recognising revenue from certain contracts, influenced by milestones in customised development work or accounting requirements;
  - expansion into emerging markets or applications, which may present new operational challenges;
  - costs or impairments related to restructuring, asset write-downs or goodwill adjustments;
  - shifts in operating costs and margins, particularly related to R&D investments in next-generation technologies or adjustments from operational restructuring; and
  - rising operational costs tied to compliance and reporting obligations as a publicly listed entity in Malaysia.

- Supplier-related factors:
  - unforeseen delays in product rollouts due to issues faced by third-party service providers, such as the EDA Tools and Verification IP Suppliers, which may affect our deliverable timelines;
  - slow adoption or standardisation of industry protocols that delay our new product introductions to the market; and
  - inability to obtain competitive pricing from major suppliers, such as the EDA Tools and Verification IP Suppliers, which may negatively impact our financial performance.

- Competitor-related factors:
  - pricing strategy adjustments by us or competitors that could put downward pressure on licensing fees due to intensified competition; and
  - the pace at which we or our competitors introduce new technologies, along with the market's reception of these innovations.

The unpredictable nature of these external factors poses a risk to our business operations and financial performance. As such, our past performance should not be considered a reliable indicator of future results, and there can be no assurance that we will achieve similar growth rates in our financial performance in the future.

## 5.2 RISKS RELATING TO OUR INDUSTRY

### 5.2.1 We are subject to economic, social, political and regulatory risks in foreign countries as well as Malaysia, including risks of trade restrictions and export controls imposed by other countries

We principally operate in Malaysia and have expanded our operations to Vietnam, where we primarily serve customers in foreign countries. The top two foreign countries by revenue contribution were China and Taiwan, which collectively accounted for 93.0%, 97.6%, 90.0% and 90.6% of our revenue for the FYEs 31 March 2023, 31 March 2024 and 31 March 2025, and the FPE 31 October 2025 respectively. In this respect, any geopolitical actions, events and sanctions, as well as changes in the political, economic and regulatory conditions in Malaysia and in foreign countries including countries that we serve, could adversely affect our results of operations and financial performance. These changes may include:

- changes in domestic and global political landscapes, geopolitical events, deterioration of international relationships, sanctions, restrictions, boycotts, terrorism, riots and conflicts;

**5. RISK FACTORS** *(Cont'd)*

- changes in the international trade environment including governmental trade restrictions such as export and import controls, tariffs and trade sanctions, can lengthen sales cycles due to increased regulatory scrutiny. These restrictions may also limit or prohibit the sale or licensing of certain technologies or products including our products, affecting not only targeted countries but also those indirectly involved in the supply chain. Consequently, the industry faces heightened media, political and regulatory scrutiny, especially concerning compliance with complex sanctions regimes. This increases the risk of domestic and foreign government investigations, legal actions and penalties, including indirect trade with sanctioned entities. Furthermore, disruptions in global supply chains can impact companies relying on products, services and technologies from directly and indirectly affected nations;

- changes in domestic fiscal and monetary policies affecting interest rates, foreign investments and taxation;

- emergence of new epidemics or pandemics;

- changes in global and regional consumer trends and behaviour affecting demand for electrical and electronic devices and equipment;

- changes in social conditions such as inflation, unemployment rate and minimum wage; and

- other factors such as foreign worker levies and other issues influencing consumer and business confidence and spending.

As such, there can be no assurance that any adverse economic, social, geopolitical, political and regulatory developments which are beyond our control, will not materially affect our business operations and financial performance.

We are an IC design company specialising in silicon IPs and custom ASICs, serving our customers who are fabless IC companies, primarily from China and Taiwan. For the FYE 31 March 2025, revenue generated from China and Taiwan accounted for 56.5% (RM67.5 million) and 33.5% (RM40.0 million) of our revenue, respectively. For the FPE 31 October 2025, revenue from China and Taiwan accounted for 73.3% (RM65.5 million) and 17.3% (RM15.5 million) of our revenue, respectively.

Given the current global trade situation, including increases in tariffs and sanctions on certain high-technology products, services, and equipment imposed by countries, such as the USA and some European nations on China, we may face the risk of restrictive trade practices which could affect our ability to sell our advanced IC designs to China and other affected countries. In the event such restrictions were to be imposed, this could adversely impact our business operations and financial performance.

In recent years, the USA has tightened export controls and restrictions on the semiconductor industry, primarily through the Export Administration Regulations (EAR) administered by the U.S. Department of Commerce's Bureau of Industry and Security (BIS). These measures include revisions to controls on advanced computing ICs and related items. According to BIS, these controls are intended to safeguard U.S. national security and foreign policy interests. The EAR includes the Entity List that comprises a list of foreign persons, including businesses, research institutions, government and private organisations, individuals and other types of legal persons. A foreign person listed on the Entity List will be subject to specific licence requirements for the export, reexport and/or transfer (in-country) of specified items including certain USA technology and software. Any violation of the restrictions would be considered a violation of USA regulations.

If any of our customers were to be added to the Entity List, we would have to suspend the supply of our products and services to them unless a U.S. licence is granted, which could adversely affect our financial performance. As at the LPD, none of our customers are on the Entity List. Nevertheless, there can be no assurance that our customers will not be added to the Entity List in the future.

The U.S. government may, through BIS, continue to revise and expand its export controls, trade sanctions and other trade restrictions, with new rules and regulations implemented regularly. In the event we are unable to access the relevant critical technologies or supply chains, it will have a material impact on our business operations and financial performance. Additionally, the USA tariff landscape has seen significant developments since April 2025, with several extensions, adjustments and on-going trade negotiations. For example, exports of goods from Malaysia to the USA are subject to a 19% tariff, with semiconductors receiving full exemption under the revised tariff framework effective from August 2025. On 20 February 2026, the USA announced a temporary 10% global tariff, effective 24 February 2026 for 150 days, with a subsequent proposal to increase the rate to 15%. Some goods, including certain electronics, will not be subject to the temporary tariff. These export controls, trade sanctions and trade restrictions, including tariff rates and exemptions, are subject to changes and may affect companies operating within the IC design industry in Malaysia. As at the LPD, our business operations are not directly affected by the USA tariffs, as we do not export any silicon products to the USA. Meanwhile, the USA tariffs may affect our customers' cost structures for non-semiconductor components assembled in Malaysia, which could lead to adjustments in their supply chains or requests for pricing flexibility. This may affect the end-market demand, which in turn may have an indirect impact on the demand for our products and services within the semiconductor industry.

For the Financial Years/Periods Under Review and up to the LPD, we have not encountered any export controls, trade sanctions and trade restrictions affecting our ability to provide or sell our products and services. We intend to expand into the USA by establishing new R&D and sales offices in the USA, and we currently do not expect to encounter any trade restrictions from trading with both the USA and China/Taiwan concurrently. See Section 7.5.4 of this Prospectus for further details on our plans to establish and expand facilities and resources.

We will continue to monitor global trade developments that may potentially affect our operations, as well as our customers and suppliers, which may affect our business operations and financial performance.

### 5.2.2 We face global competition from silicon IP and custom ASIC providers

We face global competition from other providers of silicon IP and custom ASIC that offer similar products and services. We may also encounter competition from new entrants to the market as they establish themselves in the industry over time. Furthermore, fabless semiconductor companies with in-house silicon IP design capabilities also pose a competitive threat, as they can design and develop silicon IP for their use.

We generally compete on a variety of factors including among others, product quality and reliability, availability of technical resources, access to technology advancements, price competitiveness, financial strength in terms of working capital, availability or willingness to invest in technology development and resources, customer service, promptness in delivery, track record and market reputation.

Failure to sustain competitiveness, quickly adapt to changing market conditions and technological trends, or build on our strengths effectively, could adversely affect our prospects, business operations and financial performance.

### 5.2.3 We are subject to the demand and performance of the end-user application industries

Our business is dependent on the demand and performance of the end-user applications including high-performance computing, AI applications, data centres, IoT and communication applications in the semiconductor and electronics industries. Furthermore, the demand for third-party silicon IP designs and related services is closely tied to the initiation of new design or product projects by semiconductor companies. Any adverse events such as concerns about increased costs arising from the increasing complexity of semiconductor designs, could reduce demand. This could lead to a reduction in new design or product projects, potentially decreasing the demand for third-party silicon IP designs and related services.

Any adverse demand and negative performance in these industries could result in fewer orders for our products and services. Some of the factors that may affect our end-market demand and performance include political, economic, social and regulatory factors, changes in technology, changes in market trends and user preferences and new or enhanced products and services replacing existing products and services. Any material changes in regional and global demand for end-market applications may subsequently affect our business operations and financial performance.

### 5.2.4 Operators in the fabless IC and the end-user application industries may develop in-house silicon IPs for their ICs, which may affect the demand of third-party silicon IP

We provide our silicon IP to customers to incorporate into their IC products. Some operators in the fabless IC and the end-user application industries may choose to develop in-house silicon IPs for their ICs to gain greater control over design specifications, enhance customisation for specific applications, reduce reliance on external suppliers, and improve security. As such, this may reduce the demand for third-party silicon IP design services which may subsequently affect our business operations and financial performance. Fabless companies seeking to internalise some IC design activities would face barriers of entry, including the need for specialised technical expertise, a sizable and skilled workforce, significant R&D investment and high development costs.

### 5.2.5 We operate in a technological industry subject to rapid changes and innovations

We operate within the semiconductor industry which is distinguished by rapid technological developments in the products we design and develop as well as the need to keep abreast of current advancements. The semiconductor industry progresses swiftly with frequent new product introductions and enhancements, along with changes in industry standards and customer requirements.

There is a risk that we may not promptly adopt emerging technological changes, which may result in reduced demand for our products and services, loss of competitiveness and a subsequent reduction in purchase orders for our products and services. Similarly, changes in technology may require us to invest in additional engineering resources as well as investment in new or improved technological tools and equipment. If we acquire the new technology, it may impact our financial condition, and/or may cause our products and services to be less price competitive thus affecting our ability to continue to secure purchase orders or attract new customers.

As such, our business faces risks from technological changes or failure to keep abreast of the technological advancements, which may adversely affect our business operations and financial performance.

## 5.3 RISKS RELATING TO OUR SHARES AND OUR LISTING

### 5.3.1 The offering of our Shares may not result in an active and liquid market for our Shares

There can be no assurance as to the liquidity of the market that may develop for our Shares, the ability of shareholders to sell our Shares or the prices at which shareholders would be able to sell our Shares. Neither we nor our Promoters have an obligation to make a market for our Shares or, if such a market does develop, to sustain it. In addition, there can be no assurance that the trading price of our Shares will reflect our operations and financial condition, our growth prospects or the growth prospects of the industry in which we operate.

### 5.3.2 Our Share price and trading volume may be volatile

The market price of our Shares could be affected by numerous factors, some of which may not be within our control and may be unrelated or disproportionate to our financial results, including the following:

- general market, political and economic conditions;
- trading liquidity of our Shares;
- differences in our actual financial and operating results and those expected by investors and analysts;
- changes in earnings estimates, projections and recommendations by financial analysts;
- changes in market valuations of listed shares in general or shares of companies comparable to ours;
- perceived prospects of our business and the industry in which we operate;
- adverse media reports regarding us or our shareholders;
- changes in government policy, legislation or regulation; and
- general operational and business risks.

In addition, many of the risks described in this Section could materially and adversely affect the market price of our Shares. Accordingly, there can be no assurance that our Shares will not trade at prices lower than the Final Retail Price.

Over the past few years, the Malaysia, regional and global equity markets have experienced significant price and volume volatility that has affected the share prices of many companies. Share prices of many companies have experienced wide fluctuations that were not always related to the operating performance of such companies, including fluctuations as a result of developments in other markets. There can be no assurance that the price and trading of our Shares will not be subject to fluctuations.

**5.3.3 The sale, or the possible sale, of a substantial number of our Shares in the public market following our Listing could adversely affect the price of our Shares**

Following our Listing, we will have in issue 1,796,000,000 Shares, of which 400,000,000 Shares, representing 22.3% of our enlarged issued Shares, will be held by investors participating in our IPO, and not less than 54.2% will be held by our Promoters via their direct and indirect interests in our Company. Save for the restrictions pursuant to the moratorium as set out in Section 2.2 of this Prospectus, our Shares sold in our IPO will be tradeable on the Main Market of Bursa Securities without restriction following our Listing.

In addition, the Moratorium Providers could dispose of some or all of our Shares that they hold after the moratorium period pursuant to their own investment objectives. If our shareholders sell, or are perceived as intending to sell, a substantial amount of our Shares that they hold, the market price for our Shares could be adversely affected.

**5.3.4 There may be a delay in, or termination of, our Listing**

The occurrence of certain events, including the following, may cause a delay in, or termination of, our Listing:

- the Managing Underwriter's or the Joint Underwriters' exercise of their rights under the Retail Underwriting Agreement, or the Lead Bookrunner's or the Joint Bookrunners' exercise of their rights under the Placement Agreement, to discharge themselves of their obligations under such agreements;

- our inability to meet the minimum public shareholding spread requirement pursuant to Paragraph 3.06 of the Listing Requirements of having at least 25.0% of the total number of our Shares for which our Listing is sought being in the hands of at least 1,000 public shareholders holding at least 100 Shares each at the point of our Listing; or

- the revocation of the approvals from the relevant authorities for our Listing for whatever reason.

Where prior to the issuance and allotment or transfer of our IPO Shares:

- the SC issues a stop order under Section 245(1) of the CMSA, the applications shall be deemed to be withdrawn and cancelled and we shall repay all monies paid in respect of the applications for our IPO Shares within 14 days of the stop order, failing which we shall be liable to return such monies with interest at the rate of 10.0% per annum or at such other rate as may be specified by the SC pursuant to Section 245(7)(a) of the CMSA; or

- our Listing is aborted other than pursuant to a stop order by the SC under Section 245(7)(a) of the CMSA, investors will not receive any IPO Shares, and all monies paid in respect of all applications for our IPO Shares will be refunded free of interest.

Where subsequent to the issuance and allotment of our IPO Shares and the proceeds from our Public Issue form part of our share capital:

- the SC issues a stop order under Section 245(1) of the CMSA, any issue of our IPO Shares shall be deemed to be void and all monies received from the applicants shall be forthwith repaid and if any such money is not repaid within 14 days of the date of service of the stop order, we shall be liable to return such monies with interest at the rate of 10.0% per annum or at such other rate as may be specified by the SC pursuant to Section 245(7)(b) of the CMSA; or

- our Listing is aborted other than pursuant to a stop order by the SC, a return of monies to our shareholders could only be achieved by way of a cancellation of our share capital as provided under the Act and its related rules. Such cancellation can be implemented by the sanction of our shareholders by special resolution in a general meeting and supported by either (a) consent by our creditors (unless dispensation with such consent has been granted by the High Court of Malaya) and the confirmation of the High Court of Malaya, in which case there can be no assurance that such monies can be returned within a short period of time or at all under such circumstances, or (b) a solvency statement from our Directors.

**5.3.5 Our ability to pay dividends in the future will depend upon our retained earnings, financial condition, cash flows, working capital requirements and covenants under our financing documents, and we may be affected by our payment of dividends**

We may choose to pay dividends out of cash generated from our operations after setting aside the necessary funds for capital expenditure and working capital. Dividend payments are not guaranteed and our Board may decide, in its sole and absolute discretion, at any time and for any reason, not to pay dividends. See Section 12.3 of this Prospectus for further details of our dividend policy.

Further, if we or our subsidiaries incur new borrowings subsequent to our Listing, we may be subject to additional covenants restricting our ability to pay dividends and we may incur expenses or liabilities that would reduce or eliminate the cash or profit available for the distribution of dividends. The payment of our dividends and the receipt of dividends from our subsidiaries may also be affected by the passing of new laws, adoption of new regulations, changes in accounting standards and other events outside our control. There can be no assurance that future dividends declared by our Board or any of our subsidiaries, if any, will not differ materially from historical dividend levels.

If we do not pay dividends, or we pay dividends at levels lower than anticipated by investors, the market price of our Shares may be negatively affected and the value of investment in our Shares may be reduced.

Further, our payment of dividends may adversely affect our ability to fund unexpected capital expenditure. As a result, we may be required to borrow additional money or raise capital by issuing equity securities, which may not be on favourable terms or available at all.

**5.3.6 This Prospectus contains forward-looking statements which may not be accurate**

This Prospectus contains forward-looking statements. All statements, other than statements of historical facts, included in this Prospectus, including without limitation to those regarding our financial position, business strategies, plans and objectives for future operations, are forward-looking statements. Such forward-looking statements are made based on assumptions that we believe to be reasonable as at the date of this Prospectus. Forward-looking statements can be identified by the use of forward-looking terminologies, 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 involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance, achievements, or industry results expressed or implied by such forward-looking statements.

**5. RISK FACTORS** *(Cont'd)*

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 factors include, among others, general economic and business conditions, competition, the impact of new laws and regulations affecting our industry and government initiatives.

# 6. INFORMATION ON OUR GROUP

## 6.1 OUR COMPANY

### 6.1.1 History and background

Our Company was incorporated in Malaysia under the Act on 23 April 2019 as a private limited company under the name of Melodi Sutramas Sdn Bhd, which had no prior business operations. Upon the acquisition of the entire issued share capital of Melodi Sutramas Sdn Bhd comprising 1 ordinary share from a from a third party by our Chief Executive Officer, Dato' Fong Swee Kiang, for a cash consideration of RM1 on 23 September 2019, our Company changed its name to SkyeChip Sdn Bhd. On 1 June 2020, our Chief Technology Officer, Teh Chee Hak, joined our Company and subsequently became a 50.0% shareholder of our Company following the allotment of 50,000,000 SkyeChip Shares to him on 10 February 2022. Our Company was converted into a public company on 20 March 2025 to facilitate our Listing. However, our Company decided to defer our Listing following the material developments involving new business opportunities under consideration in May 2025, and our Company was subsequently reconverted to a private limited company on 4 August 2025. Following the reconversion, our Company undertook further pre-IPO investment exercises involving the issuance of additional new Shares to the pre-IPO investors. On 17 October 2025, our Company was reconverted to a public company to facilitate our Listing. See Section 6.1.2 of this Prospectus for further details on the pre-IPO investments.

Since the commencement of our business in 2020, our Company is principally involved in IC design specialising in silicon IP and silicon products including custom ASIC. We provide licensable silicon IPs to our customers to integrate into their IC products. We also design and develop custom ASIC products tailored to meet specific customer requirements, delivering semiconductor chips that are optimised for a specific application rather than general-purpose use.

As at the LPD, our Group operates through 6 subsidiaries located across Malaysia, Singapore, China and Vietnam. The principal activities of our subsidiaries are set out in Section 6.3 of this Prospectus.

### 6.1.2 Pre-IPO exercise

#### (i) Acquisition

On 22 January 2025, our Company completed the acquisition of the entire issued share capital of SkyeChip Technology comprising 2 ordinary shares from Dato' Fong Swee Kiang and Teh Chee Hak for a cash consideration of RM2.00 ("**SkyeChip Technology Acquisition**").

The purchase consideration for the SkyeChip Technology Acquisition was arrived at after taking into account the unaudited NA of SkyeChip Technology as at 21 January 2025 of RM2.00. Thereafter, SkyeChip Technology became a wholly-owned subsidiary of SkyeChip.

#### (ii) Employee Share Sale and Purchase Plans

Our Group's business relies heavily on highly specialised technical talent in, among others, semiconductor engineering and chip design. To bolster talent acquisition and retention, our Promoters have introduced the Employee Share Sale and Purchase Plans which allow the Key Employees to participate and become shareholders of our Company.

The Employee Share Sale and Purchase Plans involved the acquisition by the ESSPP SPVs of SkyeChip Shares from our Promoters and the subscription of ESSPP SPV Shares by the Key Employees which was funded by a loan offered by our Promoters to the Key Employees ("**Employee Loan**").

Subject to the Key Employees fulfilling key performance indicator(s) ("**KPI(s)**") set by our Promoters, the Key Employees are entitled to receive our Shares via a capital reduction and distribution-in-specie to be undertaken by the ESSPP SPVs to distribute our Shares to the Key Employees, which will be carried out in 4 equal tranches over a period of 4 years subsequent to the expiry of the 6-month moratorium period from the date of our Listing.

The Key Employees, our Promoters and the ESSPP SPVs have entered into respective shareholders' agreements dated between January 2023 to September 2024 which set out the terms and conditions of the Employee Share Sale and Purchase Plans.

The key terms and details of the Employee Share Sale and Purchase Plans as at 8 April 2026 are as follows:

| | SKC Team 2 | SKC Team 1 | SKC Team | SKC Team 3 |
|---|---|---|---|---|
| **Effective discount of the purchase consideration paid by the Key Employees to the Retail Price** | 87.0% | 79.7% | 79.7% | 39.1% |
| **Indicative percentage of our Shares held upon our IPO** | 7.9% | 2.4% | 2.4% | 1.4% |
| **Shareholder(s)** | • 26 Key Employees hold 100% equity interest in SKC Team 2<br>• Dato' Fong Swee Kiang holds 1 preference share in SKC Team 2 | • Dato' Fong Swee Kiang holds 56.1% equity interest in SKC Team 1<br>• Teh Chee Hak holds 4.9% equity interest in SKC Team 1<br>• 35 Key Employees collectively hold 39.0% equity interest in SKC Team 1 | • Teh Chee Hak holds 56.8% equity interest in SKC Team<br>• Dato' Fong Swee Kiang holds 5.7% equity interest in SKC Team<br>• 38 Key Employees hold 37.5% equity interest in SKC Team | • Our Promoters collectively hold 68.8% equity interest in SKC Team 3 in equal proportions<br>• 12 Key Employees hold 31.2% equity interest in SKC Team 3 |

## 6. INFORMATION ON OUR GROUP *(Cont'd)*

| | SKC Team 2 | SKC Team 1 | SKC Team | SKC Team 3 |
|---|---|---|---|---|
| | | • Dato' Fong Swee Kiang holds 1 preference share in SKC Team 1 | • Teh Chee Hak holds 1 preference share in SKC Team | • Dato' Fong Swee Kiang holds 1 preference share in SKC Team 3 |

**Distribution of our Shares ("Distribution Exercise")**

4 equal tranches over a period of 4 years ("**Distribution Year(s)**"), commencing upon the expiry of the moratorium period of six months from the date of our Listing.

**Conditions for the Distribution Exercise**

- The Distribution Exercise is subject to, among others, the fulfilment of the following:

  (i) Completion of our Listing and upon the expiry of the moratorium period of six months from the date of our Listing; and

  (ii) Fulfilment of the following target conditions ("**Target Conditions**") by the Key Employees:
  - Achievement of the KPIs set by our Promoters; and
  - Agreed staggering of the Distribution Exercise over 4 Distribution Years i.e. 25% per Distribution Year.

- In the event any of the Key Employees fail to achieve the Target Conditions for a particular Distribution Year, their entitlement for that particular Distribution Year shall be cancelled and a capital reduction exercise shall be undertaken to cancel such proportionate number of the ESSPP SPV Shares belonging to the said Key Employee in reference to that particular Distribution Year.

- The said Key Employee will also renounce the proportionate number of our Shares belonging to the said Key Employee in reference to that particular Distribution Year in favour of Dato' Fong Swee Kiang and Teh Chee Hak.

- Upon cancellation of such ESSPP SPV Shares and compliance by the said Key Employee of its obligations provided above, the loan sum under the Employee Loan proportionate to the cancelled ESSPP SPV Shares shall be deemed repaid to Dato' Fong Swee Kiang and Teh Chee Hak.

**(iii) Pre-IPO Investments**

IC Capital Management

Our Promoters had, on 16 July 2024, agreed to the sale of 14,700,000 existing Shares in equal proportions by our Promoters to IC Capital Management for a total cash consideration of RM34.4 million or RM2.34 per Share, which was completed on 7 August 2024.

As at 8 April 2026, IC Capital Management holds 64,193,134 Shares, representing 4.6% equity interest in our Company.

Areca

Our Promoters had, on 18 August 2025, agreed to the sale of an aggregate of 14,358,100 existing Shares in equal proportions by our Promoters to RHB Trustees Berhad (as trustee for DG 12 and ASIF 15) for a total cash consideration of RM42.5 million or RM2.96 per Share, which was completed on 4 September 2025.

As at 8 April 2026, Areca holds 62,700,098 Shares, representing 4.5% equity interest in our Company.

InterVest

Our Promoters had, on 13 August 2024, agreed to the sale of 3,100,000 existing Shares in equal proportions by our Promoters to InterVest Global Scale-up Fund for a total cash consideration of RM7.3 million or RM2.34 per Share, which was completed on 4 September 2024.

Subsequently, our Promoters had, on 5 September 2024, agreed to the sale of an aggregate of 6,200,000 existing Shares in equal proportions by our Promoters to Intervest Malaysia OIF A and Intervest Korea Malaysia OIF B Sdn Bhd for a total cash consideration of RM14.5 million or RM2.34 per Share, which was completed on 26 September 2024.

Our Promoters had also, on 25 August 2025, agreed to the sale of an aggregate of 2,870,700 existing Shares in equal proportions by our Promoters to InterVest Global Scale-up Fund, Intervest Malaysia OIF A and Intervest Korea Malaysia OIF B Sdn Bhd for a total cash consideration of RM8.5 million or RM2.96 per Share, which was completed on 4 September 2025.

Our Company had also, on 25 August 2025, entered into separate share subscription agreements with InterVest Global Scale-up Fund, Intervest Malaysia OIF A and Intervest Korea Malaysia OIF B Sdn Bhd, respectively, in respect of the issuance and allotment of an aggregate of 1,435,350 new 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 RM4.2 million or RM2.96 per Share, which was completed on 28 August 2025.

As at 8 April 2026, InterVest holds 59,415,984 Shares, representing 4.2% equity interest in our Company.

Gobi

Our Company had, on 27 January 2025, entered into a share subscription agreement with Gobi Future Fund LPF, Meranti ASEAN Growth Fund II LP and Gobi Dana Impak Ventures LP in respect of the issuance and allotment of 12,500,000 new ICPS to Gobi Future Fund LPF, Meranti ASEAN Growth Fund II LP and Gobi Dana Impak Ventures LP for a subscription price of RM29.3 million or RM2.34 per ICPS, which was completed on 5 February 2025.

Subsequently, our Company had, on 18 August 2025, entered into another share subscription agreement with Gobi Future Fund LPF, Meranti ASEAN Growth Fund II LP and Gobi Dana Impak Ventures LP in respect of 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 RM9.2 million or RM2.96 per ICPS, which was completed on 4 September 2025.

On 1 April 2026, all 15,593,900 ICPS had been converted into 15,593,900 new Shares.

As at 8 April 2026, Gobi Future Fund LPF, Meranti ASEAN Growth Fund II LP and Gobi Dana Impak Ventures LP hold 27,666,031 Shares, 27,666,031 Shares and 12,764,626 Shares, respectively, representing 2.0%, 2.0% and 0.9% equity interest in our Company, respectively.

Lion X

Our Promoters had, on 28 January 2025, agreed to the sale of 3,125,000 existing Shares in equal proportions by our Promoters to Lion X for a total cash consideration of RM8.2 million or RM2.63 per Share, which was completed on 10 February 2025.

Subsequently, our Company had, on 18 August 2025, entered into a share subscription agreement with Lion X on behalf of Lion X Digital Innovation Investment Fund in respect of the issuance and allotment of 2,649,800 new Shares to Lion X for a subscription consideration of RM7.8 million or RM2.96 per Share, which was completed on 29 August 2025.

As at 8 April 2026, Lion X holds 25,217,858 Shares, representing 1.8% equity interest in our Company.

### 6.1.3 Share capital

Our issued share capital is RM53,499,989 comprising 1,396,000,000 Shares as at 8 April 2026. Our Company does not have any treasury shares as at 8 April 2026.

Save as disclosed below, there has been no changes in our issued share capital during the Financial Years/Periods Under Review as disclosed in this Prospectus and up to 8 April 2026:

**(i) Shares**

| Date of allotment | No. of Shares allotted | Consideration | No. of cumulative Shares | Cumulative issued share capital (RM) |
|---|---|---|---|---|
| 15 June 2022 | 100,000,000 | Cash | 200,000,001 | 2,000,001 |
| 28 July 2023 | 100,000,000 | Cash | 300,000,001 | 3,000,001 |
| 28 August 2025 | 1,435,350 | Cash | 301,435,351 | 7,248,637 |
| 29 August 2025 | 2,649,800 | Cash | 304,085,151 | 15,092,045 |
| 1 April 2026 | 15,593,900 | Otherwise than cash(1) | 319,679,051 | 53,499,989 |
| 8 April 2026 | 1,076,320,949 | Otherwise than cash(2) | 1,396,000,000 | 53,499,989 |

**(ii) ICPS**

| Date of allotment | No. of ICPS allotted | Consideration | No. of cumulative ICPS | Cumulative issued share capital (RM) |
|---|---|---|---|---|
| 5 February 2025 | 12,500,000 | Cash | 12,500,000 | 29,250,000 |
| 4 September 2025 | 3,093,900 | Cash | 15,593,900 | 38,407,944 |
| 1 April 2026 | (15,593,900) | Otherwise than cash(1) | - | - |

***Notes:***

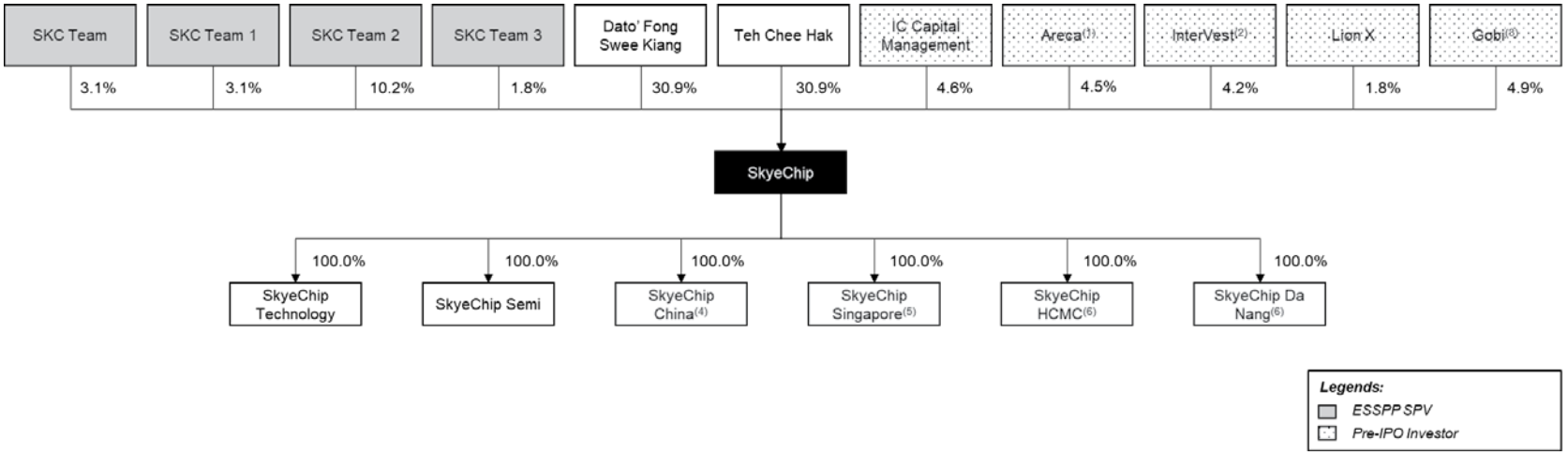
*(1) Pursuant to the Conversion of ICPS.*

*(2) Pursuant to the Subdivision.*

## 6. INFORMATION ON OUR GROUP *(Cont'd)*

### 6.2 OUR GROUP STRUCTURE

Our group structure as at 8 April 2026 is as follows:




***Notes:***

*(1) DG 12 and ASIF 15 hold 3.3% and 1.2% equity interest in our Company, respectively.*

*(2) InterVest Global Scale-up Fund, Intervest Malaysia OIF A and Intervest Korea Malaysia OIF B Sdn Bhd collectively hold 4.2% equity interest in our Company in equal proportions.*

*(3) All 15,593,900 ICPS held by Gobi Future Fund LPF, Meranti ASEAN Growth Fund II LP and Gobi Dana Impak Ventures LP, collectively had been converted into 15,593,900 new Shares on 1 April 2026. Gobi Future Fund LPF, Meranti ASEAN Growth Fund II LP and Gobi Dana Impak Ventures LP hold 2.0%, 2.0% and 0.9% equity interest in our Company, respectively.*

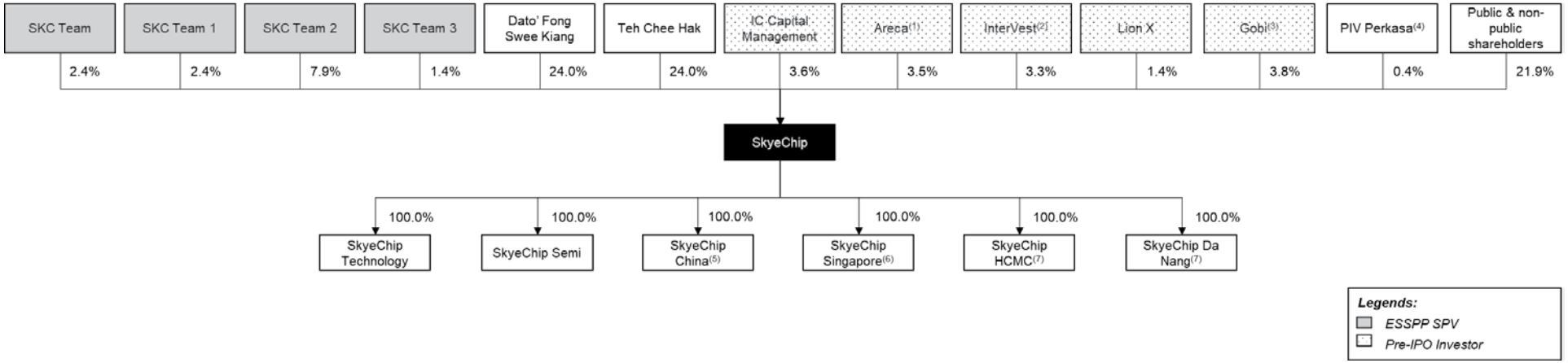
*(4) Incorporated in China.*

*(5) Incorporated in Singapore.*

*(6) Incorporated in Vietnam.*

## 6. INFORMATION ON OUR GROUP *(Cont'd)*

Our group structure upon our Listing is as follows:




***Notes:***

*(1)* *DG 12 and ASIF 15 will hold 2.6% and 0.9% equity interest in our Company, respectively.*

*(2)* *InterVest Global Scale-up Fund, Intervest Malaysia OIF A and Intervest Korea Malaysia OIF B Sdn Bhd will collectively hold 3.3% equity interest in our Company in equal proportions after our IPO.*

*(3)* *Gobi Future Fund LPF, Meranti ASEAN Growth Fund II LP and Gobi Dana Impak Ventures LP will hold 1.5%, 1.5% and 0.8% equity interest in our Company.*

*(4)* *Assuming PIV Perkasa subscribes for 0.4% equity interest in our Company pursuant to the PIV Perkasa Allocation.*

*(5)* *Incorporated in China.*

*(6)* *Incorporated in Singapore.*

*(7)* *Incorporated in Vietnam.*

## 6.3 OUR SUBSIDIARIES

Our subsidiaries as at the LPD are as follows:

| Name / (Registration number) | Date and country of incorporation | Share capital / Registered capital | Our effective equity interest (%) | Principal activities |
|---|---|---|---|---|
| SkyeChip Technology 202401036709 (1582556-V)) | 2 September 2024 Malaysia | RM2 | 100.0 | Provision of semiconductor intellectual property and integrated circuit and software design and development, integrated circuit manufacturing and engineering consultation, training and services(1) |
| SkyeChip Semi (202401048489 (1594334-U)) | 18 November 2024 Malaysia | RM1,000 | 100.0 | Provision of semiconductor intellectual property, integrated circuit, software and application specific integrated circuit design and development |
| SkyeChip China (91310000MACT3Y 8N3R) | 24 August 2023 China | RMB1,000,000 | 100.0 | Sales and customer support |
| SkyeChip Singapore (202336370E) | 8 September 2023 Singapore | SGD1,000 | 100.0 | Provision of semiconductor intellectual property, integrated circuit and software design and development |
| SkyeChip HCMC (0318827592) | 5 February 2025 Vietnam | VND251,500,000 | 100.0 | Scientific research and technological development in the field of science, engineering and technology(1) |
| SkyeChip Da Nang (0402261114) | 16 January 2025 Vietnam | VND750,000,000 | 100.0 | Scientific research and technological development in the field of science, engineering and technology |

***Note:***

*(1) Operations have not commenced and are only expected to commence by the fourth quarter of 2026.*

As at the LPD, our Company does not have any associates or joint ventures.

The details of our subsidiaries as at the LPD are as follows:

### 6.3.1 SkyeChip Technology

SkyeChip Technology was incorporated in Malaysia under the Act on 2 September 2024 as a private limited company under its present name. On 22 January 2025, our Company completed the acquisition of the entire issued share capital of SkyeChip Technology, comprising 2 ordinary shares from our Promoters, Dato' Fong Swee Kiang and Teh Chee Hak for a cash consideration of RM2.

SkyeChip Technology is principally engaged in the provision of semiconductor intellectual property and integrated circuit and software design and development, integrated circuit manufacturing and engineering consultation, training and services. The principal place of business of SkyeChip Technology is at 1-18-12, Suntech @ Penang Cybercity, Lintang Mayang Pasir 3, 11950 Bayan Baru, Pulau Pinang. Since its incorporation, SkyeChip Technology has not commenced operations and is only expected to commence operations by the fourth quarter of 2026.

As at the LPD, the issued share capital of SkyeChip Technology is RM2 comprising 2 ordinary shares. Save as disclosed below, there has been no change in the issued share capital of SkyeChip Technology since its incorporation and up to the LPD:

| Date of allotment | No. of ordinary shares | Consideration | Cumulative issued share capital (RM) |
|---|---|---|---|
| 2 September 2024 | 2 | Cash | 2 |

SkyeChip Technology is a wholly-owned subsidiary of our Company. As at the LPD, SkyeChip Technology does not have any subsidiary, associate or joint venture.

### 6.3.2 SkyeChip Semi

SkyeChip Semi was incorporated in Malaysia under the Act on 18 November 2024 as a private limited company under its present name.

SkyeChip Semi is principally engaged in the provision of semiconductor intellectual property, integrated circuit, software and application specific integrated circuit design and development. The principal place of business of SkyeChip Semi is at Lot No. 3F-1&2, 3rd Floor, Tower 4 @ PFCC, Jalan Puteri ½, Bandar Puteri, 47100 Puchong, Selangor Darul Ehsan.

As at the LPD, the issued share capital of SkyeChip Semi is RM1,000 comprising 100,000 ordinary shares. Save as disclosed below, there has been no change in the issued share capital of SkyeChip Semi since its incorporation and up to the LPD:

| Date of allotment | No. of ordinary shares | Consideration | Cumulative issued share capital (RM) |
|---|---|---|---|
| 18 November 2024 | 100,000 | Cash | 1,000 |

SkyeChip Semi is a wholly-owned subsidiary of our Company. As at the LPD, SkyeChip Semi does not have any subsidiary, associate or joint venture.

### 6.3.3 SkyeChip China

SkyeChip China was incorporated in China under PRC Company Law on 24 August 2023 as a limited liability company under its present name.

SkyeChip China is principally engaged in sales and customer support. The registered address of SkyeChip China is at Floors 1-2, Building 4, No. 1628 Lizheng Road, Lingang New Area, China (Shanghai) Pilot Free Trade Zone.

The registered capital of SkyeChip China is RMB1,000,000. As at the LPD, the registered capital has not been fully contributed, which is in compliance with the period stipulated within PRC Company Law and the Articles of Association of SkyeChip China. The registered capital is expected to be fully contributed by 30 June 2032. There has been no change in the registered capital of SkyeChip China since its incorporation and up to the LPD.

SkyeChip China is a wholly-owned subsidiary of our Company. As at the LPD, SkyeChip China does not have any subsidiary, associate or joint venture.

### 6.3.4 SkyeChip Singapore

SkyeChip Singapore was incorporated in Singapore under the Companies Act 1967 of Singapore on 8 September 2023 as a private company limited by shares under its present name.

SkyeChip Singapore is principally engaged in the provision of semiconductor intellectual property, integrated circuit and software design and development. The registered office address of SkyeChip Singapore is at 298 Tiong Bahru Road, #4-0, Central Plaza, Singapore 168730.

As at the LPD, the issued share capital of SkyeChip Singapore is SGD1,000 comprising 100,000 ordinary shares. There has been no change in the issued share capital of SkyeChip Singapore since its incorporation and up to the LPD.

SkyeChip Singapore is a wholly-owned subsidiary of our Company. As at the LPD, SkyeChip Singapore does not have any subsidiary, associate or joint venture.

### 6.3.5 SkyeChip HCMC

SkyeChip HCMC was incorporated in Vietnam under Law on Enterprises 2020 of Vietnam on 5 February 2025 as a single-member limited liability company under its present name.

SkyeChip HCMC is principally engaged in scientific research and technological development in the field of science, engineering and technology. The registered address of SkyeChip HCMC is at 21st Floor, Vietcombank Tower, No. 5 Me Linh Square, Sai Gon Ward, Ho Chi Minh City, Vietnam. Since its incorporation, SkyeChip HCMC has not commenced operations and is expected to commence operations by the fourth quarter of 2026.

As at the LPD, the total investment capital and registered charter capital of SkyeChip HCMC is VND251,500,000, equivalent to USD10,000. There has been no change in the charter capital of SkyeChip HCMC since its incorporation and up to the LPD.

SkyeChip HCMC is a wholly-owned subsidiary of our Company. As at the LPD, SkyeChip HCMC does not have any subsidiary, associate or joint venture.

### 6.3.6 SkyeChip Da Nang

SkyeChip Da Nang was incorporated in Vietnam under Law on Enterprises 2020 of Vietnam on 16 January 2025 as a single-member limited liability company under its present name.

SkyeChip Da Nang is principally engaged in scientific research and technological development in the field of science, engineering and technology. The registered address of SkyeChip Da Nang is at 2nd Floor, K21/4 Le Hong Phong, Hai Chau Ward, Da Nang City, Vietnam.

As at the LPD, the total investment capital and registered charter capital of SkyeChip Da Nang is VND750,000,000, equivalent to USD30,000. There has been no change in the charter capital of SkyeChip Da Nang since its incorporation and up to the LPD.

SkyeChip Da Nang is a wholly-owned subsidiary of our Company. As at the LPD, SkyeChip Da Nang does not have any subsidiary, associate or joint venture.

As at 8 April 2026, our Group does not have any outstanding warrants, options, convertible securities or uncalled capital.

None of our Shares and share capital in our subsidiaries were issued and allotted at a discount or have any special terms or instalment payment terms. Save for SkyeChip China, our issued Shares and the issued shares of our subsidiaries are fully paid-up.

As at the LPD, neither our Company nor our subsidiaries are involved in any bankruptcy, receivership or similar proceedings.

During the last financial year and up to the LPD, there were no:

(i) public take-over offers by third parties in respect of our Shares; and
(ii) public take-over offers by our Company in respect of other companies' securities.

# 7. BUSINESS OVERVIEW

## 7.1 HISTORY

The history of our business can be traced back to the establishment of SkyeChip in 2019, where we subsequently commenced IC design operations by developing silicon IPs in Penang in 2020.

The table below sets out the key events and milestones in the history and development of our business:

| Calendar Year | Key Event and Milestone |
|---|---|
| 2020 | We commenced our IC design operations by developing silicon IPs. We secured our first contract for the design of memory interface IPs, namely DDR3 in 2020.<br><br>We also secured our first contract for a custom silicon IP covering various interface protocols including DDR3 and DDR4 within a single IP.<br><br>In the same year, we also initiated the design and development of memory interface IPs, namely HBM3.<br><br>We initiated our first patent application for the invention of silicon IPs based on our design and development works. As at the LPD, we have developed a series of inventions, where 113 were filed for patent applications in Malaysia as well as in foreign countries including China and the USA. Out of these, 36 patents have been registered and 77 patents are pending application/registration. |
| 2021-2022 | In 2021, we initiated design and development works for the Network-on-Chip IPs.<br><br>In 2022, we secured our first contract for coherent Network-on-Chip IP design and development, where we licensed our Network-on-Chip IP to a fabless semiconductor company.<br><br>In 2022, we secured a contract for the design of a custom silicon IP covering various interface protocols including DDR, LPDDR, LVDS and MIPI. |
| 2023-2024 | In 2023, we secured a contract for the licensing of HBM3 memory interface IP, which includes a fully integrated controller, PHY and I/O.<br><br>In the same year, we also secured a contract to develop a custom silicon IP, namely low-power low-latency memory interface IP.<br><br>We also expanded into the design and development of custom ASIC. In 2023, we secured two contracts with a customer to jointly develop two IoT ASICs with the incorporation of our silicon IPs.<br><br>In 2024, we expanded our silicon IP portfolio where we launched new and enhanced silicon IPs including HBM3E and a new generation of Network-on-Chip IP.<br><br>In 2024, we secured a contract with a customer to develop custom ASIC for AI inference with the incorporation of our silicon IPs. In the same year, we commercialised our first IoT ASIC, which has completed the system and software development, pilot run and mass production.<br><br>In 2024, we were granted the Malaysia Digital Status from MDEC for our IC design solutions. With the Malaysia Digital Status, we are entitled to certain incentives, rights and privileges from the Government of Malaysia, subject to necessary approvals, compliance of applicable conditions, laws and regulations. |

| Calendar Year | Key Event and Milestone |
|---|---|
| 2025-LPD | In January 2025, we joined the Intel Foundry Accelerator IP Alliance, which provides us with access to Intel Foundry's advanced process technologies, complementing our silicon IP design and development capabilities.<br><br>In July 2025, we expanded our silicon IP portfolio where we commercialised new silicon IPs, including D2D interface IP, as well as enhanced silicon IPs including LPDDR5 and LPDDR5x.<br><br>In September 2025, we secured a contract for the development of RISC-V SoC, with the incorporation of RISC-V processor cores integrated with various silicon IPs, including our Network-on-Chip IP and other third-party silicon IPs.<br><br>We intend to develop high-performance CPU and AI platforms. In March 2025, Malaysia announced a 10-year partnership worth USD250 million (approximately RM1.1 billion) with ARM to acquire various IP licences, including 7 CSS and 25 AFA tokens, and to train 10,000 engineers. This is part of the national initiative, Silicon Vision, which offers opportunities for semiconductor and IC design companies to participate and grow within the local ecosystem. In July 2025, we submitted our application for access to one CSS platform and one AFA platform. Subsequently, we received the letters of conditional approval from the relevant authority for access to the CSS platform and the AFA platform in April 2026, and are currently reviewing and evaluating the terms and conditions of the definitive agreements that may be entered into in relation to the letters of conditional approval.<br><br>In December 2025 and January 2026, we secured contracts to collaborate on the development of FPGA subsystems, which will incorporate our silicon IPs and third-party silicon IPs.<br><br>In February 2026, we joined the Samsung Foundry CONNECT, which provides us with access to Samsung Foundry's IP ecosystem platform, supporting the development of our silicon IP. |

## 7.2 AWARDS AND RECOGNITIONS

Since the commencement of our business in 2020 and up to the LPD, we have 36 patents registered in Malaysia, China and the USA, and 77 patents pending application/registration in Malaysia, China and the USA. See Annexure A of this Prospectus for further details on our patents.

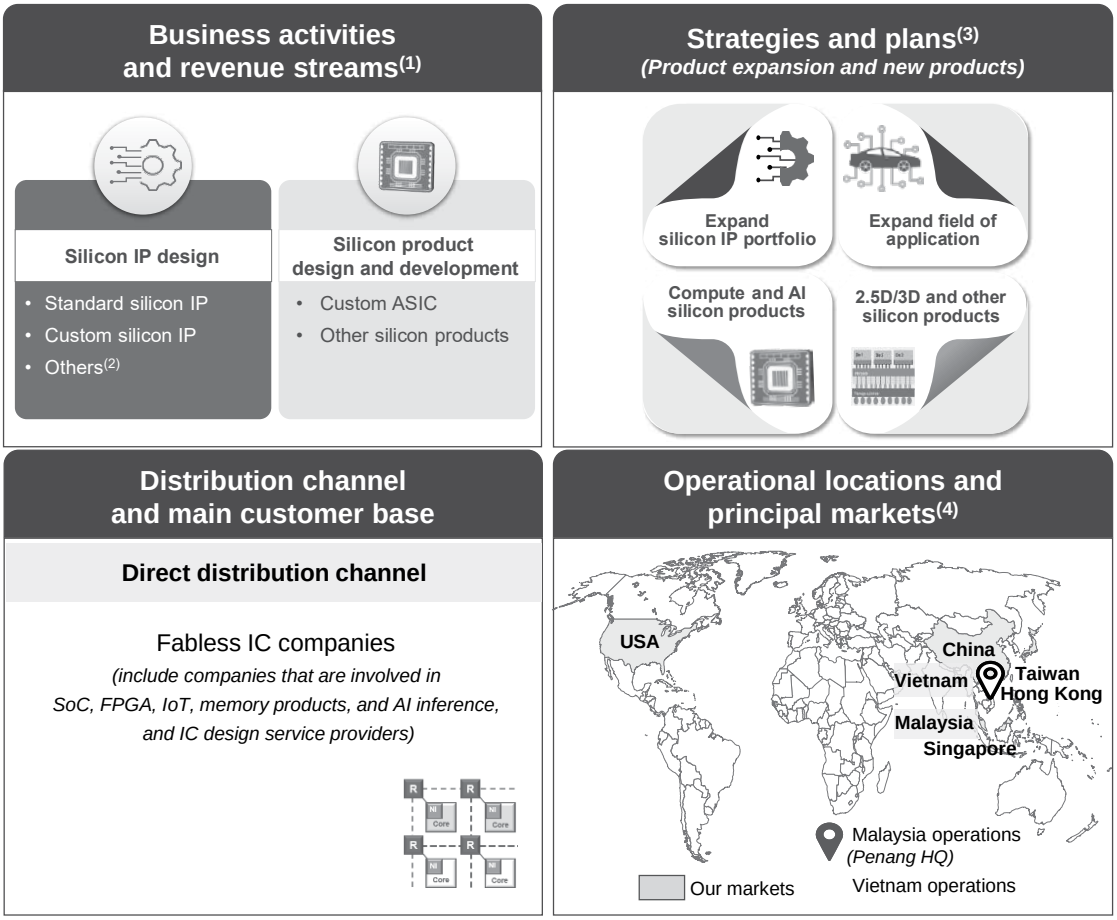
Since the commencement of our business and up to the LPD, we have received the following awards and recognitions:

| Year | Awarding party | Award / Recognition |
|---|---|---|
| 2023 | Ministry of Investment, Trade and Industry, Malaysia | Certificate of acknowledgement as a Mission-based Project Champion – Create global IC design champions in EV, RE and AI under the New Industrial Master Plan 2030 |
| 2023 | The Institution of Engineering and Technology (Malaysia Network) | Platinum Award for Industry Excellence Award 2023 |

## 7.3 OVERVIEW OF OUR BUSINESS

### 7.3.1 Our business model

Our business model is as follows:




***Notes***:

*(1)* *For the FYEs 31 March 2023 and 31 March 2024, our revenue was mainly contributed by the design of standard and custom silicon IPs. The design and development of custom ASIC commenced in September 2023. For the FYE 31 March 2025, the revenue contribution from the silicon IP design segment accounted for 73.3% of our total revenue, mainly from standard and custom silicon IPs, while the custom ASIC segment accounted for the remaining 26.7% of our total revenue. For the FPE 31 October 2025, the revenue contribution from the silicon IP design segment accounted for 90.6% of our total revenue, mainly from standard and custom silicon IPs, while the custom ASIC segment accounted for the remaining 9.4% of our total revenue.*

*(2)* *Include design services based on requests from customers for the FYEs 31 March 2024 and 31 March 2025, design of memory test systems for the FYE 31 March 2025 and the FPE 31 October 2025, as well as engineering services for our custom ASIC products for the FPE 31 October 2025.*

*(3)* *See Section 7.5 of this Prospectus for details on our strategies and future plans.*

*(4)* *Revenue contribution from China accounted for 61.5%, 72.8%, 56.5% and 73.3% of our total revenue for the FYEs 31 March 2023, 31 March 2024 and 31 March 2025, and the FPE 31 October 2025 respectively. This is followed by Taiwan which accounted for 31.5%, 24.8%, 33.5% and 17.3% of our total revenue for the FYEs 31 March 2023, 31 March 2024 and 31 March 2025, and the FPE 31 October 2025 respectively. In addition, we commenced our initial operations in Vietnam in December 2024. See Section 7.3.3 of this Prospectus for details of our revenue segmentation by geographical markets.*

### 7.3.2 Business activities and revenue streams

We are principally involved in IC design specialising in silicon IPs and silicon products including custom ASIC. We provide licensable silicon IPs to our customers to integrate into their IC products. We also design and develop custom ASIC products tailored to meet specific customer requirements, delivering semiconductor chips that are optimised for a specific application rather than for general-purpose use.

As an original IC design company, we own the IP rights to our designs. As at the LPD, we have developed a series of inventions, of which 36 patents have been registered in Malaysia, China and the USA, and 77 patents are pending application/registration in Malaysia, China and the USA.

We have access to PDKs from foundries that enable us to design ICs on advanced process nodes down to 3nm. We also have access to interposer PDK and package design rules from OSAT partners, which allow us to carry out interposer and package design for 2.5D/3D packaging.

We use a range of IC design software tools and methodologies, including EDA tools to design, simulate, analyse and verify our IC designs. We also maintain and run our own server farms and computing infrastructure to support our IC design activities. As at the LPD, our IC Design and Software Design team consists of 365 technical personnel, including architects, logic design engineers, analogue circuit design engineers, physical design engineers, package design engineers and software engineers. Our team is led by our Chief Technology Officer, Teh Chee Hak.

Silicon IP refers to pre-designed and pre-verified building blocks or modules that can be integrated into larger IC designs. These building blocks are reusable and customisable, which help to accelerate development and reduce design risks of licensees by providing tested and reliable building blocks. Our designs adhere to international standard-setting bodies such as JEDEC and UCIe.

We are involved in IC design for standard and custom silicon IPs, where standard silicon IPs include memory interface IP, Network-on-Chip IP and D2D interface IP.

**(i) Standard silicon IP**

Our standard silicon IPs accounted for 44.6%, 62.4%, 62.6% and 78.7% of our total revenue for the FYEs 31 March 2023, 31 March 2024 and 31 March 2025, and the FPE 31 October 2025 respectively. As our standard silicon IPs are to be integrated into our customers' IC products, our standard silicon IPs are designed in accordance with industry standards, such as HBM3 and HBM3E standards defined by JEDEC and the die-to-die interconnect specifications defined by UCIe, to ensure compatibility across various memory suppliers. These IP blocks are commonly used to accelerate the design process of larger ICs. Our standard silicon IP portfolio is as follows:

- **Memory interface IP:** Our memory interface IP manages data communications between the computing core and memory. When the computing core requires data, our memory interface IP retrieves it from the memory device and transfers it for processing. After processing, the memory interface IP sends the data back to the memory device for storage. Our memory interface IP includes a memory controller IP, a PHY IP and an I/O IP. This is a memory interface IP, which refers to self-contained blocks designed for efficient memory management.

- **Network-on-Chip IP:** We design Network-on-Chip interconnect IP that focus on both physical and logical infrastructure to ensure efficient data routing within a SoC. Network-on-Chip serves as the communication pathway connecting multiple components within a SoC. Our Network-on-Chip IPs are configurable to meet specific application needs and performance requirements. We provide IC design for both coherent and non-coherent Network-on-Chip IPs.

- **D2D interface IP:** Our D2D interface IP is designed to facilitate high-speed communication between different functional blocks within a multi-die package, such as a CPU, GPU and FPGA, or other processors configured in 2D, 2.5D or 3D structures. Our D2D interface IP includes both a controller and PHY block.

To support the integration and configuration of our standard silicon IPs, we offer in-house proprietary memory system firmware solutions.

**(ii) Custom silicon IP**

Our custom silicon IPs accounted for 55.4%, 36.6%, 9.2% and 11.1% of our total revenue for the FYEs 31 March 2023, 31 March 2024 and 31 March 2025, and the FPE 31 October 2025 respectively. Our custom silicon IPs are designed based on individual customer specifications and requirements, which will be integrated into our customers' IC products. This includes multi-interface protocol IPs that support different standards and communication protocols such as DDR, LPDDR, MIPI, LVDS and multi-standard I/O interfaces. The decline in the contribution from our custom silicon IP segment was mainly due to the progressive completion of several large custom silicon IP projects in the FYEs 31 March 2023 and 31 March 2024. The percentage of revenue from the custom silicon IP segment reduced further due to the growth in our standard silicon IP segment which is scalable, changing the overall revenue mix.

In addition, we have designed and developed a custom low-power, low-latency memory interface IP tailored for specific applications. This IP is optimised to minimise power consumption and enhance memory protocol handling, thereby improving data flow between computing cores and memory. To support the integration and configuration of our custom silicon IPs, we offer in-house proprietary memory system firmware solutions.

**(iii) Silicon products**

**Custom ASIC**

We expanded into the design and development of custom ASIC in September 2023. A custom ASIC is a semiconductor chip designed for a specific application rather than for general-purpose use. For the FYE 31 March 2025 and the FPE 31 October 2025, revenue contribution from the custom ASIC segment accounted for 26.7% and 9.4% of our total revenue respectively.

Custom ASIC is designed to perform targeted functions with enhanced efficiency in power consumption and performance, a reduced physical footprint and the ability to execute proprietary algorithms that standard devices are unable to support efficiently. Additionally, custom ASIC provides improved IP protection as functionality is embedded at the hardware level, safeguarding proprietary technology and processes from reverse engineering.

**Other silicon products**

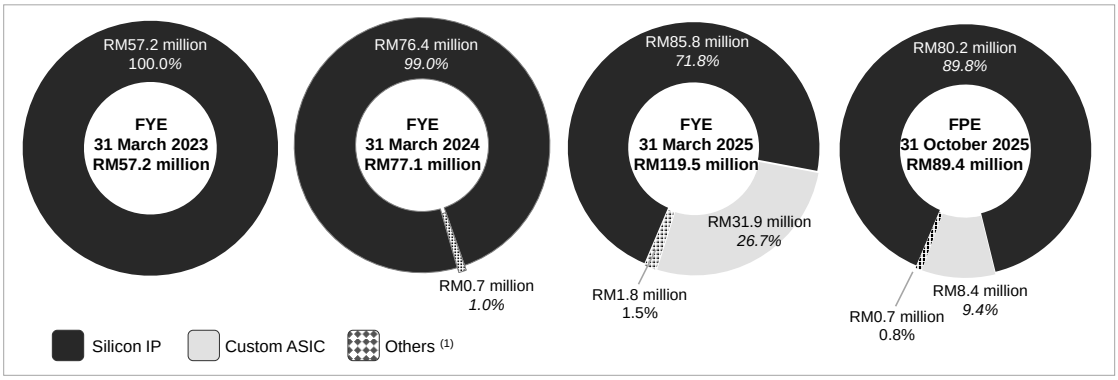
In September 2025, we expanded into the development of other silicon products, where we secured a contract for the development of RISC-V SoC. This development involves the incorporation of RISC-V processor cores integrated with various silicon IPs, including our Network-on-Chip IP and other third-party silicon IPs.

In December 2025 and January 2026, we secured contracts to collaborate on the development of FPGA subsystems, which will incorporate our silicon IPs and third-party silicon IPs.

**(iv) Others**

Revenue from the others segment accounted for 1.0%, 1.5% and 0.8% of our total revenue for the FYEs 31 March 2024 and 31 March 2025, and the FPE 31 October 2025 respectively. This includes design services based on requests from customers as part of our integrated customer support services, design of memory test systems, as well as engineering services for our custom ASIC products.

For the Financial Years/Periods Under Review, our revenue segmentation by products and services is depicted below:




***Note**:*

*(1) Include design services based on requests from customers for the FYEs 31 March 2024 and 31 March 2025, design of memory test systems for the FYE 31 March 2025 and the FPE 31 October 2025, as well as engineering services for our custom ASIC products for the FPE 31 October 2025.*

Further breakdown of our revenue segmentation by products and services is set out in the table below:

| | FYE 31 March | | | | | | FPE 31 October | |
|---|---|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | | 2025 | |
| **Revenue** | **RM'000** | % | **RM'000** | % | **RM'000** | % | **RM'000** | % |
| Silicon IP segment | 57,159 | 100.0 | 76,327 | 99.0 | 85,739 | 71.8 | 80,247 | 89.8 |
| *Standard silicon IP (1)* | *25,486* | *44.6* | *48,115* | *62.4* | *74,771* | *62.6* | *70,381* | *78.7* |
| *Custom silicon IP* | *31,673* | *55.4* | *28,212* | *36.6* | *10,968* | *9.2* | *9,866* | *11.1* |
| Custom ASIC segment | - | - | - | - | 31,934 | 26.7 | 8,428 | 9.4 |
| Others | - | - | 736 | 1.0 | 1,830 | 1.5 | 720 | 0.8 |
| **Total revenue** | **57,159** | **100.0** | **77,063** | **100.0** | **119,503** | **100.0** | **89,395** | **100.0** |

***Note:***

*(1) Includes memory interface IP, Network-on-Chip IP and D2D interface IP, of which the breakdown for the Financial Years/Periods Under Review is as follows:*

| | FYE 31 March | | | | | | FPE 31 October | |
|---|---|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | | 2025 | |
| **Revenue** | **RM'000** | % | **RM'000** | % | **RM'000** | % | **RM'000** | % |
| Memory interface IP | 7,482 | 13.1 | 28,099 | 36.4 | 47,169 | 39.5 | 51,888 | 58.0 |
| Network-on-Chip IP | 18,004 | 31.5 | 20,016 | 26.0 | 27,602 | 23.1 | 14,251 | 16.0 |
| D2D interface IP | - | - | - | - | - | - | 4,242 | 4.7 |
| **Total** | **25,486** | **44.6** | **48,115** | **62.4** | **74,771** | **62.6** | **70,381** | **78.7** |

For the Financial Years/Periods Under Review, our revenue contribution from our Malaysia operations and Vietnam operations by products and services is set out in the table below:

| | FYE 31 March | | | | | | FPE 31 October | |
|---|---|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | | 2025 | |
| **Revenue** | **RM'000** | % | **RM'000** | % | **RM'000** | % | **RM'000** | % |
| **Malaysia Operations** | **57,159** | **100.0** | **77,063** | **100.0** | **119,503** | **100.0** | **84,091** | **94.0** |
| Silicon IP segment | 57,159 | 100.0 | 76,327 | 99.0 | 85,739 | 71.8 | 74,943 | 83.8 |
| *Standard silicon IP* | *25,486* | *44.6* | *48,115* | *62.4* | *74,771* | *62.6* | *70,381* | *78.7* |
| *Custom silicon IP* | *31,673* | *55.4* | *28,212* | *36.6* | *10,968* | *9.2* | *4,562* | *5.1* |
| Custom ASIC segment | - | - | - | - | 31,934 | 26.7 | 8,428 | 9.4 |
| Others | - | - | 736 | 1.0 | 1,830 | 1.5 | 720 | 0.8 |
| **Vietnam Operations [(1)]** | **-** | **-** | **-** | **-** | **-** | **-** | **5,304** | **6.0** |
| Silicon IP segment | - | - | - | - | - | - | 5,304 | 6.0 |
| *Custom silicon IP* | | | | | | | *5,304* | *6.0* |
| **Total revenue** | **57,159** | **100.0** | **77,063** | **100.0** | **119,503** | **100.0** | **89,395** | **100.0** |

***Note**:*

*(1) We commenced our initial operations in Vietnam in December 2024.*

### 7.3.3 Principal markets

We principally operate in Penang, Malaysia, and have expanded our operations to Vietnam. Our Group mainly serves foreign customers. Within foreign markets, China and Taiwan collectively accounted for 93.0%, 97.6%, 90.0% and 90.6% of our total revenue for the FYEs 31 March 2023, 31 March 2024 and 31 March 2025, and the FPE 31 October 2025 respectively. This is followed by Singapore at 2.4%, 1.0%, and 1.8% of our total revenue for the FYEs 31 March 2024 and 31 March 2025, and the FPE 31 October 2025 respectively, Hong Kong at 0.9% of our total revenue for the FYE 31 March 2025, and the USA at 5.7% of our total revenue for the FPE 31 October 2025. Meanwhile, Malaysia accounted for 7.0%, 8.1% and 1.9% of our total revenue for the FYEs 31 March 2023 and 31 March 2025, and the FPE 31 October 2025 respectively.

The breakdown of our revenue by geographical markets for the Financial Years/Periods Under Review is as follows:

| | FYE 31 March | | | | | | FPE 31 October | |
|---|---|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | | 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % | RM'000 | % |
| **Foreign markets** | **53,175** | **93.0** | **77,063** | **100.0** | **109,799** | **91.9** | **87,730** | **98.1** |
| China | 35,171 | 61.5 | 56,124 | 72.8 | 67,473 | 56.5 | 65,539 | 73.3 |
| Taiwan | 18,004 | 31.5 | 19,136 | 24.8 | 39,997 | 33.5 | 15,465 | 17.3 |
| Singapore | - | - | 1,803 | 2.4 | 1,237 | 1.0 | 1,589 | 1.8 |
| Hong Kong | - | - | - | - | 1,092 | 0.9 | - | - |
| USA | - | - | - | - | - | - | 5,137 | 5.7 |
| **Malaysia** | **3,984** | **7.0** | **-** | **-** | **9,704** | **8.1** | **1,665** | **1.9** |
| **Total revenue** | **57,159** | **100.0** | **77,063** | **100.0** | **119,503** | **100.0** | **89,395** | **100.0** |

### 7.3.4 Distribution channels and customers

We mainly utilise a direct distribution channel strategy, securing contracts directly with customers who use our products and services. Our customers are fabless IC companies including companies that are involved in SoC, FPGA, IoT, memory products and AI inference, as well as IC design service providers. Our direct distribution channel strategy enables us to work closely with customers to address their specific needs and specifications. Additionally, we provide customised solutions and services, including design support for integration and implementation. This approach fosters strong customer relationships and also positions us to secure more projects from each customer.

For the Financial Years/Periods Under Review, all our revenue was derived from direct distribution channels where our revenue by customer type is as follows:

| | FYE 31 March | | | | | | FPE 31 October | |
|---|---|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | | 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % | RM'000 | % |
| **Direct distribution channel** | **57,159** | **100.0** | **77,063** | **100.0** | **119,503** | **100.0** | **89,395** | **100.0** |
| Fabless IC companies | 57,159 | 100.0 | 77,063 | 100.0 | 119,503 | 100.0 | 89,395 | 100.0 |
| **Total revenue** | **57,159** | **100.0** | **77,063** | **100.0** | **119,503** | **100.0** | **89,395** | **100.0** |

## 7.4 OUR COMPETITIVE STRENGTHS

Our competitive strengths which will provide us with the platform to sustain and grow our business, are as follows:

### 7.4.1 We have designed and commercialised multiple high-performance and high-bandwidth memory interface IP to drive our business growth and sustain our competitive advantages

As at the LPD, we have designed and commercialised multiple high-performance, high-bandwidth memory interface IPs, including LPDDR4, LPDDR4x, LPDDR5, LPDDR5x, as well as HBM3 and HBM3E. These memory interface IPs deliver efficient data transfer and meet the rigorous demands of advanced applications, which drive our business growth and strengthen our competitive position in the semiconductor industry.

In addition, we continue to develop the next generations of memory interface IPs, including LPDDR6 and HBM4. These advancements will facilitate the continuing relevance of our services to meet ever-increasing improvements in performance as well as to sustain and grow our business.

### 7.4.2 We have access to advanced technologies down to a 3nm process node supported by foundries as well as certain third-party design tool providers

As an IC design company, it is essential for us to stay at the forefront of technological changes, innovations and advancements, particularly in the fast-evolving field of ICs and electronics. The short product life cycles of electronic devices often drive the demand for greater processing power while reducing device size, requiring more components, such as transistors, to fit into smaller semiconductor areas.

We have access to PDKs from foundries to design ICs using advanced process nodes down to 3nm. Our access to PDKs enables us to develop IC and silicon IP designs at the respective designated foundries. The access to these PDKs are not based on any long-term contracts, but they are subject to comprehensive non-disclosure agreements with the foundries, strict compliance with IP protection, security, and usage requirements and ongoing project engagement and technical collaboration with the foundries. These PDKs supply essential design rules, simulation models and documentation that ensure our designs meet manufacturability and yield requirements. In addition, we also have access to EDA tools and Verification IPs from third-party design tool providers. EDA tools and Verification IPs are specialised and essential tools for IC design. See Section 7.13 of this Prospectus for further details on the technologies used.

In addition to our IC design operation, access to advanced technologies is crucial for our new ventures into custom ASIC design and development, especially for applications requiring high performance, power efficiency and a smaller form factor. This capability is demonstrated by our successful tapeout of two IoT ASICs, which had incorporated our silicon IPs. As at the LPD, the prototypes of our IoT ASICs were completed in April 2024 and September 2024 respectively. One of these IoT ASICs has been commercialised in September 2024 and the initial pilot run of the second IoT ASIC was completed in November 2024. Meanwhile, the relevant validation and mass production processes of the second IoT ASIC are expected to be completed within an indicative timeframe of 2026 to 2027, subject to the outcome of customer qualification processes and market conditions.

Access to advanced technologies gives us a significant advantage by enabling us to meet the technological requirements of a diverse customer base, thus supporting our business growth. Additionally, these advanced technologies enhance our internal R&D efforts, allowing us to develop innovative IC designs that can address emerging business opportunities and sustain our growth.

### 7.4.3 We are the original designer of our standard silicon IP featuring reconfigurability which enables us to license our products to multiple customers, providing us with a modular and scalable business model to sustain and drive our business growth

We have designed and commercialised standard silicon IPs, including memory interface IP, Network-on-Chip IP and D2D interface IP, which were developed in-house entirely. As such, we retain full IP rights to these designs. Our library of standard silicon IPs allows for scalable business growth, as each silicon IP can be licensed as is or reconfigured to meet each customer's operating environment across various countries. This silicon IP enables us to license them to multiple customers or projects, providing a robust portfolio that supports and drives our business growth. This approach offers a significant business advantage, as it eliminates the need to invest substantial time and resources in developing each silicon IP for each new customer.

Our standard silicon IP is configurable, allowing us to customise it to meet each customer's specific needs while still conforming to industry standards. This flexibility ensures that our IP can be reused across a range of applications and customers with minimal modifications. We launched our standard silicon IP in 2022 (FYE 31 March 2023) and our revenue from standard silicon IP increased by 88.8% to RM48.1 million for the FYE 31 March 2024 (FYE 31 March 2023: RM25.5 million), followed by further growth of 55.4% to RM74.8 million for the FYE 31 March 2025.

Our current business model involves right-to-use sales of our silicon IP, while retaining the intellectual property rights to these designs. Customers are granted the right to use our IP exclusively for the specific projects outlined in their licensing contracts. This approach not only ensures ongoing ownership of our IP but also provides an opportunity for additional revenue if our IP is used in other products or projects.

### 7.4.4 We have successfully commercialised both coherent and non-coherent Network-on-Chip IPs which will help grow our business

Network-on-Chip IP is essential for managing on-die communication infrastructures in complex multi-core ICs, ensuring high-efficiency, high-performance and low-power data transactions. Our Network-on-Chip technology provides us with the platform to address increasingly complex IC designs as chips move towards more advanced process nodes carrying out more extensive processing requiring efficient and quality transmission and reception of data in SoC. This will provide relevance to our design in meeting changing and innovative technologies to grow our business.

Our Network-on-Chip technology offers several advantages over traditional interconnect methods such as bus-based, point-to-point, hierarchical, ring, and cross-bar switches. These advantages include improved scalability, performance, modularity, flexibility, fault tolerance and power efficiency. As a result, Network-on-Chip is a popular choice for modern SoC designs, especially in systems with high complexity and performance demands. See Section 7.7.6 of this Prospectus for more details on the benefits of Network-on-Chip.

In addition, we offer both coherent and non-coherent Network-on-Chip IPs, enabling us to support a wide range of IC products. We have the capability to integrate both coherent and non-coherent Network-on-Chip architectures within the same chip. This dual capability allows us to address a broader market, including high-performance computing, AI and consumer electronics. See Section 7.7.6 of this Prospectus for more details on the coherent and non-coherent Network-on-Chip IPs.

Our expertise in designing both coherent and non-coherent Network-on-Chip IPs is crucial for our business growth. This capability requires advanced skills and provides us with a significant competitive edge to meet the evolving market demands. Our capabilities are further enhanced by the commercialisation of our latest Network-on-Chip IPs in 2024. These latest Network-on-Chip IPs includes non-coherent Network-on-Chip IP with expanded protocol support and improvements in power, performance and area, as well as coherent Network-on-Chip IP with enhanced topology support to reduce latency.

Our coherent and non-coherent Network-on-Chip IPs are engineered for high bandwidth, low power consumption and reduced latency in multi-processor semiconductors. They offer flexible configuration and reliable performance, making them highly attractive to potential customers and driving our business growth. Additionally, we plan to leverage our non-coherent Network-on-Chip architecture to explore new applications in the automotive sector in the future.

### 7.4.5 We have in-house developed proprietary software that provides ease of use to configure our Network-on-Chip IP into our customers' ICs

We have our in-house developed proprietary software to support the configuration of our Network-on-Chip IP into our customers' ICs. Our proprietary software is typically packaged with our Network-on-Chip IP for use by our customers, which are tools designed to optimise system performance for configuration and integration. See Section 7.7.6 of this Prospectus for more information on our in-house developed proprietary software.

Our in-house developed proprietary software, bundled with our Network-on-Chip IP, offers convenience to our customers by simulating and optimising interconnect performance, as well as ensuring seamless integration of our Network-on-Chip IP into their overall ICs. This software, RAPTuner, is designed to add value to our Network-on-Chip IP, enhancing its appeal and encouraging the purchase of our Network-on-Chip IP.

### 7.4.6 We have experienced Executive Directors backed by a skilled technical team to sustain and further develop our business

Our business is led by our Chief Executive Officer, Dato' Fong Swee Kiang and Chief Technology Officer, Teh Chee Hak.

Dato' Fong Swee Kiang has over 35 years of experience in the semiconductor industry. He has held positions at the Intel group of companies where he was responsible for overseeing the development of central processing units, chipsets and IPs, while leading a team of engineers. Additionally, he has worked at Altera Corporation (M) Sdn Bhd ("**Altera Malaysia**"), an Intel Corporation related company following its acquisition of Altera Corporation in 2015, leading the company's R&D operations in Malaysia, driving innovation and development initiatives. He has also served as Director of Operations and Senior Operations Director at Avago Technologies (Malaysia) Sdn Bhd ("**Avago Technologies**"), a Broadcom Inc. related company, managing the company's global operations and overseeing new product introductions before founding SkyeChip which commenced business in 2020. He is responsible for leading our Group's business strategy, overseeing operations, sales and marketing and ensuring financial health while managing our Group's business and investment stakeholders.

Teh Chee Hak has over 20 years of experience in the semiconductor industry. He began his career at Intel Microelectronics (M) Sdn Bhd ("**Intel Microelectronics**"), where he was responsible for the architecture and microarchitecture of central processing units, memory, I/O and platform controller hubs and IPs, as well as completing assignments in the USA. He then joined Altera Malaysia as a principal engineer before progressing to the role of architect where he was responsible for designing and implementing the memory interface architecture and microarchitecture of FPGA products and IPs. He transitioned back to Intel Microelectronics as a principal engineer and subsequently served as chief architect at Intel Microelectronics where he focused primarily on the overall architecture and microarchitecture of FPGA products and IPs. He joined SkyeChip in 2020 where he is responsible for overseeing our Group's technical strategy and leading the design and development of advanced IPs and ASICs for AI and high-performance computing applications.

As at the LPD, our technical team comprises 365 professionals who hold degrees, diplomas or certificates in relevant disciplines. Our team is led by our Chief Technology Officer, Teh Chee Hak. These technical experts are essential in our design and development operations, as well as providing engineering support to our customers.

See Section 9 of this Prospectus for further details on our Executive Directors and technical personnel.

### 7.4.7 Our business has experienced high revenue growth demonstrating the acceptance of our products and services to serve as the platform for further business growth

Since the commencement of our business in 2020, we have shown consistent revenue growth. From the FYEs 31 March 2023 to 31 March 2025, our revenue increased at a CAGR of 44.6%, reaching RM119.5 million for the FYE 31 March 2025. This robust revenue growth reflects the strong market acceptance of our products and services and provides a solid platform for further expansion. Building on the success of our current suite of silicon IPs, we are actively developing several new products to drive continued growth. See Section 7.5 of this Prospectus for further details of our strategies and future plans.

We continue to capitalise on our competency in silicon IP design by investing in innovation and integrating our silicon IPs with new product developments. This approach not only enhances our silicon IP offerings but also allows us to expand into ASIC design and development. By demonstrating our adaptability and technical expertise, we are able to drive growth and explore new opportunities in the industry. This is demonstrated by our contracts secured with customers for the design and development of two IoT ASICs and an AI inference ASIC. These contracts bundle our silicon IP with our ASIC design capabilities, demonstrating our ability to integrate both hardware and IP effectively. See Sections 7.7.8 to 7.7.10 of this Prospectus for further details.

Our expertise in silicon IP design includes supporting and ensuring interoperability for multiple interface protocols and specific interface requirements, while optimising power, performance and area for various applications. Additionally, our ability to design and validate IP in accordance with industry standards such as JEDEC and UCIe enhances our reputation for technical competence. This serves as a platform to secure new contracts, driving business growth and expanding our revenue base in the future.

### 7.4.8 We have the ability to provide custom silicon IP for our customers to foster customer loyalty and secure new contracts

One of our key strengths is our technical expertise in designing custom silicon IP tailored to meet the specific requirements of each customer. This includes optimising performance, power efficiency and functionality needs, as well as the ability to modify and enhance designs based on customer feedback and evolving requirements. We provide comprehensive support including design, integration and prototype bring-up assistance to facilitate the productisation of our customers' IC products. This capability fosters customer loyalty and helps us secure new business opportunities.

Our strengths are supported by our team of technical personnel with expertise and knowledge in various aspects of silicon IP design and IC development. Our technical personnel including engineers increased from 38 personnel in 2020 to 365 personnel as at the LPD.

Furthermore, our custom silicon IP offerings allow us to provide optimised solutions to customers of a wide range of electronic products ranging from consumer products, such as wearable devices, to industrial and communication applications, as well as IoT and AI applications. This will provide us with a potentially large addressable market to grow our business as well as to mitigate against risks of a downturn in one or a small number of user groups or sectors.

Revenue contribution from our custom silicon IP accounted for RM31.7 million (55.4%), RM28.2 million (36.6%), RM11.0 million (9.2%) and RM9.9 million (11.1%) of our total revenue for the FYEs 31 March 2023, 31 March 2024 and 31 March 2025, and the FPE 31 October 2025 respectively. Our ability to successfully deliver our custom silicon IP serves as a platform to grow our business and customer base.

### 7.4.9 We are engaged in various industry standard definition bodies including JEDEC, UCIe and PCI-SIG that enable us to participate in early discussions on the evolving IP standards

Industry standard bodies such as JEDEC, UCIe and PCI-SIG are essential for IP as they ensure interoperability and compatibility, which is crucial for integrating various IPs and modules into a functional system. Therefore, incorporating these standards into our IP design is vital to ensure interoperability and compatibility for market acceptance to support the sustainability and growth of our business.

As a member of JEDEC, UCIe and PCI-SIG, we are involved in defining and reviewing the emerging standards. Our involvement with these global standard-setting bodies provides us with advanced insights into emerging trends, potential revisions and new standards. This enables us to proactively adapt our designs to evolving requirements, ensuring that we remain competitive and relevant, and continue to grow our business.

## 7.5 OUR STRATEGIES AND FUTURE PLANS

In 2025, Malaysia's electrical and electronic (E&E) exports recorded RM711.6 billion, with electronic ICs accounting for 54.7% of the total E&E exports. Malaysia's semiconductor strength primarily lies in its back-end services, such as assembly, packing and testing. A key strategic development of the New Industrial Master Plan 2030 (NIMP 2030) is to elevate Malaysia's position within the E&E value chain by shifting towards front-end activities such as IC design, advanced packaging and expanding wafer fabrication capabilities. *(Source: IMR Report)*

Our strategies and future plans are aligned with the NIMP 2030 to enhance high-value-added activities within the semiconductor and electronics industry value chain. NIMP 2030 was launched in 2023 to strengthen IC design capabilities, enabling Malaysia to capitalise on rapidly growing sectors such as electric vehicles, renewable energy and AI *(Source: IMR Report)*.

Going forward, we will leverage our expertise in silicon IP and IC design to capitalise on both existing and new opportunities in the IC design and semiconductor industry. We will also stay relevant with technological innovations to drive our business expansion and growth.

**Overview of our strategies and future plans**



### 7.5.1 Expansion of silicon IP portfolio and field of application

#### (a) Expand silicon IP portfolio

Our strategies and future plans are to capitalise on our competency in standard and custom silicon IP by continuing to invest in silicon IP innovations. We plan to expand our silicon IP portfolio to drive business growth and increase our revenue base. This expansion includes designing and developing a new generation of Network-on-Chip IP and memory interface IP.

We have successfully designed and delivered multiple custom silicon IPs that incorporate multiple memory interface standards within a single IP. As at the LPD, we have successfully designed and commercialised multiple memory interface IPs, including LPDDR4, LPDDR4x, LPDDR5, LPDDR5x, as well as HBM3 and HBM3E. These represent some of the current versions of the memory interface IPs with high data throughput that supports advanced computing requirements. Our capabilities are further demonstrated by the commercialisation of our latest Network-on-Chip IP in 2024, which includes coherent and non-coherent Network-on-Chip IPs. This new generation Network-on-Chip IP feature expanded protocol support, improved power efficiency, enhanced performance, and reduced latency and area, making them ideal for a wide range of applications, from edge computing to data centres.

We carry out continuous R&D to keep abreast of evolving technologies to improve the performance of our memory interface IPs. As part of our strategies and future plans, we aim to develop new memory interface IPs, including LPDDR6 and HBM4, in the future, featuring improved efficiency and performance, and increasing data transfer rates. This will help us meet growing demand for end-market applications such as mobile and consumer electronics, networking, edge computing and high-performance computing.

The table below depicts our strategies and future plans to develop new generations of memory interface IPs with the target specifications as below:

| | **Double Data Rate** | | | | | **High Bandwidth Memory** | | |
|---|---|---|---|---|---|---|---|---|
| **Target specification** | **LPDDR4** | **LPDDR4x** | **LPDDR5** | **LPDDR5x** | **LPDDR6[(1)]** | **HBM3** | **HBM3E** | **HBM4[(1)]** |
| Maximum data rate (Gb/s) | 3.2 | 4.267 | 6.4 | ≥8.5 | 14.4 | 6.4 | ≥8.0 | ≥8.0 |
| Total data width per component | 64 | 64 | 64 | 64 | 96 | 1024 | 1024 | 2048 |
| Maximum total bandwidth (GB/s) | 25.6 | 34.1 | 51.2 | ≥68.3 | 172.8 | 819 | ≥1024 | ≥2048 |
| Energy efficiency (pJ/bit) | ~7-10 | ~7-10 | ~5-7 | ~2-3 | ~2-3 | ~0.6 | ~0.6 | ~0.4-0.5 |

***Note:***
*(1) The target specification for intended products*

*Note: Values in the table are approximate and can vary based on specific implementation, operating condition and workload characteristics*

We are leveraging our expertise in software and firmware development to venture into the EDA tool licensing model in the future to establish a new revenue stream. In addition to Network-on-Chip IP design and development, we provide technical assistance with the use of our in-house developed proprietary software to support the integration and configuration of our Network-on-Chip IP into our customers' ICs. Our proprietary software is typically packaged with our Network-on-Chip IP for use by our customers. Our in-house designed and developed integration and configuration software includes RAPTuner (a network architecture simulation and optimisation tool).

Our existing knowledge in silicon IP design is complemented by proprietary EDA tools that are designed specifically for optimisation, verification and validation. This will offer customers a complete silicon IP design suite that integrates IP configuration, testing and performance analysis. The development of EDA tools that are pre-integrated with our own silicon IP will streamline the process for our customers who use our silicon IP in their design.

**(b) Expand new field of application – automotive silicon IP**

Our current silicon IP portfolio is designed to meet the needs of high-performance computing, mobile communications, IoT, AI and data centre applications. As part of our strategic expansion, we plan to expand into the automotive IP market by enhancing and qualifying our Network-on-Chip IP to adhere to functional safety standards, including compliance with ISO 26262. This is to capitalise on the growing opportunities, driven by the increasing demand for advanced automotive technologies.

Our automotive silicon IP will be designed to be highly scalable with added safety features allowing it to be reused across multiple customers and programmes on various process nodes. This design approach enhances long-term applicability and aligns with the market prospects driven by growing demand for advanced automotive electronics. Our automotive silicon IP will be able to support critical technologies such as in-vehicle networks and vision systems, which are essential for ADAS and autonomous driving. These technologies enable accurate and comprehensive information transmission within vehicles, ensuring safety, power efficiency and performance.

A key focus of the automotive silicon IP development will be on our Network-on-Chip IP. To meet the requirements of the automotive industry, the silicon IP is required to adhere to functional safety standards, including compliance with ISO 26262. As at the LPD, our team is in the process of developing the IP to meet the requirements and we plan to commercialise the automotive silicon IP between 2026 and 2027. We intend to license our automotive silicon IP based on lump-sum contracts to customers.

The estimated investment cost for our silicon IP portfolio expansion and new field of application expansion is approximately RM56.4 million, with the expansion expected to be completed within 36 months from the date of our Listing. The estimated investment cost will be funded entirely from the gross proceeds to be raised from our Public Issue. See Section 4.5 of this Prospectus for further details on the use of proceeds.

**7.5.2 Design and develop compute and AI silicon products**

As part of our strategies and future plans for our R&D of IC products, we plan to design and develop new compute and AI silicon products to address the rising demand for high-performance, energy-efficient processing in data centres and AI applications. This is done by incorporating our pre-designed and pre-verified interface and interconnect silicon IP which will lead to faster development times compared to developing everything from scratch.

The new compute and AI silicon products will focus on two segments as described below:

**(i) Custom compute and AI hardware accelerator**

Custom compute and AI hardware accelerators are ASICs designed for AI and large-scale data workloads. They offload specialised tasks, such as tensor math and input data preprocessing, from general-purpose CPUs/GPUs into dedicated hardware engines. This approach offers the flexibility needed to handle large-scale data operations while improving overall system efficiency and reducing overall power consumption. Key examples include:

- Data preprocessing hardware accelerator: A dedicated hardware that processes raw data before it reaches the AI or compute engine. It handles data formatting, cleaning, resizing, compression, and error checking, which reduces data transfer and power consumption while enabling the main processors to focus on computational workloads.

- Security ASIC products: Custom-designed products optimised for cryptographic operations, secure processing and hardware-based security functions. These ASICs are widely used in trusted computing, secure communications, authentication and anti-tampering applications.

The development process involves integrating our interface and interconnect IPs with third-party IPs, and customers' proprietary IPs. To expand our custom ASIC offerings, we plan to enter into joint-development arrangements with technology partners. These partnerships will allow us to tap into their system architecture and software expertise, complementing our silicon IP design and development capabilities. As at the LPD, we have identified potential technology partners. Nevertheless, we have not entered into any arrangements with any of them for the joint development of new compute and AI hardware accelerators.

**(ii) High-performance CPU and AI platforms**

We also plan to expand our silicon products to develop high-performance CPU and AI platforms that combine CPU-grade general computing capabilities and AI acceleration for the server and edge computing environment. High-performance CPU and AI platforms are designed to optimise performance for a server and edge computing environment.

By leveraging our technical expertise and strength in memory interface and Network-on-Chip IPs, the development of the new high-performance CPU and AI platforms involves several areas:

- architecture definition and microarchitecture design focusing on optimising specific performance, power and area targets;
- integration of other silicon IP to complete the chip design, such as memory interfaces, high-speed I/O interfaces, custom accelerators for AI/ML, networking, cache hierarchies and security features;
- verification and simulation to ensure it functions correctly and meets performance targets, and is free of errors;
- physical design including translation from high-level design into a physical layout in geometric data file (GDSII) format involving placement and routing of components;
- tape-out for fabrication; and
- final processes after fabrication including testing and validation alongside system and software development.

The development and implementation of the new high-performance CPU and AI platforms are predicated upon securing access to the relevant IP technologies.

In March 2025, Malaysia announced a 10-year partnership worth USD250 million (approximately RM1.1 billion) with ARM to acquire various IP licences, including 7 CSS and 25 AFA tokens, and to train 10,000 engineers. This is part of the national initiative, Silicon Vision, which offers opportunities for semiconductor and IC design companies to participate and grow within the local ecosystem. In July 2025, we submitted our application for access to one CSS platform and one AFA platform. Subsequently, we received the letters of conditional approval from the relevant authority for access to the CSS platform and the AFA platform in April 2026, and are currently reviewing and evaluating the terms and conditions of the definitive agreements that may be entered into in relation to the letters of conditional approval.

We also plan to enter into joint-development arrangements with technology partners, which will allow us to tap into their system architecture and software expertise, complementing our silicon IP design and development capabilities. As at the LPD, we have not entered into any arrangements with potential technology partners for the joint development of new high-performance CPU and AI platforms.

The estimated investment cost for our compute and AI silicon products expansion is approximately RM138.9 million, with the expansion expected to be completed within 36 months from the date of our Listing. RM115.3 million from the estimated investment cost will be funded from the gross proceeds to be raised from our Public Issue, while the remaining RM23.6 million will be funded through internally generated funds and/or bank borrowings.

In the event we enter into the definitive agreement for the CSS platform, we intend to allocate approximately RM82.0 million from the RM115.3 million to be funded from the gross proceeds to be raised from our Public Issue for the design and development of the high-performance CPU platform using the CSS platform. Access to the CSS platform would enable us to develop a general-purpose server CPU platform, which is typically designed to address a broad base of customers and workloads across cloud, enterprise and data centre environments. If we do not enter into the definitive agreement for the CSS platform, the proceeds of RM82.0 million will be redeployed towards the development of custom compute and AI hardware accelerators that do not require the CSS platform. Such solutions are typically developed to address specific workloads or system requirements and are often designed for individual customers or defined system architectures. Alternatively, we will pursue other CPU solutions (such as RISC-V) for the high-performance CPU platform. Compared to the CSS platform, RISC-V is an open-standard Instruction Set Architecture (ISA) with a relatively less established ecosystem, which may require additional development efforts, including ecosystem integration and software enablement. This will result in incremental engineering costs, including licensing fees for RISC-V cores and the need for additional engineering resources. Any incremental engineering costs associated with such other CPU solutions will be funded by internally generated funds and/or bank borrowings. See Section 4.5 of this Prospectus for further details on the use of proceeds.

Access to the AFA platform will enable us to expand our product portfolio in low-power and cost-optimised areas by leveraging on a broader range of ARM IPs. This supports the development of our smart IoT and edge computing solutions, complementing our high-performance compute offerings. As at the LPD, we have not finalised any plans for the AFA platform. Notwithstanding, any future plans in relation to the AFA platform will be funded by internally generated funds.

### 7.5.3 Design and develop 2.5D/3D and other silicon products

As part of our strategies and future plans for our R&D of IC products, we target to extend our IC design capabilities to design and develop new 2.5D/3D and other silicon products, addressing opportunities in advanced semiconductor packaging. This includes the following key areas:

#### (i) CIM silicon dies

We plan to design and develop CIM silicon dies, leveraging our expertise in memory interface IP design and development.

Traditionally, data is stored in memory and transferred to processing units for computation, with the processed data then sent back to memory for storage. This constant data movement often creates bottlenecks, increases latencies and raises power consumption, particularly in data-intensive applications.

To address these challenges, we plan to develop CIM silicon dies that integrate computational capabilities directly within or near the memory chip, utilising the 2.5D/3D chip packaging technologies. This approach eliminates the need for data transfer between memory and processing units, significantly improving performance, efficiency and power consumption. As such, CIM silicon dies are particularly beneficial for applications that require rapid and efficient processing of large datasets, such as AI and machine learning acceleration, as well as high-performance computing workloads.

**(ii) I/O chiplets**

As part of our new product development plans, we will design and develop 2.5D/3D I/O silicon products to facilitate I/O communications in systems where multiple dies or chips are placed side-by-side on an interposer (2.5D) or vertically stacked (3D).

This includes:

- Memory I/O chiplets, which are designed to facilitate rapid data access between memory stacks and processors. These chiplets can be integrated into larger advanced packages with the high-performance processors, such as those used in high-performance computing and AI, to enable high-bandwidth, low-latency access to memory.
- D2D interconnect chiplets, to provide high-speed connectivity between chiplets using advanced D2D communication standards, such as UCIe, to reduce latency and enable scalable multi-chip architectures.
- Chiplet-based accelerator, which is a custom processing unit designed to perform matrix multiplication, tensor computation, inferencing and cryptographic functions, improving compute core efficiencies and system security.

The I/O chiplets are designed to scale with increasing demand, such as the increase in number of dies in 2.5D/3D advanced packaging. These I/O chiplet silicon products are designed to meet specific power, performance, area and cost requirements.

The design and development of these new 2.5D/3D and other silicon products is expected to be carried out primarily through our IC Design team, supported by external collaboration partners, including foundries and OSAT partners for the tapeout and subsequent assembly and packaging.

The estimated investment cost for our design and development of these new 2.5D/3D and other silicon products is approximately RM44.8 million, with the design and development expected to be completed within 36 months from the date of our Listing. RM39.8 million from the estimated investment cost will be funded from the gross proceeds to be raised from our Public Issue, while the remaining RM5.0 million will be funded through internally generated funds and/or bank borrowings. See Section 4.5 of this Prospectus for further details on the use of proceeds.

### 7.5.4 Establish and expand facilities and resources

We are scaling up our facilities including setting up new R&D and sales offices to cater to our continuing business and product expansion as well as increasing our technical resources to enhance our capabilities for the design and development of new silicon IPs and products.

## 7. BUSINESS OVERVIEW *(Cont'd)*

A snapshot of our facility and resource expansion plans is set out below:




### (i) Establishment and expansion of R&D and sales offices

We intend to establish and/or expand our R&D and/or sales offices in the following markets progressively between 2026 and 2029:

| | 2026-2029 | | 2028-2029 |
|---|---|---|---|
| | R&D office | Sales office | R&D office |
| Malaysia | ✓ | | |
| Vietnam | ✓ | | |
| Japan | | ✓ | |
| USA | | ✓ | ✓ |

In December 2024, we commenced our initial operations in Vietnam utilising co-working spaces. We plan to relocate from co-working spaces to dedicated offices as our operations expand between 2026 and 2029. We expect SkyeChip Da Nang to contribute approximately 12% to 17% of our total revenue for the FYE 31 March 2026 based on anticipated contracts to be secured and progress of existing contracts. For the FPE 31 October 2025, our Vietnam operations accounted for 6.0% of our total revenue. We intend to progressively scale up our operations for SkyeChip Da Nang by increasing the headcount of our Vietnam operations from 39 employees as at the LPD to 90 employees by the end of 2026.

We intend to support the growth of our technical workforce in Vietnam by leveraging access to broader talent pools and exploring research collaboration opportunities with universities.

We may also pursue expansion into other jurisdictions as suitable opportunities arise, in line with our business strategy. Notwithstanding this, our head office will remain in Malaysia which serves as the centre for our strategic management and R&D activities.

For our domestic operations, we plan to expand our R&D office space in Malaysia between 2026 and 2029 to support our business expansion and product development plans. In addition, we intend to expand our foreign presence by establishing and/or expanding R&D and/or sales offices in Vietnam, Japan and the USA. By securing office space in these markets, we aim to expand our access to local talents, which will enable us to broaden our technical capabilities and market reach, thereby building a stronger regional presence in IC design and development. Additionally, the establishment of sales offices would enable us to provide sales and technical support to potential new customers. For our USA sales office, we target to distribute our silicon IP and silicon products.

We do not anticipate any material impact from the USA tariffs, as we do not export any silicon products to the USA as at the LPD. As at the LPD, we do not expect to encounter any trade restrictions from trading with both the USA and China/Taiwan concurrently. In the event of the imposition of trade restrictions that affect companies that trade with both the USA and China/Taiwan, we plan to put in place contingency measures to address any potential operational impact, which include leveraging alternative manufacturing partners and sites to support supply chain reconfigurations, or pricing and delivery adjustments to address increased compliance requirements. We will also closely monitor regulatory developments to maintain ongoing compliance and financial and operational flexibility.

In view of this expansion, we intend to hire personnel across these markets, including sales and technical support teams. These teams will provide pre-sale technical assistance, prepare technical proposals, and generate sales leads to drive our business growth.

As at the LPD, the status of expansion of our operational facilities in foreign markets are as follows:

- we have appointed one sales representative in the USA for the distribution of silicon IP and silicon products under a one-year business service agreement, expiring in June 2026; and
- we have yet to identify the location for the new offices in the USA and Japan.

**(ii) Expansion of computing infrastructure, facilities and software**

As part of our facility expansion plan, we will expand our computing infrastructure, facilities and software to support our operations to cater for business and product expansion plans. This expansion includes:

- expansion of computing infrastructure and labs, including servers, cloud services, data storage and network equipment to handle intensive simulation, synthesis and verification tasks. These upgrades will support our complex design works, as well as enabling cloud integration for scalable simulation, verification and data storage, with backup solutions to ensure redundancy.

Our existing computing infrastructure



This also includes the purchase and/or lease of laboratory equipment such as oscilloscopes for signal integrity and timing analysis, logic analysers to analyse digital signals from prototypes, and pattern generators to generate stimulus patterns for testing silicon IP functions.

- subscription, licensing and/or purchase of EDA and development tools including validation and test tools from multiple providers to support the design and development works.

**(iii) Estimated cost for our facility and resource expansion**

The estimated investment cost for our facility and resource expansion is approximately RM93.8 million, with the expansion expected to be completed within 36 months from the date of our Listing. The estimated investment cost will be funded entirely from the gross proceeds to be raised from our Public Issue, details of which are set out below:

| | Estimated total cost (RM mil) | Timeline for completion |
|---|---|---|
| Expand operational facilities and resources | 19.0 | 2026 - 2029 |
| Recruitment and IT infrastructure costs[1] | 14.4 | 2026 - 2029 |
| Expansion of R&D and/or sales offices[2] | 4.6 | 2026 - 2029 |
| Expansion of computing infrastructures, facilities and software[1] [3] | 74.8 | 2026 - 2029 |

| | Estimated total cost (RM mil) | Timeline for completion |
|---|---|---|
| Expansion of computing infrastructure and labs[4] | 38.1 | 2026 - 2029 |
| Subscription, licensing and/or purchase of EDA and development tools | 36.7 | 2026 - 2029 |
| **Total** | **93.8** | |

***Notes***:

*(1) Allocated for our existing operations in Malaysia and Vietnam, as well as new foreign markets including the USA and Japan in future.*

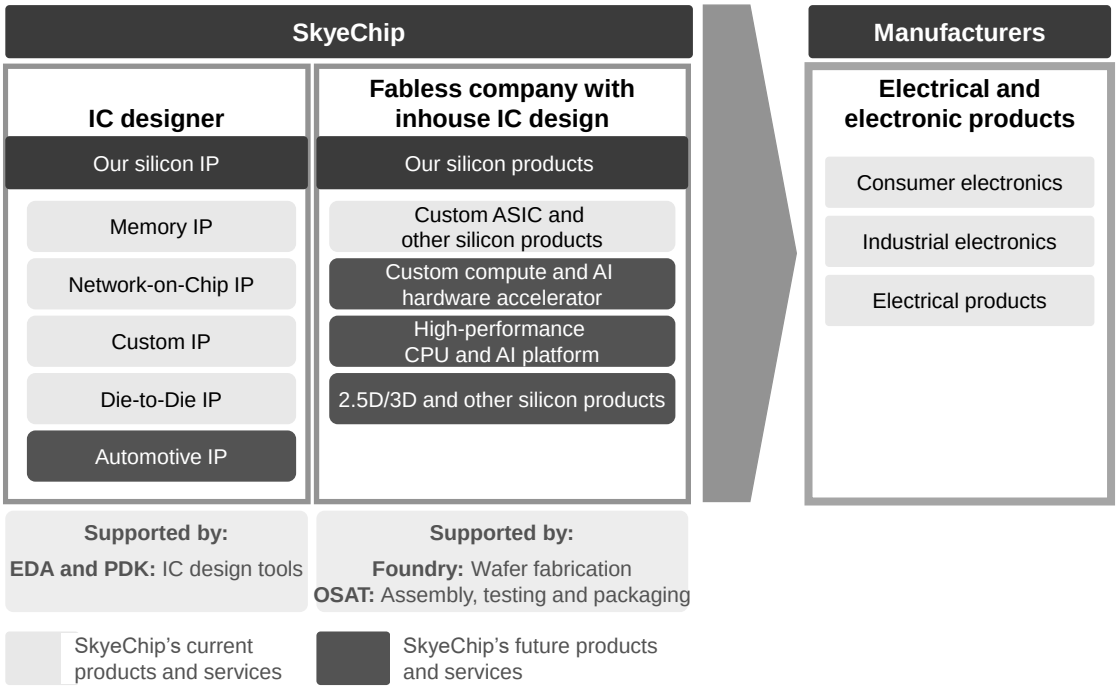
*(2) Include the rental costs of the R&D and/or sales offices within 36 months from the date of our Listing.*

*(3) We have identified potential suppliers for the computing infrastructure, facilities, and software, including certain existing suppliers. Nevertheless, we have not entered into any arrangements with these suppliers as at the LPD. Given that some of these suppliers are foreign suppliers, we may be exposed to foreign currency risk for future purchases. See Sections 5.1.13 and 12.2.21 of this Prospectus for further details on foreign currency risks.*

*(4) Includes the purchase and installation of equipment, which is targeted to be completed progressively between 2026 and 2029.*

### 7.5.5 Our product roadmap at a glance

Since our business commenced in 2020, we have progressed and expanded our product and service offerings to meet the evolving changes in the IC design industry as well as to support our business operations, growth and strategies.



For the Financial Years/Periods Under Review, we designed and commercialised several silicon IPs, including memory interface IP, Network-on-Chip IP and D2D interface IP, as well as designed and developed custom silicon IP. In addition, we also designed and commercialised the jointly developed custom ASIC. Our silicon IPs are designed for integration into a wide range of end products and end user applications, with a focus on AI and high-performance computing applications, while our custom ASICs are developed as end products for these applications. These products and applications include AI training and inference accelerators, data centre accelerators, server processors, GPUs, networking, and edge computing and IoT, where high-speed memory interfaces, low-power operation and scalable on-chip interconnects are essential.

From 2026 to 2029, we plan to expand our IP portfolio to include automotive IP and our silicon products portfolio to include custom compute and AI hardware accelerator, high-performance CPU and AI platform, as well as 2.5D/3D and other silicon products, to drive our business growth and increase our revenue base.

These products will better position our Group in participating in several high-growth markets driven by AI adoption, data-centric workloads, and the semiconductor industry's transition toward advanced packaging and chiplet-based architectures;

- Custom compute and AI hardware accelerators are designed to complement GPUs and CPUs by offloading specialised processing tasks, thereby improving overall system efficiency and reducing overall power consumption. These accelerators are applicable to AI inference, edge computing, video analytics, and data-centre workloads, where demand is increasing rapidly.

- The high-performance CPU and AI platform targets applications in cloud data centres, hyperscale infrastructure, telecommunications, and sovereign compute initiatives, which require high-performance, energy-efficient processing and integration with advanced memory subsystems.

- Our 2.5D/3D and other silicon products (including CIM silicon dies and I/O chiplets) aim to meet growing demand for advanced semiconductor packaging, where multiple dies are integrated to achieve higher bandwidth, improved efficiency, and faster time-to-market. These products support next-generation AI accelerators, networking equipment, and compute systems adopting chiplet architectures.

Overall, these future silicon products are expected to benefit from strong global market trends in AI, cloud services, high-performance computing, and advanced packaging technologies, and represent substantial long-term growth potential for our Group.

See Section 7.7 of this Prospectus for our current products and services, and Sections 7.5.1 to Section 7.5.4 of this Prospectus for our future products and services.

## 7.6 MODE OF OPERATIONS

### (i) Silicon IP segment

For the Financial Years/Periods Under Review and up to the LPD, our arrangements with customers for the design of standard and custom silicon IPs are primarily based on lump-sum contracts secured, where contract periods generally range from 1 to 3 years, including technical support and warranty obligations. Contracts are secured based on submission of proposals directly to potential customers. Once all technical specifications and commercial terms have been agreed, our customers will then award the contracts.

The payment is in the form of agreed fees based on milestones stipulated in the contracts, which commonly include an initial milestone payment upon signing of the contract. For the Financial Years/Periods Under Review and up to the LPD, all revenue from our standard and custom silicon IPs is based on outright sales for the right-of-use of our IP designs. For certain contracts, we are subject to variable consideration, where we are entitled to additional revenue if the silicon IP meets certain performance targets specified in the contract. There were no reversals of revenue recognised arising from variable considerations during the Financial Years/Periods Under Review.

Our customers can only use our standard and custom silicon IPs for specific projects as agreed. The use of our standard and custom silicon IPs for different projects will be subject to additional payment and conditions. Our customers commonly have the right-to-use per project and are not allowed to resell and do further development on our standard and custom silicon IPs, while we continue to own the IP rights to the design.

We enforce strict limitations on the use of our silicon IP through a combination of contractual, confidentiality, and operational safeguards. Our silicon IP contracts generally prohibit any use beyond the licensed project, as well as any sublicensing, unauthorised modification, or reverse engineering, and are supported by confidentiality undertakings and silicon IP ownership clauses that ensure any silicon IP delivered remains protected. In addition, our contracts include clear contractual remedies, including the right to seek damages, which provide enforceable legal recourse in the event of misuse. From an operational standpoint, our customers' effective use of our silicon IP requires continuous collaboration and technical support from our team throughout our customers' design and testing process. In the absence of such involvement, our silicon IPs are not practically or commercially usable. Collectively, these safeguards ensure our customers remain fully compliant with the permitted scope of use.

**(ii) Custom ASIC and other silicon products segment**

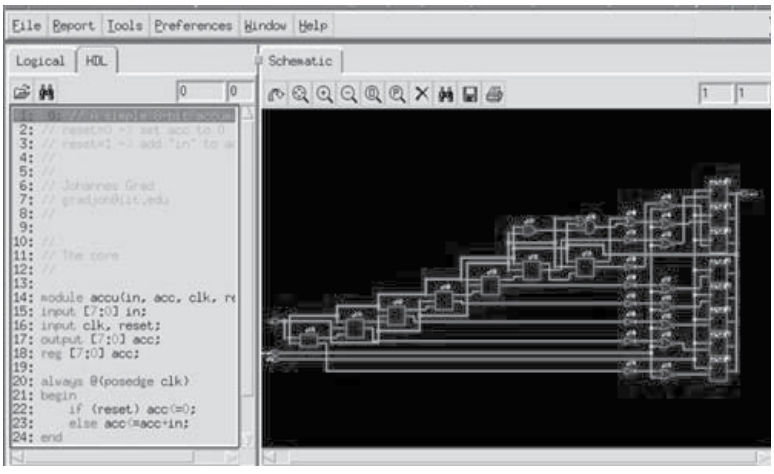
As at the LPD, we have 6 contracts for the design and development of custom ASICs and other silicon products namely RISC-V SoC and FPGA subsystems. Depending on the types of contracts secured, revenue is derived from design and development work completed based on the contracts, as well as product sales based on confirmed purchase orders under cost-plus arrangements.

## 7.7 PRODUCTS AND SERVICES

### 7.7.1 Overview

We are an IC design company specialising in silicon IPs, including standard silicon IPs and custom silicon IPs as well as silicon products including custom ASIC.

**Part of an IC diagram we would normally design**




An IC is a miniature electronic device made up of interconnected transistors, resistors, capacitors and other components etched onto a small piece of semiconductor material, usually silicon. Connections in the context of ICs are conductive paths that allow electrical signals to move between different components and devices on the chip. They enable communications and interactions between various parts of the circuit.

## 7. BUSINESS OVERVIEW *(Cont'd)*

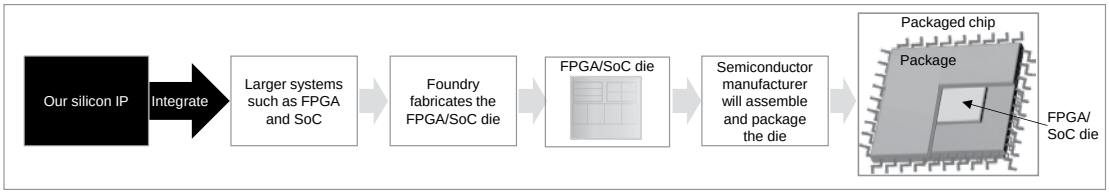
Silicon IP refers to complex pre-designed and reusable functional blocks or modules of circuitry. These blocks can operate as standalone chips or be integrated into larger ICs to perform specific functions, such as processing or communication. Our IPs are pre-designed and pre-verified modules that simplify the design process for chip designers by eliminating the need for extensive design, verification and testing of these functional cores.

The term 'IP' in relation to our IC indicates that we are the original designer and owner of the intellectual property associated with our IC. This allows us to resell or reconfigure our silicon IP for any customer of our choice.

A custom ASIC is a semiconductor chip designed for a specific application rather than for general-purpose use.

Once we have completed our design of silicon IP, they are compiled into several file formats which are digital formats and may be transmitted over a normal network such as the internet, or stored in a normal data storage device.

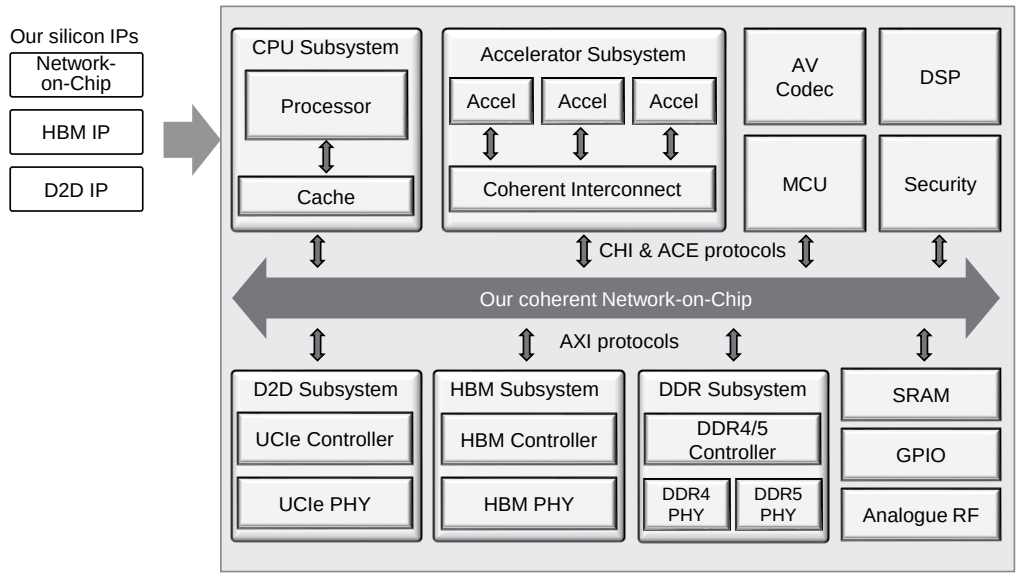
**Our position within the value chain of producing a chip**




Our silicon IPs are commonly integrated with other ICs to form larger systems, such as SoC, CPU and FPGA (a type of functionally reconfigurable IC). These integrated systems are then sent to a foundry for IC die fabrication. Finally, the semiconductor company packages the die into a finished chip, which is then assembled onto a motherboard for inclusion into a device.

For silicon IP designs, we undertake comprehensive end-to-end design and development. This process includes system specification; architectural, functional, logic, circuitry and physical design; as well as verification and testing. Our verification process involves simulations, timing analysis and design rule compliance checks. We also develop testbenches and simulation environments to validate the functionality and performance of our IPs.

The following diagram illustrates our silicon IP within a larger processing system:



## 7. BUSINESS OVERVIEW *(Cont'd)*

***Note:***

*HBM = high-bandwidth memory; D2D = die-to-die; Accel = accelerator; MCU = microcontroller unit; DSP = digital signal processing; SRAM = static random-access memory; GPIO = general-purpose input/output; analogue RF = analogue radio frequency; PHY = physical layer*

Our technical personnel team is equipped with the know-how of designing silicon IPs and products, with the aid of EDA tools, in advanced process technologies including via PDKs from foundries. EDA tools are software tools that enable us to carry out the design, verification and testing processes, while the PDKs enable us to access technologies from foundries to ensure our IC designs are compatible with the foundry fabrication technologies and processes such as fabricating ICs using process nodes down to 3nm.

We collaborate with EDA tool providers to develop our designs using their tools, such as simulators, modelling systems and logic and physical synthesis tools. Additionally, we participate in final design reviews conducted with customers and foundries to ensure that our IP designs are integrated in line with specified requirements. This process is concluded with the 'tapeout' phase, indicating that our design has been approved and is ready for fabrication into silicon products.

Our technical capabilities are also enhanced by our continuous R&D as demonstrated by our track record of being providers of various memory interface IPs for DDR, LPDDR and HBM. Additionally, our R&D has enabled us to patent our works. As at the LPD, we have 36 patents registered in Malaysia, China and the USA, and 77 patents pending application/registration in Malaysia, China and the USA.

As at the LPD, we have a total of 365 technical personnel including engineers led by our Chief Technology Officer, Teh Chee Hak. Our IC design capabilities include the following:

- **Advanced process node expertise**: We are proficient in designing IP and IC using advanced process nodes down to 3nm, facilitated by access to the relevant PDKs.

- **High-speed memory interfaces**: We have successfully designed and commercialised high-performance memory interfaces such as DDR4/5 with per pin data rate up to 3200 MT/s, LPDDR4x with data rate per pin up to 4267 MT/s, and HBM3 with data rate per pin up to 6.4 Gb/s. Our latest HBM3E is designed to achieve data rate per pin up to 8.0 Gb/s and above.

- **Custom silicon IP development**: We develop custom silicon IPs, tailored to specific application requirements and performance targets, including ASICs.

- **Integration with EDA tools**: We utilise EDA tools to streamline our design process for silicon IP and custom ASIC development.

- **On-chip high-speed interconnects**: We design on-chip high-speed interconnects such as Network-on-Chip architecture for efficient data transfer and integration in complex systems.

- **Precision in timing and signal integrity**: Our design enables high-speed data transfer by addressing timing and signal integrity requirements through precise modelling and simulation, especially in high-speed memory interfaces and Network-on-Chip interconnects.

- **Integration expertise**: Our design enables seamless integration of memory interfaces and on-chip interconnects within multi-processor systems, using our in-house developed integration and configuration software, namely RAPTuner for integration with our Network-on-Chip.

### 7.7.2 Standard and custom silicon IPs

Our design and development of silicon IP can be broadly categorised into standard and custom silicon IPs as follows:

**(i) Standard silicon IP**

We design standard silicon IP that adheres to industry specifications, such as JEDEC and UCIe standards. Our standard silicon IPs include memory interface IP, Network-on-Chip IP, and D2D interface IP. See Sections 7.7.3 to 7.7.7 of this Prospectus for further details of memory interface IP and Network-on-Chip IP.

**(ii) Custom silicon IP**

Custom silicon IPs are typically designed to meet specific performance, power and area requirements, or to offer enhanced or extended features customised to particular customer specifications to ensure optimal integration and functionality for customers' products.

We design and develop custom silicon IPs with the following features:

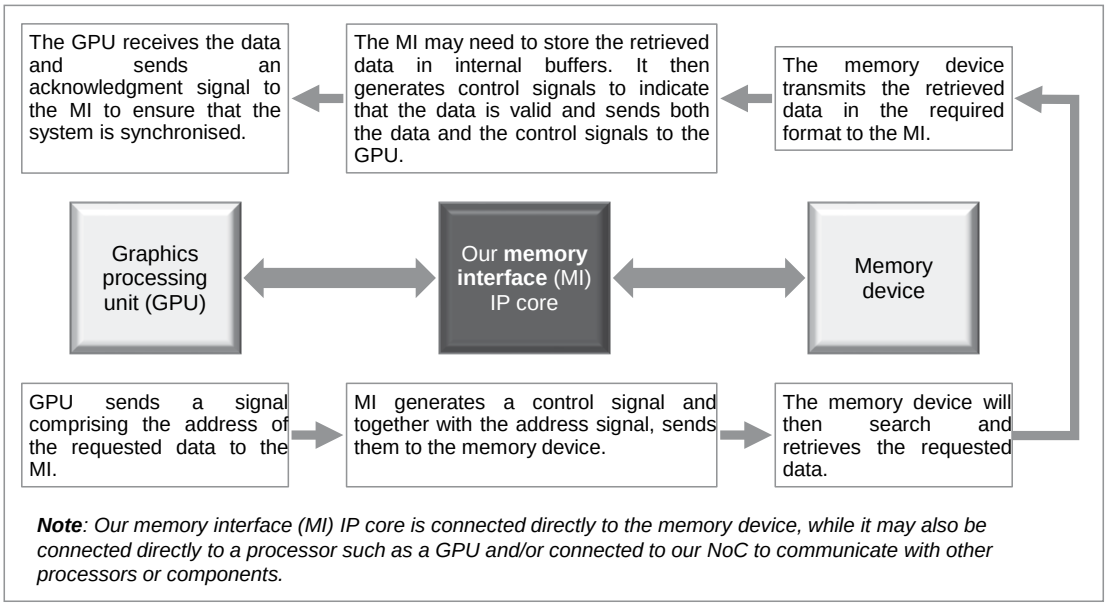
- multi-interface protocols that can support different standards or communication protocols such as DDR and LPDDR memory interfaces, MIPI interfaces, LVDS interfaces and GPIO interfaces. These multi-interface protocols often incorporate bridging mechanisms which enable data to be translated or converted between different protocol types seamlessly, enabling communications across systems (such as CPU, memory and sensors).

- low-power low-latency memory interface features designed to minimise power consumption and optimise memory protocol handling for data flow between compute cores and memory, which are targeted for wearables.

### 7.7.3 Memory interface silicon IP

We design the IP for the memory interface core. A memory interface core is a specialised module or functional block to facilitate communications between a memory device and a digital logic device.

**Illustration of the interaction between our memory interface IP, GPU and memory device**




***Note**: Our memory interface (MI) IP core is connected directly to the memory device, while it may also be connected directly to a processor such as a GPU and/or connected to our NoC to communicate with other processors or components.*

**7. BUSINESS OVERVIEW** *(Cont'd)*

Our memory interface IP is crucial in IC design to ensure efficient and reliable communication between the memory and the processing unit or logic device, which affects overall system performance and functionality.

Some of the key functions of our memory interface IP include the following:

- **Protocol handling**: Our memory interface IP implements the specific communication protocols and manages the control and address signals, data transfer and acknowledgements required by various memory types, such as DDR, LPDDR and HBM interfaces.

- **Data buffers**: Our memory interface IP uses data buffers to temporarily store data for synchronisation between the processor and memory, as well as to reorder data for more efficient processing.

- **Timing management**: Our memory interface IP manages clock signals and timing parameters for read (data retrieval) and write (data storage) operations to synchronise these actions and avoid conflicts or out-of-sequence read/write operations.

- **Error correction**: Our memory interface IP also includes error detection and correction capabilities (such as error correction code) to ensure reliability and data quality during data transfers.

- **Power management**: Our memory interface IP often incorporates power management features to optimise energy consumption, particularly important in mobile and embedded applications.

- **Configuration and initialisation**: Our memory interface IP typically includes functions for configuring and initialising memory devices, ensuring that they are correctly set up correctly and trained before use.

Our memory interfaces are used for the following applications:

- **Memory and CPU interface**: This is the most common application, where memory interfaces connect the system's memory (random-access memory) to the CPU. This ensures data and instructions are efficiently transferred between these components.

- **Memory and GPU interface**: In systems with a GPU, memory interfaces connect the GPU to its dedicated memory such as HBM. This is essential for high-bandwidth data transfer required for graphics processing.

- **Memory and other accelerators**: Memory interfaces are used to connect memory to other accelerators, such as DSPs, network interface controllers or custom hardware accelerators. This helps in offloading specific tasks from the CPU and improving overall system performance.

- **Memory and network interfaces**: For high-performance networking applications, memory interfaces may connect to network traffic management ASICs or other network components, facilitating high-speed data transfer and buffering.

- **Inter-processor communication**: In multi-processor or multi-core systems, memory interfaces can be used to facilitate communication between different processors or cores. This includes sharing data between processors in a multi-core CPU or between different chips in a SoC.

- **Memory hierarchies**: In complex systems, memory interfaces help manage various levels of memory hierarchy, such as cache memory, main memory and off-chip memory. Efficient interfaces are crucial for maintaining optimal performance across these different memory hierarchy levels.

Our memory interface IPs adhere to JEDEC standards to ensure interoperability and reliability, focus on increased data rates for faster data transfers, power efficiency optimisation and maintaining signal integrity.

Our memory interface IPs are pre-designed and pre-verified, which enables us to either resell it as-is or quickly reconfigure it for use in different applications and for different customers instead of designing the memory interface core from scratch.

Our memory interface IP also operates through a memory interface IP firmware, in which the development is carried out in-house. This firmware is crucial for ensuring the functionality, efficiency and compatibility of our memory interface IP with various memory technologies and suppliers. Some of the functionalities of the firmware that we develop include the following:

- Perform initialisation, configuration and training sequences to initialise and configure the memory device.

- Performance optimisation including timing analysis to ensure that the memory interface meets the required timing constraints, and to optimise the design to achieve the desired throughput and latency metrics.

- System compatibility to ensure that the memory interface integrates smoothly with other IPs in the system such as CPU and GPU.

- Power management to optimise power consumption of the memory interface, and to handle low-power modes and power-saving features.

Our comprehensive memory interface IP integrates multiple functionalities, including a memory controller IP and PHY IP as follows:

- **Memory controller IP**: The memory controller IP is designed to manage communication between the memory subsystem and processor or other system components. It handles the logical operations required to read from and write to the memory according to the specific memory standard in use. This involves translating the processor's requests into appropriate commands for tasks such as initialisation, refresh, power-down, error correction and data flow management.

  The design of the memory controller IP incorporates the following considerations and parameters:

  - Command sequencing: Converts memory commands from the processor into sequences of commands suitable for the memory device. This includes managing the proper sequencing and timing of commands to ensure correct operation.

  - Address translation: Maps virtual addresses used by the processor to physical addresses in the memory device. This ensures that data is correctly located and accessed.

  - Data path management: Manages the data path for read and write to ensure data integrity and proper timing. This involves designing data queues that support the transfer of data signals between the controller and the memory devices. The number of data queue lines varies depending on the memory type and configuration.

- Timing control: Ensures that memory operations adhere to timing constraints specified by standards such as DDR5 and HBM3. This includes managing signal timing to meet performance requirements.

- Error correction: Implements error detection and correction algorithms to maintain data integrity and reliability. This ensures that data errors are detected and corrected as needed.

- Power management: Incorporates features to reduce energy consumption, especially during idle periods, to enhance overall power efficiency.

- **PHY IP**: The PHY IP is designed to manage the physical data transmission, handling the electrical and timing characteristics required for the connection between the processor and memory devices. It converts digital signals from the memory controller into the appropriate physical signals for the memory device. This ensures that electrical signals are accurately converted and timed to maintain reliable and high-speed data transfer.

  The design of the PHY IP incorporates the following considerations and parameters:

  - Signal integrity: Ensures minimal distortion and noise during signal transmission, maintaining high-quality data transfer.

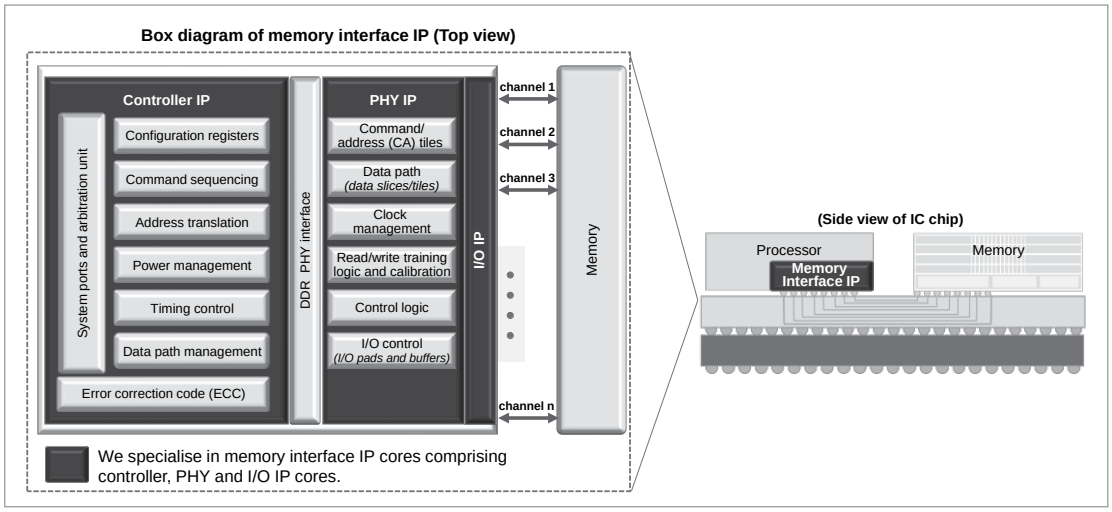
  - Timing calibration and management: Provides precise timing control to meet the stringent requirements of high-speed memory interfaces, ensuring accurate data transmission.

  - Interface standards: Adheres to physical interface standards based on the memory technology used, such as DDR, LPDDR or HBM. This ensures compatibility with various memory types and configurations.

  - Calibration: Maintains optimal signal integrity and performance through calibration processes. This includes data serialisation and deserialisation, converting parallel data from the memory controller into a serial form for transmission, and then converting it back to parallel form upon reception.

  - I/O management: Manages physical input and output pins that connect memory to other system components. It handles the actual connections to the memory, including driving and receiving signals at the required voltage levels. The design incorporates features for electrostatic discharge protection, adherence to I/O standards, and power distribution management. This ensures that signals are properly driven and received, facilitating reliable physical transmission and reception of data.

A box diagram to illustrate the memory interface IP we designed is depicted below:




*n = number of channels*

We can design memory interface IP across a range of process nodes down to 3nm. For the Financial Years/Periods Under Review and up to the LPD, we have developed the following memory interface IPs that are licensable to customers:

| **Memory interface IP** | | | | | | |
|---|---|---|---|---|---|---|
| | **LPDDR4** | **LPDDR4x** | **LPDDR5** | **LPDDR5x** | **HBM3** | **HBM3E** |
| Memory controller | √ | √ | √ | √ | √ | √ |
| PHY | √ | √ | √ | √ | √ | √ |

### 7.7.4 DDR and LPDDR memory interface IP

DDR and LPDDR memory interface IPs are specially designed to facilitate efficient communication between processors and their respective DDR or LPDDR memory modules. These IPs ensure compliance with the performance and reliability standards required by each memory type. DDR memory interface IPs are optimised for high data transfer rates, while LPDDR memory interface IPs offer the additional benefit of lower pin count and lower power consumption, making them ideal for energy-efficient applications. Both DDR and LPDDR memory and their corresponding interface cores are used in a range of applications, including general computing, networking equipment, embedded systems and consumer electronics.

We have successfully commercialised various versions of our DDR and LPDDR memory interface IPs including the memory controller and PHY with the following features:

- data rate and bandwidth that support data rate per pin up to 8533 MT/s and above for LPDDR5x to meet the requirements of both mobile and server memory standards;

- latency management optimised to improve performance by minimising delays in data access and transfer;

- channel configurations capable of single-channel, dual-channel or multi-channel configurations to enhance bandwidth based on application needs;

- error correction code to detect and correct data transfer errors for DDR types;

- initialisation featuring automated initialisation sequences during startup for streamlined operation; and

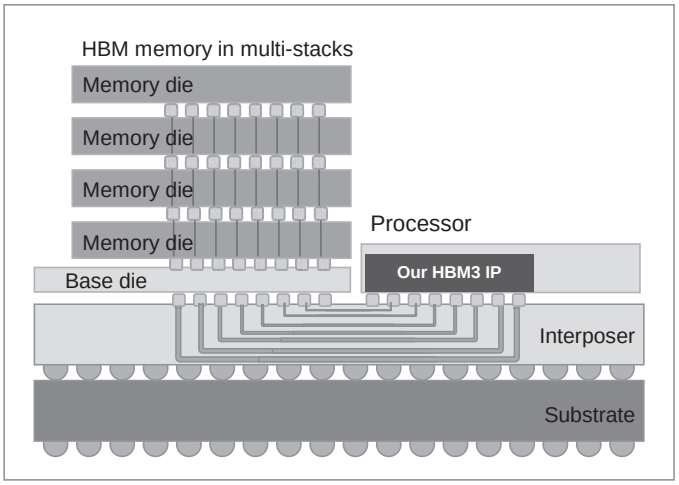
- power management including power-saving features such as power-down modes, dynamic frequency switching and self-refresh to reduce power consumption when the memory is not actively in use.

Some of the features and typical performance of our standard LPDDR memory interface IPs include:

| Memory Interface IP | Max data rate per pin | SDRAM mode support | Common applications |
|---|---|---|---|
| LPDDR4 | 3200 MT/s | x8, x16 | Optimised for lower power consumption, this solution is ideal for mobile and power-critical applications such as smartphones, tablets, wearable devices, IoT devices, and other consumer electronics. It is also well-suited for deploying AI applications. |
| LPDDR4x | 4267 MT/s | x8, x16 | |
| LPDDR5 | 6400 MT/s | x8, x16, x32 | |
| LPDDR5x | 8533 MT/s and above | x8, x16, x32 | |

### 7.7.5 HBM interface IP

HBM is a type of high-speed memory designed to provide significantly greater bandwidth compared to traditional DRAM. Our HBM interface IP is optimised to handle these higher data transfer rates, ensuring efficient communication between processors and HBM devices. It also ensures compliance with the performance and reliability specifications set by HBM standards. HBM devices and their interfaces are used in applications such as AI, machine learning, data centres and high-end graphics cards, where large volumes of data need to be processed and rendered efficiently and speedily.




Through our R&D efforts, we began with the HBM3 controller and PHY IP in 2022 and have continued to innovate, and commercialised the new HBM3E interface IP in 2024. These technological advancements reflect our ongoing commitment to increasing memory interface bandwidth and enhancing overall system performance to meet the growing demands of high-performance computing, AI and data-intensive applications.

Our HBM interface IPs are designed to facilitate high-speed data communication between a host system (such as an FPGA or SoC) and multi-stack HBM modules within a packaged semiconductor device.

We specialise in designing the HBM interface IP with the following features:

- **interface management** to manage data transfer between the host system and memory device to ensure data integrity and proper timing;

- **clock management** to generate and manage clock signals for the HBM memory interface, ensuring synchronisation between the controller and memory. This includes timing calibration to guarantee reliable data transfer;

- **protocol handling** to oversee command scheduling to optimise the order and timing of memory access commands for maximum throughput, and manage data transactions according to the HBM protocol;

- **power management** to optimise power consumption based on the operational state and workload, featuring dynamic power adjustment to meet performance requirements; and

- **additional features include** error detection and correction mechanisms to ensure data integrity and reliability, performance monitoring of the memory system, memory initialisation sequences on power-up or reset, execution of training sequences for signal timing calibration, and configuration, monitoring and debugging features to support system integration.

We have successfully taped out two HBM interface IP designs that support data rates up to 9.6 Gb/s. These designs utilised stacked DRAM dies connected to a very wide 1024-bit bus interface, following JEDEC standards.

The typical features and performance of our HBM interface IP are as follows:

| HBM Interface IP | HBM3 | HBM3E |
|---|---|---|
| Maximum data rate per pin | 6.4 Gb/s | 8.0 Gb/s and above |
| Memory bus interface width | 1024-bit | 1024-bit |
| Bandwidth per stack (memory throughput) (1) | 819 GB/s | 1024 GB/s and above |

***Note**:*

*(1) Assuming 1024-bit data bus interface width.*

### 7.7.6 Network-on-Chip IP

In 2021, we began our design and development of Network-on-Chip IP, specifically for coherent Network-on-Chip IP to enhance communication and data flow across various components and subsystems within a SoC. In 2022, our coherent Network-on-Chip IP was licensed to a major customer.

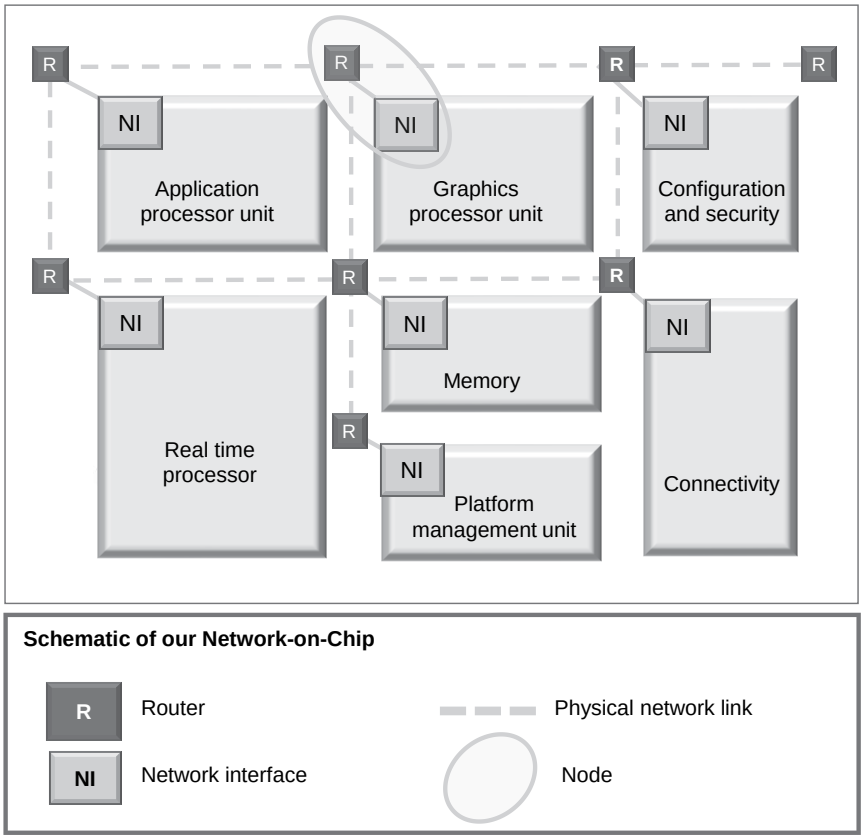
The primary function of Network-on-Chip IP is to manage and optimise communication between different components within a chip such as a SoC, CPU and FPGA. This IP provides the essential infrastructure for efficient data transfer, signal routing and connectivity among components or subsystems within a chip.

Our Network-on-Chip IP architecture links various components and subsystems, including processors, memory, AI accelerators, security components and other I/O components, to enable seamless communication between them. Our coherent Network-on-Chip IP addresses specific performance, power efficiency and area requirements, and is employed in a range of applications in computing, AI and communications.

## 7. BUSINESS OVERVIEW *(Cont'd)*

We use a router-based Network-on-Chip architecture, which employs smart routers to manage and facilitate communication between various components, subsystems or cores. This approach reduces wire routing congestion, enhances performance and optimises power consumption to meet targeted functional and performance specifications. The primary design elements of our Network-on-Chip IP include routers, network interfaces and physical links as illustrated in the diagram below:

**Block view of our Network-on-Chip IP**




- A router's primary function is to receive data and transmit it through the Network-on-Chip to its intended destination. The router is connected to both its network interface and the overall Network-on-Chip.

- A network interface is attached to a processor, memory or other subsystem or core. When a subsystem needs to send data to another subsystem, the network interface encapsulates the data into packets, formats them according to the Network-on-Chip protocol, and then hands over the formatted data packets to the router for transmission over the Network-on-Chip to the destination node.

- The physical links which represent the network pathway, connect routers and network interfaces to facilitate communication between nodes and subsystems.

## 7. BUSINESS OVERVIEW *(Cont'd)*

Our routers are "smart routers" having the following features:

- quality of service to prioritise different types of traffic to ensure optimum performance and reliability;

- fault tolerant to handle and recover from faults or failures within the network; and

- traffic management using advanced algorithms for load balancing and congestion management.

Our Network-on-Chip IP design and development cover various aspects including among others:

- **Topology creation**: This involves defining the arrangement of nodes and their connections within the network. Each node typically includes a router, which is responsible for managing data routing. These routers are interconnected in a network that facilitates communication with other routers in the system, enabling efficient data exchange across the entire Network-on-Chip.

- **Routing algorithm**: This involves determining the paths for data packet movement across the network. Algorithms can be deterministic or adaptive, affecting latency and throughput. Our routing algorithm is traffic aware and optimises for maximum throughput with low latency.

- **Flow control mechanism**: This involves managing data packet transmission to prevent congestion and data loss.

- **Quality of service**: This involves mechanisms to prioritise certain types of data traffic, ensuring efficient data transfer minimising latency and managing varying data flow requirements.

- **Bandwidth**: This includes link bandwidth and overall network throughput, which determine the data transfer rate.

- **Interconnect link design**: This covers the physical and electrical properties of links, including width, signalling and clocking techniques, and error detection/correction capabilities.

- **Buffering**: This involves the size, allocation and management of router buffers. Buffering impacts latency and congestion handling, with minimal latency being critical for high-performance applications.

Our Network-on-Chip architecture offers several key advantages over traditional interconnects, such as bus-based, point-to-point, hierarchical and cross-bar switches. These advantages make Network-on-Chip a popular choice for modern SoC designs, especially in systems with high complexity and performance demands.

Some of the benefits of Network-on-Chip architecture over other traditional interconnects include the following:

- **Scalability**: It uses routers and switches, which facilitate easy expansion by adding more nodes. This modular approach allows for increased scalability with minimal impact on overall system complexity, as new nodes can be integrated into the network without significantly disrupting existing connections or requiring major redesigns.

- **Performance**: It employs our proprietary routing algorithms and parallel communication to provide high performance and efficient use of bandwidth. It uses packet-based communication, which helps in managing and directing traffic more effectively compared to shared bus architecture. This reduces the risk of congestion and improves overall system performance.

- **Modularity**: The modular nature of Network-on-Chip facilitates ease of integration and reconfiguration.

- **Flexibility**: Able to customise topology, routing algorithms and network parameters to suit different applications.

- **Power efficiency**: It optimises data routes to reduce power consumption.

In addition, we have our in-house developed proprietary software to support the integration and configuration of our Network-on-Chip IP into our customer's ICs. Our proprietary software is typically packaged with our Network-on-Chip IP for use by our customers. Our Network-on-Chip IP integration and configuration software, namely RAPTuner, is a system optimisation tool that facilitates system modelling and performance analysis to enhance interconnect and memory performance. It is designed to integrate seamlessly with our memory interface IP and Network-on-Chip IP, which works in conjunction with other subsystem IP models.

Our Network-on-Chip IP encompasses both coherent and non-coherent Network-on-Chip IP, designed for high bandwidth, low power consumption and reduced latency in multi-processor semiconductors. They offer flexible configuration and reliable functionality.

- **Coherent Network-on-Chip IP**

  Coherent Network-on-Chip IPs are specialised interconnect designs that manage the coherence or consistency of data across different caches or memory locations in a multiprocessor or multi-core environment such as SoC or a multi-core CPU. Coherence ensures that all processors or cores in a system have a consistent and up-to-date view of shared data.

  To maintain data consistency across multiple nodes within the network, the following design considerations are implemented:

  - **Coherence protocols**: Our Network-on-Chip IPs adhere to standards such as AXI Coherence Extension (ACE) and Coherent Hub Interface (CHI) protocols to ensure interoperability and correctness. These protocols provide necessary coherence mechanisms, scalability and efficiency enhancements.

  - **Data path optimisation**: Focuses on pipeline design to ensure data and control signals propagate through the network within the clock period, achieving the desired operating frequency. By decoupling transactions, the network can handle multiple outstanding transactions simultaneously to maximise throughput.

  - **Latency management**: Minimises the number of intermediate nodes that data packets traverse by implementing efficient arbitration mechanisms to prioritise high-traffic operations and maintain low latency for critical tasks.

  - **Power efficiency**: Incorporates dynamic power management techniques such as clock gating and power gating to manage power consumption. Additionally, thermal management features are included to handle the heat generated by high-frequency operations, ensuring reliable performance.

- **Non-coherent Network-on-Chip IP**

  Non-coherent Network-on-Chip IPs are designed to provide efficient communication infrastructure within an SoC without maintaining data coherence across multiple caches. This focuses on efficiently routing data between nodes across the Network-on-Chip, prioritising high bandwidth, low latency and flexibility to meet performance specifications. Key functions in our designs include data routing, traffic management, topology configuration, protocol translation and power management.

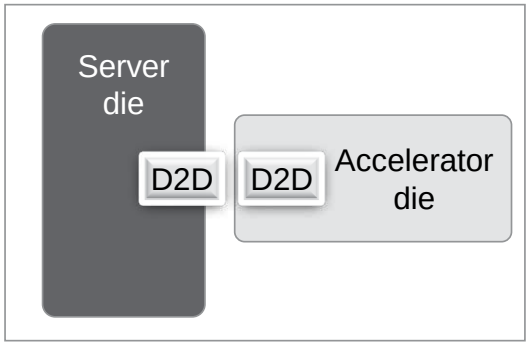
  Our non-coherent Network-on-Chip IP designs utilise simpler and more flexible protocols compared to coherent Network-on-Chip IP. We commonly use Advanced eXtensible Interface (AXI), Advanced Peripheral Bus (APB) and Advanced High Performance Bus (AHB) protocols to support high-bandwidth data transfers across various applications.

### 7.7.7 D2D interface IP

We developed and commercialised a new standard silicon IP, namely D2D interface IP in July 2025, to facilitate high-speed communication between different functional blocks within a multi-die package, such as a CPU, GPU and FPGA, or other processors configured in 2D, 2.5D or 3D structures.

The design and development will include both the controller and PHY block to facilitate connections between the interconnect layers across multiple dies. This will optimise power, performance (including latency and bandwidth) and area to enable efficient inter-die connectivity for a wider range of applications.

**Our D2D interface IP**




D2D interface IPs are used in a variety of applications, including the following:

- high-performance computing: D2D interface IP enables the integration of CPUs with accelerators such as GPUs or FPGAs, by combining the pre-designed and pre-verified chiplets to optimise power, performance and time-to-market, which are ideal for advanced computing systems;

- data centres: D2D interface IP supports the co-packaging of different dies within server systems, improving bandwidth and reducing latency for networking and storage applications, which enhance the efficiency and scalability of data centre operations;

- AI and machine learning: D2D interface IP facilitates high-bandwidth communication between specialised accelerators, CPUs, and memory. D2D interfaces are essential for scaling the processing of large datasets, reducing latency and increasing bandwidth, thereby significantly enhancing the performance of AI and machine learning workloads; and

- networking equipment: D2D interface IP enables the connection of multiple processors or FPGA dies, providing the high-bandwidth, low-latency communication necessary for compute-intensive applications in networking.

The D2D interface IP will comply with the UCIe protocol, which is designed for multi-module interconnections at speeds up to 2048 Gb/s per module. This compliance ensures interoperability and ease of integration.

This new D2D interface IP is designed for chiplet-based architectures, enabling efficient communication between chiplets within a single package. It supports connectivity between components such as CPUs, GPUs and memory modules, which meet the high-speed, low-latency requirements of multi-die packages. The key applications include high-performance computing, data centres, advanced computational systems for AI, and networking equipment.

### 7.7.8 Silicon products

#### 7.7.8.1 Custom ASIC

We leverage our expertise in silicon IP to expand into the design and development of custom ASIC. A custom ASIC is a semiconductor chip designed for a specific application rather than for general-purpose use.

This is to address business opportunities in emerging trends that require silicon products specifically designed and optimised for power efficiency and high performance. These segments include mobile communications, AI, high-performance computing, data centres and future automotive applications. Our portfolio of silicon IP and access to advanced process nodes down to 3nm provides us with a strong foundation for designing and developing new custom ASIC products.

Custom ASIC products are engineered to perform specific functions, offering enhanced efficiency in power consumption and performance, reduced physical footprint and the capability to execute proprietary algorithms that standard devices cannot perform efficiently.

The development process involves defining specifications, architecture definition, creating detailed designs and verification of the designs. We utilise design tools and software for simulation and verification before proceeding to prototype creation, testing, refinement and ultimately mass production.

Designing and developing custom ASIC products represent a new business activity for us. We have been focusing and will continue to focus on designing IPs and ICs that are combined with other third-party IPs to create complete chips or SoCs.

**(a) IoT ASIC**

The design of the IoT ASIC leverages our silicon IPs namely memory interface IP and Network-on-Chip IP. This IoT ASIC is a specialised IC designed to optimise for edge AI computing applications such as robotics, industry IoT devices, AI learning systems and secure access systems.

Some of the key design consideration features include:

- minimise power consumption;
- performance enhancement such as accelerated inference;
- reduce latency; and
- enhanced security.

As at the LPD, we have 2 contracts with a customer to jointly develop IoT ASICs with the incorporation of our silicon IP. Our IoT ASIC products integrate our memory interface IP and Network-on-Chip IP with our partner's proprietary IPs. Both of these IoT ASICs are built on a 7nm process technology.

**7. BUSINESS OVERVIEW** *(Cont'd)*

As at the LPD, the development status and launch timeline of our two IoT ASICs are as follows:

| IoT ASIC | 1st IoT ASIC (1) | 2nd IoT ASIC (3) |
|---|---|---|
| Initial design and development | √ | √ |
| Tapeout | √ | √ |
| Creation of mask set | √ | √ |
| Creation of prototypes | √ | √ |
| System and software development (2) | √ | On-going(4) |
| Pilot run and mass production (2) | √ | On-going(4) |
| Completion/expected completion | 2024 | 2026-2027(4) |

***Notes:***

*(1) The prototypes were completed in September 2024. We have commercialised this IoT ASIC in September 2024 with the sales of products.*
*(2) These were carried out by our technology partner.*
*(3) The prototypes were completed in April 2024.*
*(4) The initial pilot run was completed in November 2024. Meanwhile, the completion of the remaining system validation and mass production is subject to customer qualification processes and associated requirements. We expect the relevant validation and mass production processes to be completed within an indicative timeframe of 2026 to 2027, subject to the outcome of such processes and market conditions.*

Both of IoT ASIC project tapeouts were completed and the mask sets were created in 2024 after the ASIC design was fully verified and validated to meet all design specifications, rules and checks. The tapeout process generates the final design file used to create the mask set.

A mask set consists of a series of photomasks or photographic plates used in the photolithography process. Each photomask represents a specific layer of the ASIC. We are supported by a foundry in Taiwan, which is involved in wafer and die fabrication.

The prototypes for both IoT ASICs were completed in 2024 and samples of the packaged chips have been fabricated. The prototypes underwent a series of evaluations, including functional testing to confirm that the ASIC products perform their intended tasks effectively. The prototypes were integrated into the system board, and the system and software development will be carried out by our technology partner.

**(b) Custom AI inference ASIC**

Custom AI inference ASIC is a component within an AI system designed to work with a pre-trained AI model to make inferences or predictions based on new data inputs. During the training phase, the AI model learns from large amounts of data to identify patterns and relationships. Once the data is trained, the model is deployed onto the custom AI inference ASIC, utilising the trained AI model to apply those patterns and relationships to new data and generate predictions or make decisions.

The custom AI inference ASIC is designed to optimise the inference phase of AI models, enhancing both processing speed and power efficiency. The new custom AI inference ASIC is designed for on-premises AI inference scalable applications. On-premises scalable applications refer to software systems or platforms that are deployed locally within an organisation's hardware and infrastructure, such as desktops, servers and data centres. Some of the examples of on-premises AI inference scalable applications are AI inference systems for real-time decision-making, large-scale data analytics platforms or video surveillance systems with AI-based analysis for security monitoring.

An AI inference is a purpose-built product designed to accelerate specific AI workloads by improving computational efficiency. The architecture of this custom AI inference is optimised for AI algorithms and data structures, aiming to achieve high performance in both processing speed and power efficiency. It is tailored to accelerate operations critical to neural networks, such as matrix multiplication, convolution and other mathematical functions.

Neural networks often use matrix representations, where matrix operations are essential for many AI tasks. This chip can be designed to handle various AI workloads, including image recognition, speech recognition and natural language processing. For example, in image recognition, a neural network performs multiple matrix multiplications between an input image and learnt data matrices to produce a final classification output. Similarly, in machine learning, matrix multiplication is a key operation in algorithms where computations on weight matrices are performed. During training, the network learns to map input data to the desired output. Once trained, the network can be used for inference to classify new input data. Training and inference require different processing parameters in terms of memory bandwidth and computational needs. As at the LPD, we have a subsisting contract with a customer for the development of custom AI inference ASIC.

#### 7.7.8.2 Other silicon products

Other silicon products include:

- RISC-V SoC is a type of silicon products with the incorporation of RISC-V processor cores integrated with various silicon IPs including our Network-on-Chip IP and other third-party silicon IPs. RISC-V is an open-standard Instruction Set Architecture (ISA) defines how a processor works at the instruction level such as how it loads data or control program flow. As at the LPD, we secured a contract with a customer for the development of RISC-V SoC incorporating our Network-on-Chip IP in September 2025.

- FPGA subsystems consist of different functional blocks, and each of them is designed to perform a specific function within a FPGA system. These subsystems include processing, memory, interconnect and input/output blocks, which are designed to be integrated and configured within the FPGA. As at the LPD, we secured contracts in December 2025 and January 2026 to collaborate on the development of FPGA subsystems, which will incorporate our silicon IPs and third-party silicon IPs.

### 7.7.9 Others segment

Our other business activities include providing design services as part of our integrated customer support services, as well as design of memory test systems.

Leveraging our expertise in silicon IP design, we also offer customised design services to meet specific customer requirements. This enhances the adaptability and performance of our IP across various applications. Our services support the seamless integration of silicon IP into system designs, ensuring compatibility and functionality. This helps our customers accelerate product development cycles and efficiently deploy new technologies.

In addition, we have also completed several designs of memory test systems based on customers' requests, as well as providing engineering services for our custom ASIC products.

### 7.7.10 On-going and secured contracts

As at the LPD, we have 18 on-going projects for our silicon IPs and custom ASIC and other silicon products. This includes silicon IP contracts which generally range from 1 to 3 years, and custom ASIC contracts and other silicon products of up to 15 years (including initial design and development, and the sales of products which are subject to confirmed purchase orders based on the agreed contract terms).

The total project value amount to approximately RM247.1 million, of which the unbilled order book is approximately RM130.3 million as at the LPD, and is expected to be recognised as revenue between the FYEs 31 March 2027 and 31 March 2029. For avoidance of doubt, this amount does not include potential revenue from the sale of silicon products. See Section 12.2.18 of this Prospectus for further details on the unbilled order book.

## 7.8 MAIN OPERATIONAL FACILITIES

As at the LPD, the details of our main operational facilities are as follows:

| | Main function | Status | Built-up area (in square metres unless otherwise stated) | Location of facility |
|---|---|---|---|---|
| **Malaysia Operations** | | | | |
| SkyeChip[(1)] | Head office | Leased / Rented | 608 | 1-18-12 Suntech @ Penang Cybercity<br>Lintang Mayang Pasir 3<br>11950 Bayan Baru<br>Pulau Pinang |
| | Office | Leased / Rented | 792 | 1-17-01 Suntech @ Penang Cybercity<br>Lintang Mayang Pasir 3<br>11950 Bayan Baru<br>Pulau Pinang |
| | Office | Leased / Rented | 6,867 sq ft | 1-17-02 Suntech @ Penang Cybercity<br>Lintang Mayang Pasir 3<br>11950 Bayan Baru<br>Pulau Pinang |
| | Office | Leased / Rented | 1,903 | 1-20-01 Suntech @ Penang Cybercity<br>Lintang Mayang Pasir 3<br>11950 Bayan Baru<br>Pulau Pinang |
| | Office | Leased / Rented | 7,660 sq ft | No. 3F-1&2, 3rd Floor<br>Tower 4 @ PFCC<br>Jalan Puteri 1/2, Bandar Puteri<br>47100 Puchong<br>Selangor Darul Ehsan |
| **Vietnam Operations[(2)]** | | | | |
| SkyeChip Da Nang | Office | Leased / Rented | 260 | No. 151A Nguyen Dinh Chieu, Xuan Hoa Ward, Ho Chi Minh City |

***Notes:***

*(1) We occupy an office in the Silicon Research & Incubation Space under the Penang Silicon Design @5km+ initiative by the State Government of Penang where we enjoy the use of certain facilities and services for our IC design activities.*

*(2) For our Vietnam operations, we also utilise co-working spaces located in Da Nang City, Vietnam as at the LPD.*

See Section 7.27.2 of this Prospectus for further details on our material properties leased / rented by our Group.

## 7.9 MACHINERY AND EQUIPMENT

We are involved in IC design, supported by hardware and software comprising computers, servers and peripherals, with a net book value of RM5.6 million as at 31 October 2025. In addition, we also have engineering tools for our custom ASIC, with a net book value of RM36.7 million as at 31 October 2025.

## 7.10 PRODUCTION CAPACITY AND UTILISATION

Operational capacity, output and utilisation rate do not apply to our silicon IP and custom ASIC design operations as the nature of our business is based on providing services. We do not depend on the use of machinery and equipment, except for general computing equipment, to provide these services.

## 7.11 BUSINESS PROCESS FLOW

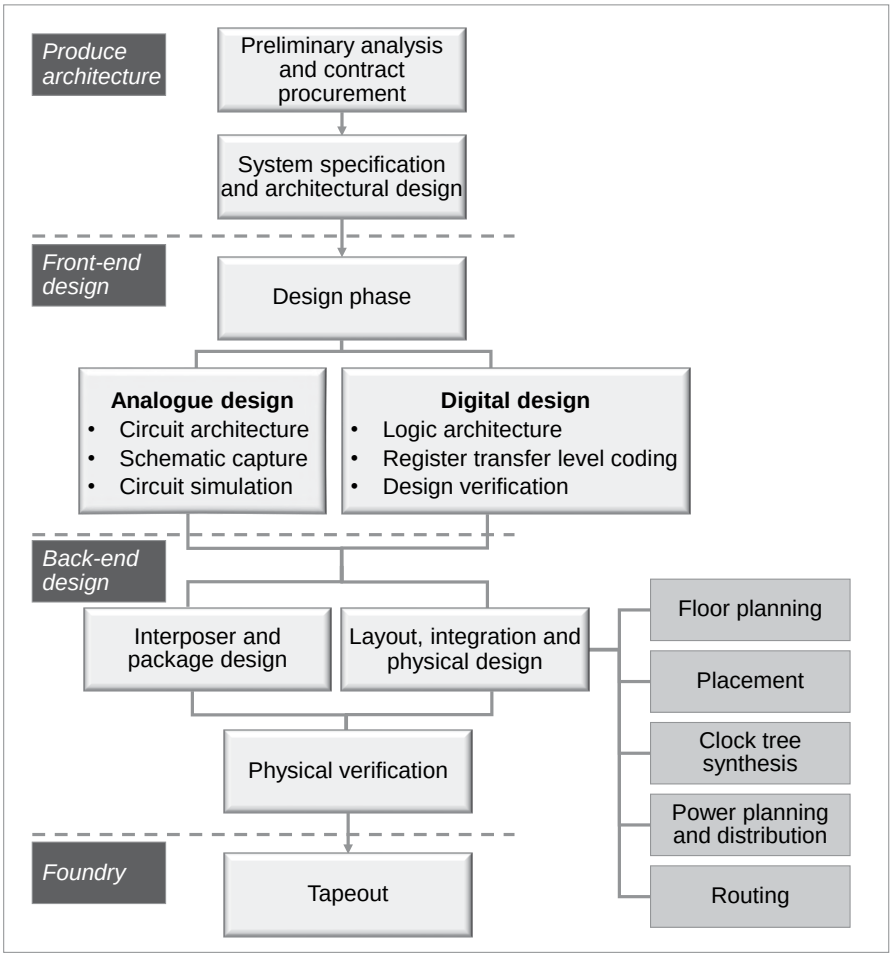
### 7.11.1 Design and development of silicon IP

We carry out end-to-end design and development work for silicon IPs, specialising in memory interface IP and Network-on-Chip IP for our customers. Our design and development process supports both first-time development of standard and custom silicon IPs tailored to individual customer needs.

For standard silicon IPs, we design and develop IPs based on industry standards such as JEDEC and UCIe, supported by our continuous research and development effort. Our standard silicon IPs are fully configurable, allowing us to customise them to meet each customer's specific needs while ensuring compliance with relevant industry standards. For custom silicon IPs, we design and develop IPs based on unique specifications provided by our customers, ensuring that the IP meets their technical and functional requirements.

## 7. BUSINESS OVERVIEW *(Cont'd)*

Our business process flow for the design and development of silicon IP for our new customers is depicted below:




**Preliminary analysis and contract procurement**

Our business operation commenced upon receiving an expression of interest from a prospective customer. Our business development personnel will engage with the customer to understand their needs. We will determine whether to use standard silicon IPs, develop a new custom silicon IP or enhance an existing core design to best address their needs.

Based on the gathered information, we will develop a proposal outlining our proposed solution, project scope, timeline and fee quotation. If our proposal receives initial acceptance, we will fine-tune our proposal after further discussions, resulting in a final proposal ready for customer acceptance.

**System specification and architectural design**

Upon securing a contract, we will conduct a detailed user requirements study to establish a comprehensive system specification. This process translates customer needs into detailed technical requirements, including functionality, performance, power consumption, complexity and chip size parameters. The system specification is provided to our customer for further fine-tuning and approval.

Subsequently, our architectural design phase will commence based on the agreed system specification. This involves defining the IP's overall circuit structure, components and required functional blocks, creating a blueprint for subsequent design stages. The specific function blocks vary depending on the IP's functionality. Some common functional blocks include:

- register structures: to store data temporarily;
- control units: to coordinate the operations across the design blocks;
- I/O interfaces: to connect the IP to external systems;
- clock and reset circuits: to provide timing and synchronisation;
- data path: for routing data between components;
- configuration structures: to manage the functionality of various design blocks; and
- test structures: to test the design for debugging and manufacturing.

**Design phase**

We primarily use two types of designs for different applications, namely analogue and digital. Analogue designs are mainly used for signal processing, such as sound, audio and radio frequency transmissions, while digital designs are mainly used for data processing in discrete form, often represented as binary.

*Analogue design*

We begin our analogue design by developing a top-level architecture that meets the required specifications to establish the overall circuit architecture. This is followed by creating device-level circuit descriptions using components such as transistors, resistors and capacitors to support the design. EDA tools are used to capture the circuit as a schematic. We then use simulation tools to analyse the circuit's behaviour under various conditions, identifying and rectifying potential issues early in the process.

*Digital design*

We begin our digital design by modelling the circuit's functionality, structure and data flow using register transfer level design to establish the logic architecture. This involves decomposing the circuit into smaller and manageable sub-modules, represented in hardware description languages such as Verilog. Next, the register transfer level design is synthesised into a gate-level netlist through logic synthesis, optimising for power, performance and area. We use EDA tools to automate this process, generating a netlist that specifies logic gates and their interconnections.

Additionally, we implement design-for-test techniques by incorporating additional features such as scan chains, built-in self-test and boundary scan cells to facilitate testing and debugging of both analogue and digital components, ensuring design accuracy and timing integrity. Logic verification is also performed as part of design verification, ensuring the design's functionality against its specifications before physical implementation. This process uses simulation, formal verification and verification IP to ensure the design operates correctly across various input scenarios.

**Layout, integration and physical design**

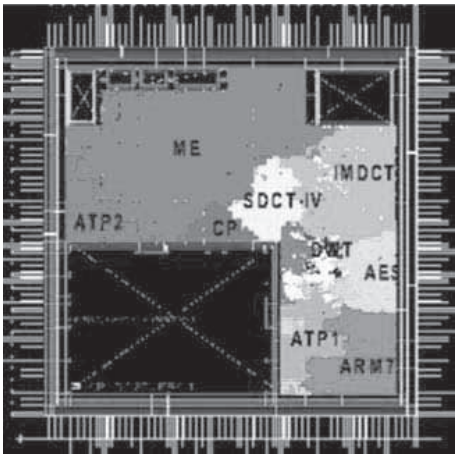
Our technical personnel will design the physical implementation of the analogue circuitries, followed by integration of both analogue and digital circuit blocks into a single and cohesive layout database.

During the physical design stage, the netlist is converted into a geometric layout, which specifies the placement of components and their interconnections on the silicon die. EDA tools automate routine tasks such as floor planning, placement, clock tree synthesis, power distribution and routing. Despite the automation, our technical personnel actively monitor the process for optimisation and make critical decisions to improve performance, resolve design errors and optimise overall layout.

We use PDKs provided by foundries in all design stages to ensure our IC designs are compatible with the foundries' fabrication parameters and methodologies. PDK contains design rules that define the limitations of the fabrication process and the electrical properties of the fabrication materials. These rules ensure that the design adheres to the fabrication capabilities and meets the required performance standards.

*Floor planning*

**An example of an IC floorplan**




Floor planning involves the strategic placement of major function blocks, also known as macros, within the chip's die area. This process considers factors such as macro dimensions, power consumption, performance requirements, I/O placements and routing congestion.

*Placement*

Placement involves assigning specific locations of individual cells within the floorplan. We use algorithms like simulated annealing, genetic algorithms and analytical placers to optimise wire length, congestion, timing and power.

*Clock tree synthesis*

Clock tree synthesis involves distributing the clock signal evenly to all sequential elements in the design for proper timing of data transfers throughout the circuit. The goal is to minimise clock skew, which is the difference in arrival time of the clock signal at each sequential element, to meet the timing requirements and contribute to overall system performance.

*Power planning and distribution*

Power planning and distribution involves designing the power and ground supply network to deliver power efficiently to all circuit components.

*Routing*

Routing involves connecting the placed components with metal wires to establish the desired circuit functionality, forming a complete layout of an IP. This step is critical for ensuring that the signal integrity and performance requirements are met.

**Interposer and package design**

Upon customer request, we also perform interposer and package design once the ICs are fabricated by the foundries, to ensure our silicon IP functions optimally at the component level. Key factors in the design process include power delivery, performance requirements such as interconnect and signal integrity, thermal management, size and payout constraints, communication efficiency as well as compatibility with other system components based on the interposer PDK and package design rules provided by several outsourced semiconductor assembly and test service providers.

**Physical verification**

The completed physical database will go through extensive verification and testing to ensure the design of the IP meets its specified requirements and adheres to design rules. EDA tools and PDKs are crucial in this process to automate and validate various aspects of the design.

Some of the verification processes are as follows:

- **design rule checking**: to verify the layout adheres to foundry-specific design rules provided in the PDKs, checking parameters such as spacing, width and alignment to prevent fabrication issues;

- **layout versus schematic verification**: ensures the physical layout matches the original schematic, verifying connectivity accuracy and alignment between design intent and physical implementation;

- **timing analysis**: to analyse timing characteristics of the circuit, ensuring the circuit performs within the required parameters;

- **power integrity analysis**: to verify the power distribution network for voltage drops and potential noise issues, ensuring stable power delivery across the layout;

- **signal integrity analysis**: ensures signal quality and stability throughout the circuit to prevent issues such as crosstalk;

These verification steps use EDA tools in conjunction with PDK guidelines to ensure the design is optimised for manufacturability, performance and durability. Once the silicon IP is verified, the design will be included in our IC design libraries.

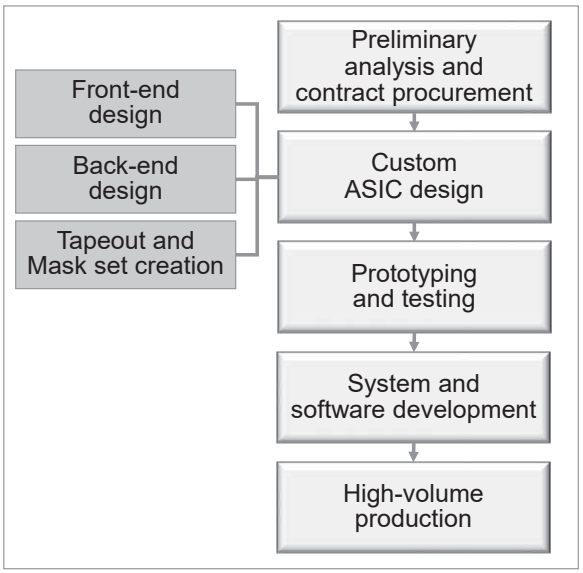
**Tapeout**

Upon finalisation of the silicon IP design, we create a geometric data file (GDSII) that accurately represents the silicon IP layout for customers to prepare for tapeout. The file is sent to foundries, where the silicon IP is integrated with other silicon IPs to form the full-chip database, followed by creating the mask set and fabricating ICs through the photolithography process.

### 7.11.2 Design and development of custom ASIC

The design and development of custom ASIC is a complex, multi-stage process that typically takes from several months to a few years, depending on the complexity of the ASIC. The process often involves collaboration among multiple parties, from initial design to high-volume manufacturing.

Our business process flow for the design and development of custom ASIC for our new customers is depicted below:



**Preliminary analysis and contract procurement**

Our business operation commenced upon receiving an expression of interest from a prospective customer. Our business development personnel will engage with the customer to understand their needs. We will determine whether to use our existing silicon IPs, develop new silicon IPs, or use third-party IPs to support the functionality of the target product.

Based on the gathered information, we will develop a proposal outlining our solution, project scope, timeline and fee quotation. If our proposal receives initial acceptance, we will fine-tune it after further discussions, resulting in a final statement of work ready for customer acceptance.

**Custom ASIC design**

Upon securing the contract, our technical personnel team begins the custom ASIC design process. The process includes the front-end and back-end design activities, integrating our silicon IP, third-party IPs and customer's proprietary IPs to create custom ASIC database.

The front-end design process involves architecture and micro-architecture definition, logic design and logic verification to ensure the design meets the required functional specifications. Following this, the back-end design focuses on physical implementation, including floor planning and placement and timing analysis, to ensure the design meets the required performance specifications and to prepare for tapeout. Once the physical verification process is completed, the design is considered final and enters the tapeout phase. The GDSII file from tapeout phase is sent to foundries to create a mask set and fabricate IC through photolithography.

For further details, see Section 7.11.1 of this Prospectus on "design phase", "integration and physical design", "physical verification" and "tapeout".

**Prototyping and testing**

The mask set is created based on the finalised ASIC design, and the wafer is used to fabricate IC on silicon wafers through photolithography. These wafers are thin and flat silicon slices containing multiple identical copies of the ASIC design. The wafers will be sent to outsourced semiconductor assembly and test service providers to be packaged. Once packaged, the prototypes are ready for system integration, where they are incorporated into the system for further validation and testing.

**System and software development**

Once the silicon prototypes are being made available, the customer will carry out system and software development focusing on hardware validation, driver development, firmware and system software development and integration, system performance optimisation, and application-level testing. The goal is to ensure the functionality of the prototypes and the target system.

**High-volume production**

After successful testing, characterisation and qualification, we proceed to high-volume production, which is carried out by foundries and third-party semiconductor assembly and test service providers.

## 7.12 R&D

We carry out R&D continuously given the evolving technological landscape. As at the LPD, our R&D activities are supported by 365 technical personnel including engineers led by our Chief Technology Officer, Teh Chee Hak. Our R&D activities are also supported by the use of EDA tools and PDKs. Our investment in R&D activities was fully expensed during the Financial Years/Periods Under Review, and mainly comprises technical staff costs, and software tools and related expenses, which accounted for RM22.1 million (38.7%), RM39.9 million (51.8%), RM59.7 million (50.0%), and RM43.2 million (48.3%) of our total revenue for the FYEs 31 March 2023, 31 March 2024, and 31 March 2025, and the FPE 31 October 2025 respectively.

In addition, we also collaborate with local universities to primarily support the training and development of talent and to undertake research projects to build research exposure and capabilities. During the Financial Years/Periods Under Review and up to the LPD, we have established collaborations with various universities in Malaysia, including Universiti Teknologi Malaysia, Universiti Putra Malaysia and Universiti Malaysia Perlis.

Our R&D activities are focused on the following areas:

- optimise memory access performance, efficiency, and power;
- Network-on-Chip architecture; and
- utilisation of the latest technology.

Through our R&D and product development efforts, we have developed several silicon IPs including DDR, LPDDR and HBM interface IPs. As the original designer, we retain the IP rights to all our designs, enabling us to reuse and adapt them for future applications and resale. We file patents to safeguard our intellectual property and to secure the right to our innovative inventions. As at the LPD, we have 36 patents registered in Malaysia, China and the USA, and 77 patents pending application/registration in Malaysia, China and the USA. See Annexure A of this Prospectus for further details on our patents.

We plan to expand our products and services including our silicon IP portfolio and field of application. We also plan to design and develop new IC products including compute and AI hardware accelerator, and 2.5D/3D silicon products. See Section 7.5 of this Prospectus for further details on our strategies and future plans.

### 7.12.1 Optimise memory access performance, efficiency, and power

We carry out R&D to optimise memory access performance, efficiency and power, focusing on the following objectives:

- enhancing the speed of our memory interfaces through advanced techniques such as high-speed design techniques and optimised data paths to improve the performance, efficiency and capability of the IC. Faster memory access enables quicker execution of programs and tasks and reduces latency which is critical for applications requiring real-time processing. High-speed memory interfaces also increase scalability by allowing the system to handle higher workloads without requiring immediate hardware upgrades. This capability facilitates emerging technologies such as fifth-generation mobile communication systems (5G), IoT and autonomous systems that demand rapid data processing and transfer.

- improving power efficiency through implementing advanced design techniques to reduce overall power consumption and enhance system performance. Our LPDDR memory interfaces are developed for low power consumption which is commonly used for mobile and power-critical applications, as well as for the deployment of AI applications.

As at the LPD, we have successfully designed and commercialised three types of memory interfaces, with the specifications of the latest generations we have commercialised described below:

- **DDR:** DDR4/5 with maximum data rate per pin of up to 3200 MT/s;
- **LPDDR:** LPDDR5x with maximum data rate per pin up to 8533 MT/s and above; and
- **HBM:** HBM3E with a maximum data rate per pin up to 8.0 Gb/s and above.

In addition, as at the LPD, we are carrying out R&D for LPDDR6 with a maximum rate of up to 14400 MT/s, and HBM4 with a maximum data rate per pin up to 8.0 Gb/s and above. Nevertheless, these memory interface IPs have yet to be commercialised.

### 7.12.2 Network-on-Chip architecture

We carry out R&D to advance our Network-on-Chip architecture to optimise data flow and memory access patterns to achieve higher data throughput, lower latency, and to improve scalability, reliability and security in multi-core systems.

Key focus areas for optimisation include the following:

- supporting heterogeneous processing to address diverse communication needs across different cores and subsystems;
- enabling reconfigurability and programmability to adapt Network-on-Chip designs to a wide range of applications and workloads; and
- ensuring the architectures are compatible with emerging technologies such as 3D stacking, optical interconnects and quantum computing.

As at the LPD, we offer both coherent and non-coherent Network-on-Chip designs, enabling us to support a wide range of IC products. Our capabilities are further enhanced by the commercialisation of our new generation Network-on-Chip IP in 2024. This new generation includes coherent and non-coherent Network-on-Chip IP with expanded protocol support, improved power efficiency, enhanced performance, and reduced latency and area.

### 7.12.3 Utilisation of the latest technology

We carry out R&D to utilise the latest technology, focusing on the following objectives:

- Design IC using an advanced process node, facilitated by access to PDKs from foundries to enhance performance, power efficiency and integration density. Our silicon IPs are designed and developed on process nodes down to 3nm.

- Utilise EDA tools for simulation, synthesis and physical design to streamline the design process, which improves accuracy and accelerates the development processes. We also continuously develop in-house design methodology improvements to further streamline the design process.

- Ensure seamless integration of memory interfaces and interconnects within multi-processor systems using our in-house developed integration and configuration software, namely RAPTuner. See Section 7.7.6 of this Prospectus for more information on our in-house developed integration and configuration software.

## 7.13 TECHNOLOGIES USED

We commonly use the following technologies in our design operations:

- EDA tools;
- PDKs; and
- Verification IPs.

### 7.13.1 EDA tools

EDA tools refer to software applications used in IC design processes. These tools automate various aspects of the design functions, thereby increasing efficiency and improving accuracy.

The common types of EDA tools that we use in our design operation are as follows:

- **Design entry tools**, which take a proposed circuit function and assemble the elements needed to build it, providing both physical and logical directions. They help create the appropriate geometric shapes and provide insight into how to connect these integral components.

- **Simulation tools** such as those used for prototyping, predict a circuit's behaviour by modelling its performance in the real world. This eliminates the need for trial and error by allowing design engineers to foresee how the circuit will operate under various conditions.

- **Verification tools** are used to ensure that an IC or chip meets expectations and performs the desired behaviours. These tools ensure compliance with design specifications and compare the actual function of the circuit to its predicted function. They also confirm that the interconnected parts of a circuit work together harmoniously.

### 7.13.2 PDK

PDK refers to a comprehensive collection of data used in the design of IC. PDK is typically provided by foundries and contains all the necessary information to ensure that an IC design is compatible with a specific manufacturing process. They include essential information, tools and guidelines that ensure manufacturability, enhance design accuracy, streamline the design process and maintain consistency across different components of the IC.

The key components of a PDK are as follows:

- **Design rules** are guidelines that define the physical constraints for layout design, such as minimum feature sizes, spacing between components and layer-specific rules. These ensure that the design can be reliably manufactured.

- **Design rule checking files**, which are files and scripts used to verify the layout adheres to the design rules to ensure design correctness and manufacturability.

- **Process parameters**, which are detailed information about the semiconductor fabrication process, including material properties and interconnect layer thicknesses. These are to accurately model the behaviour of the IC during simulation.

- **Standard cell libraries**, which are predefined logic gates of standard components such as NAND, NOR and XOR that can be easily resized and utilised by EDA tools for physical placement and routing.

- **Models**, which are electrical models of the components, including resistance, capacitance and inductance parameters are important for accurate circuit simulation and signal integrity analysis.

### 7.13.3 Verification IPs

Verification IPs are pre-designed independent verification models to validate the compliance of the IC design to industry standards and protocols. They are pre-built, reusable components used to simulate, monitor and test the behaviour of interfaces and protocols during the design verification process. Some industry standards that we follow include JEDEC and UCIe. Verification IPs are used in conjunction with EDA tools.

## 7.14 SEASONALITY

During the Financial Years/Periods Under Review and up to the LPD, we did not experience any material seasonality in our business.

## 7.15 MATERIAL INTERRUPTIONS IN OUR BUSINESS

We did not experience any material interruptions to our business operations during the past 12 months of our operations before the LPD. Additionally, as we can work remotely, we did not experience any material interruptions to our business operations due to the effects of COVID-19 during the Financial Years/Periods Under Review and up to the LPD.

## 7.16 SALES AND MARKETING ACTIVITIES

Our sales and marketing activities and strategies are targeted towards the following:

- We are positioned as an IC design company specialising in silicon IP and silicon products. As at the LPD, we are supported by 365 technical personnel including engineers in various disciplines including electrical and electronic, computer and software engineering. We market our technical expertise in multi-interface protocol architecture for high-speed interconnect and memory interface systems. Our skill set spans digital, analogue and mixed-signal designs, design-for-test, physical design, custom layout, packaging design, and silicon characterisation and verification.

- We also position ourselves as an original designer of various types of silicon IPs, we hold the rights to our designs supported by patents in Malaysia and foreign countries. As at the LPD, we have 36 patents registered in Malaysia, China and the USA, and 77 patents pending application/registration in Malaysia, China and the USA.

- In general, our business development team adopts a systematic approach to secure new customers. Some of the key steps are as follows:




  - **Initial engagement**: We adopt an active business development approach by continuously engaging with potential customers to understand their requirements. We will provide solutions that address their needs by leveraging market and technology trends, as well as our engagement in industry standards. We are involved in the review and recommendation of JEDEC standards through the involvement of our Chief Technology Officer, Teh Chee Hak. Our involvement increases our profile in the industry which helps us in our sales and marketing activities. More importantly we are aware of impending new standards arising from our involvement with reviewing and recommending JEDEC standards.

We engage with potential target customers by participating in industry conferences and events, showcasing our capabilities in technological advancements and new IP offerings. In addition, we present at these events to showcase our capabilities and establish networks and foster connections with peers and potential customers.

- **Engaging in technical discussion**: We conduct technical discussions with potential customers to understand their technical requirements and present product features demonstrating our technological capabilities.

- **Providing tools for customer evaluation**: Following the technical discussion, we offer evaluation kits which are demonstration tools or simulation models that we developed for customer evaluation. This allows potential customers to test our silicon IPs in their operational and development environment.

- **Follow-up and negotiation**: We follow up on the feedback gathered from the evaluation tools to address their needs and concerns, and this will be used to refine our offerings for the preparation of a proposal. Our proposal will outline terms, pricing and any additional services offered and there will be further discussion to finalise the contract ensuring that all terms are aligned between both parties.

- **Closing the deal**: The contract will be formalised upon the signing of the contract. Our technical team will then commence the onboarding process for the project based on the contract signed.

- **Post-sales and development phase support**: Our business development team will continue to maintain regular communication to provide support and updates to ensure customer satisfaction. At the same, our technical team will also actively provide support during the development phase and silicon bring-up phase to ensure customers receive guidance and technical resources throughout both the development phase and silicon bring-up phase to ensure smooth integration. In addition, we also involve collaboration with EDA tool providers and foundries during the development phase.

- For the Financial Years/Periods Under Review and up to the LPD, key industry events and conferences that we have attended include:

| Year | Description | Location |
|---|---|---|
| **May 2023** | COMPUTEX Taiwan 2023 | Taiwan |
| **January 2024** | Consumer Electronic Show (CES) 2024 | USA |
| **April 2024** | KL20 Summit 2024 | Kuala Lumpur |
| **June 2024** | 27th TSMC Technology Symposium Japan | Yokohama Bay Hotel Tokyu, Japan |
| **August 2024** | Synopsys Users Group (SNUG) Penang 2024 | Malaysia |
| **September 2024** | TSMC North America 2024 Open Innovation Platform Ecosystem Forum | USA |
| **March 2025** | Launching Ceremony Strategic Partnership in The Semiconductor Industry | Malaysia |

| Year | Description | Location |
|---|---|---|
| **July 2025** | CadenceCONNECT Southeast Asia – Malaysia Technology Seminar 2025 | Malaysia |
| **February 2026** | Forum Ekonomi Malaysia (FEM) 2026 | Malaysia |
| **March 2026** | Program Wacana Intelektual Madani "Memacu Aspirasi Semikonduktor Malaysia: Membina Ekosistem Bertaraf Dunia" | Malaysia |

- In view of the requirements for specialised technical knowledge required to promote silicon IP and custom ASIC designs, our sales and marketing team is led by our Chief Executive Officer, Dato' Fong Swee Kiang who has over 35 years of experience in the semiconductor industry. As at the LPD, we have 2 business development personnel in Malaysia. Our business development team works alongside our technical personnel team led by our Chief Technology Officer, Teh Chee Hak.

- In addition, as at the LPD, we have appointed 2 sales representatives in China, and appointed a sales representative in the USA and a sales representative in South Korea to source sales leads to help grow our business.

## 7.17 MAJOR CUSTOMERS

Our top 5 major customers by revenue for the Financial Years/Periods Under Review are as follows:

**FYE 31 March 2023**

| Name | Country of origin | Main type of products and services | RM'000 | % of our revenue | Length of relationship[(1)] (year(s)) |
|---|---|---|---|---|---|
| Customer A[(2)] | China | Custom silicon IP | 33,236 | 58.1 | 3 |
| Customer B[(4)] | Taiwan | Network-on-Chip IP | 18,004 | 31.5 | Less than 1 |
| IC Works[(3)] | Malaysia | Memory interface IP | 3,984 | 7.0 | 2 |
| Customer C[(5)] | China | Memory interface IP | 1,935 | 3.4 | Less than 1 |
| **Sub-total** | | | **57,159** | **100.0** | |
| **Group Revenue** | | | **57,159** | | |

**FYE 31 March 2024**

| Name | Country of origin | Main type of products and services | RM'000 | % of our revenue | Length of relationship[(1)] (year(s)) |
|---|---|---|---|---|---|
| Customer B[(4)] | Taiwan | Network-on-Chip IP | 19,136 | 24.8 | 1 |
| Customer A[(2)] | China | Custom silicon IP | 18,897 | 24.5 | 4 |
| Customer D[(6)] | China | Memory interface IP | 15,611 | 20.3 | 1 |
| Customer E[(7)] | China | Custom silicon IP | 9,315 | 12.1 | 1 |

| Name | Country of origin | Main type of products and services | RM'000 | % of our revenue | Length of relationship[(1)] (year(s)) |
|---|---|---|---|---|---|
| Customer F[(8)] | China | Memory interface IP | 4,766 | 6.2 | Less than 1 |
| **Sub-total** | | | **67,725** | **87.9** | |
| **Group Revenue** | | | **77,063** | | |

**FYE 31 March 2025**

| Name | Country of origin | Main type of products and services | RM'000 | % of our revenue | Length of relationship[(1)] (year(s)) |
|---|---|---|---|---|---|
| Customer D[(6)] | China | Custom ASIC, memory interface and Network-on-Chip IP | 32,229 | 27.0 | 2 |
| Customer G[(9)] | Taiwan | Custom ASIC | 27,931 | 23.4 | 1 |
| Customer B[(4)] | Taiwan | Network-on-Chip IP | 12,066 | 10.1 | 2 |
| Customer H[(10)] | Malaysia | Memory interface IP | 9,704 | 8.1 | Less than 1 |
| Customer I[(11)] | China | Memory interface IP | 8,454 | 7.1 | 1 |
| **Sub-total** | | | **90,384** | **75.7** | |
| **Group Revenue** | | | **119,503** | | |

**FPE 31 October 2025**

| Name | Country of origin | Main type of products and services | RM'000 | % of our revenue | Length of relationship[(1)] (year(s)) |
|---|---|---|---|---|---|
| Customer I[(11)] | China | Memory interface IP | 21,799 | 24.4 | 1 |
| Customer J[(12)] | China | Memory and D2D interface IP | 12,725 | 14.2 | Less than 1 |
| Customer K[(13)] | Taiwan | Memory interface IP | 11,619 | 13.0 | Less than 1 |
| Customer L[(14)] | China | Memory interface IP | 9,363 | 10.5 | Less than 1 |
| Customer A[(2)] | China | Custom silicon IP and Network-on-Chip IP | 8,975 | 10.0 | 6 |
| **Sub-total** | | | **64,481** | **72.1** | |
| **Group Revenue** | | | **89,395** | | |

***Notes:***

*(1) Length of relationship as at the end of the respective financial year/period, where the numbers are rounded up to the nearest whole year if it is 6 months or more and vice versa.*

**7. BUSINESS OVERVIEW** *(Cont'd)*

*(2) Customer A is a private company located in Shenzhen, China which involved in research and development, and sales of programmable system platform chips and software tools in the semiconductor industry. The name of Customer A has not been disclosed as our Group is unable to obtain consent, and the information is commercially sensitive. Disclosure of such information may adversely affect our competitive position and commercial relationship with the customer. In the semiconductor industry, it is customary for customers and suppliers to maintain strict confidentiality given the highly competitive and innovation-driven nature of the industry.*

*(3) A related party company involved in research and development on engineering and technology, management consultancy activities as well as business support service activities. On 1 March 2024, all the assets of IC Works were acquired by our Company, and IC Works is in the midst of winding-up. See Section 10.1 of this Prospectus for further details.*

*(4) Customer B is fabless semiconductor company listed on the Taiwan Stock Exchange, which is involved in design and development of ICs for mobile device, home entertainment, connectivity and IoT products in the semiconductor industry, with headquarters located in Hsinchu, Taiwan. Customer B mainly serves customers located in Asia. The name of Customer B has not been disclosed as our Group is unable to obtain consent, and the information is commercially sensitive. Disclosure of such information may adversely affect our competitive position and commercial relationship with the customer. In the semiconductor industry, it is customary for customers and suppliers to maintain strict confidentiality given the highly competitive and innovation-driven nature of the industry.*

*(5) Customer C is a private company in Shanghai, China and provides interface IPs and chiplet solutions in the semiconductor industry. The name of Customer C has not been disclosed as our Group is unable to obtain consent, and the information is commercially sensitive. Disclosure of such information may adversely affect our competitive position and commercial relationship with the customer. In the semiconductor industry, it is customary for customers and suppliers to maintain strict confidentiality given the highly competitive and innovation-driven nature of the industry.*

*(6) Customer D is a private company in Hefei, China, which is involved in software development and IC design, chip and product manufacturing and others in the semiconductor industry. The name of Customer D has not been disclosed as our Group is unable to obtain consent, and the information is commercially sensitive. Disclosure of such information may adversely affect our competitive position and commercial relationship with the customer. In the semiconductor industry, it is customary for customers and suppliers to maintain strict confidentiality given the highly competitive and innovation-driven nature of the industry.*

*(7) Customer E is a private company in Hangzhou, China which is involved in design, development and sales of IC in the semiconductor industry. Customer E is a subsidiary of a company listed on the Taiwan Stock Exchange, which is involved in the design, manufacturing, and sales of memory-related IC products in the semiconductor industry, with headquarters located in Hsinchu, Taiwan. The listed company mainly serves customers located in China. The name of Customer E has not been disclosed as our Group is unable to obtain consent, and the information is commercially sensitive. Disclosure of such information may adversely affect our competitive position and commercial relationship with the customer. In the semiconductor industry, it is customary for customers and suppliers to maintain strict confidentiality given the highly competitive and innovation-driven nature of the industry.*

*(8) Customer F is a private company in Beijing, China, which is involved in chip design. Customer F is related to a company listed on the NASDAQ in the USA and Hong Kong Stock Exchange in Hong Kong, which is involved in the provision of internet content services, value-added telecommunication-based services, internet map services, online audio and video services and mobile application distribution businesses in the communication services sector, with headquarters located in Beijing, China. The name of Customer F has not been disclosed as our Group is unable to obtain consent, and the information is commercially sensitive. Disclosure of such information may adversely affect our competitive position and commercial relationship with the customer. In the semiconductor industry, it is customary for customers and suppliers to maintain strict confidentiality given the highly competitive and innovation-driven nature of the industry.*

**7. BUSINESS OVERVIEW** *(Cont'd)*

*(9) Customer G is a private company in Hsinchu, Taiwan which is involved in design and development of ASIC in the semiconductor industry. The name of Customer G has not been disclosed as our Group is unable to obtain consent, and the information is commercially sensitive. Disclosure of such information may adversely affect our competitive position and commercial relationship with the customer. In the semiconductor industry, it is customary for customers and suppliers to maintain strict confidentiality given the highly competitive and innovation-driven nature of the industry.*

*(10) Customer H is a private company in Penang, Malaysia which is involved in R&D of engineering and technology, wholesale of computer hardware, software and peripherals, as well as manufacture of computers in the technology sector. The name of Customer H has not been disclosed as our Group is unable to obtain consent, and the information is commercially sensitive. Disclosure of such information may adversely affect our competitive position and commercial relationship with the customer. In the semiconductor industry, it is customary for customers and suppliers to maintain strict confidentiality given the highly competitive and innovation-driven nature of the industry.*

*(11) Customer I is a private company in Shanghai, China which is involved in various activities including IC design, chip and product manufacturing in the semiconductor industry. The name of Customer I has not been disclosed as our Group is unable to obtain consent, and the information is commercially sensitive. Disclosure of such information may adversely affect our competitive position and commercial relationship with the customer. In the semiconductor industry, it is customary for customers and suppliers to maintain strict confidentiality given the highly competitive and innovation-driven nature of the industry.*

*(12) Customer J is a private company in Guangzhou, China which is involved in various activities including IC design, chip and product manufacturing in the semiconductor industry. The name of Customer J has not been disclosed as our Group is unable to obtain consent, and the information is commercially sensitive. Disclosure of such information may adversely affect our competitive position and commercial relationship with the customer. In the semiconductor industry, it is customary for customers and suppliers to maintain strict confidentiality given the highly competitive and innovation-driven nature of the industry.*

*(13) Customer K is a private company in Kaohsiung City, Taiwan, which is involved in the design and manufacture of magnetic components for telecommunication and networking applications in the electronics industry. The name of Customer K has not been disclosed as our Group is unable to obtain consent, and the information is commercially sensitive. Disclosure of such information may adversely affect our competitive position and commercial relationship with the customer. In the semiconductor industry, it is customary for customers and suppliers to maintain strict confidentiality given the highly competitive and innovation-driven nature of the industry.*

*(14) Customer L is a private company in Hefei, China which is involved in various activities including IC design, chip and product manufacturing in the semiconductor industry. The name of Customer L has not been disclosed as our Group is unable to obtain consent, and the information is commercially sensitive. Disclosure of such information may adversely affect our competitive position and commercial relationship with the customer. In the semiconductor industry, it is customary for customers and suppliers to maintain strict confidentiality given the highly competitive and innovation-driven nature of the industry*

We are not dependent on certain customers as our business is project-based and our contract periods generally range from 1 to 3 years for our silicon IP. These silicon IP contracts are not long-term contracts as the contracts do not create multi-year purchase obligations or recurring commitments from customers. We have entered into silicon IP contracts with Customer A, Customer B, Customer C, Customer D, Customer E, Customer F, Customer H, Customer I, Customer J, Customer K and Customer L.

We also have custom ASIC contracts of up to 15 years (including initial design and development, and the sales of products, which are subject to confirmed purchase orders based on the agreed contract terms). We have entered into two 15-year custom ASIC contracts with Customer D. In addition, we have entered into a contract for the design and development of custom ASIC with Customer G.

The nature of project-based business allows us to continually secure additional contracts from existing customers or contracts from new customers. For the Financial Years/Periods Under Review, our customer base increased from 4 customers for the FYE 31 March 2023 to 14 customers for the FYE 31 March 2025, and increased to 18 customers for the FPE 31 October 2025. We generally do not collect deposits from our customers. Save for warranties that our products do not infringe the IP rights of any third party, our Group does not generally provide warranties for our products. We may provide warranties to certain customers where errors and defects in the delivered products will be corrected, repaired or replaced to ensure compliance with the contractual specifications. Such warranty arrangements are provided by our Group on contract-by-contract basis. Where we do provide a warranty, the warranty period generally ranges from 1 to 3 years. The potential liabilities arising from providing such warranties relate to costs associated with correcting, repairing or replacing the products, as well as any contractual remedies arising in connection with the intellectual property claims. As at the LPD, we have not encountered any warranty claims, infringement of third-party rights, or non-compliance with contractual specifications of products.

Furthermore, revenue contributions from our customers are based on milestones stipulated in the contracts. In this respect, the revenue contribution of certain customers may decrease as the work is nearing completion and approaching the end of the contract.

## 7.18 TYPES AND SOURCES OF INPUT SERVICES

The costs incurred for purchases of input products and services for the Financial Years/Periods Under Review are set out below:

| | FYE 31 March | | | | | | FPE 31 October | |
|---|---|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | | 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % | RM'000 | % |
| Software tools | 1,046 | 46.3 | 3,145 | 85.7 | 4,776 | 46.2 | 3,862 | 67.3 |
| Semiconductor materials and manufacturing services | - | - | - | - | 3,078 | 29.7 | - | - |
| Outsourcing of IC and/or printed circuit board design and assembly services | 1,211 | 53.7 | 524 | 14.3 | 2,281 | 22.0 | 1,036 | 18.1 |
| Product sales support to promote silicon IP licensing | - | - | - | - | 214 | 2.1 | 840 | 14.6 |
| **Total operational costs** [(1)] | **2,257** | **100.0** | **3,669** | **100.0** | **10,349** | **100.0** | **5,738** | **100.0** |

***Note:***

*(1) Total operational costs refer to products and services purchased from third-party suppliers and/or service vendors, which comprise software tools and related expenses incurred, purchase of semiconductor materials and manufacturing services, outsourcing of IC and/or printed circuit board design and assembly services as well as product sales support to promote silicon IP licensing.*

## 7. BUSINESS OVERVIEW *(Cont'd)*

For the Financial Years/Periods Under Review, the main products and services rendered by suppliers and/or service vendors comprise the following:

- Software tools where we license the use of software tools from various providers including Synopsys (either directly or through the sole distributor in Malaysia for Synopsys), Ansys, and Siemens. These are used for our design and development operations.

- Purchase of semiconductor materials and manufacturing services for the production of our custom ASIC products.

- Costs for outsourcing of IC and/or printed circuit board design and assembly services where we engaged third parties to perform design and assembly services, including circuit design and custom layout, for us based on our specifications. The services are based on an ad-hoc basis when it is required.

- Product sales support to promote silicon IP licensing where we engaged third-party companies to provide sales support services to promote the sales/licensing of our silicon IP in China and the USA as stipulated in the agreement.

## 7.19 MAJOR SUPPLIERS

Our top 5 major suppliers by operational costs incurred for the Financial Years/Periods Under Review are as follows*:

**FYE 31 March 2023**

| Name | Country (based on billing) | Main type of products and/or services | RM'000 | % of our total operational costs | % of our cost of sales | Length of relationship[(1)] (year(s)) |
|---|---|---|---|---|---|---|
| Alten | India | Outsourcing of IC design services | 1,121 | 49.6 | 4.8 | 2 |
| ICE | Malaysia | Subscription of EDA tools and/or Verification IP | 1,046 | 46.4 | 4.5 | 3 |
| Ansys | USA | | | | | 2 |
| Tessolve | India | Outsourcing of IC design services | 51 | 2.3 | 0.2 | Less than 1 |
| Mnosys | Malaysia | Outsourcing of printed circuit board design services | 30 | 1.3 | 0.1 | Less than 1 |
| **Sub-total** | | | **2,248** | **99.6** | **9.6** | |
| **Total operational costs**[(2)] | | | **2,257** | | | |
| **Total cost of sales**[(3)] | | | **23,371** | | | |

## 7. BUSINESS OVERVIEW *(Cont'd)*

**FYE 31 March 2024**

| Name | Country (based on billing) | Main type of products and/or services | RM'000 | % of our total operational costs | % of our cost of sales | Length of relationship[1] (year(s)) |
|---|---|---|---|---|---|---|
| ICE | Malaysia | Subscription of EDA tools and/or Verification IP | 3,215 | 87.6 | 7.8 | 4 |
| Ansys | USA | | | | | 3 |
| Siemens | Singapore | | | | | Less than 1 |
| Tessolve | India | Outsourcing of IC design services | 134 | 3.7 | 0.3 | 1 |
| Mnosys | Malaysia | Outsourcing of printed circuit board assembly services | 38 | 1.0 | 0.1 | 1 |
| **Sub-total** | | | **3,387** | **92.3** | **8.2** | |
| **Total operational costs**[2] | | | **3,669** | | | |
| **Total cost of sales**[3] | | | **41,034** | | | |

## 7. BUSINESS OVERVIEW *(Cont'd)*

**FYE 31 March 2025**

| Name | Country (based on billing) | Main type of products and/or services | RM'000 | % of our total operational costs | % of our cost of sales | Length of relationship[1] (year(s)) |
|---|---|---|---|---|---|---|
| ICE | Malaysia | Subscription of EDA tools and/or Verification IP | 4,785 | 46.3 | 7.0 | 5 |
| Ansys | USA | | | | | 4 |
| Siemens | Singapore | | | | | 1 |
| Supplier A[4] | USA | Purchase of semiconductor materials and manufacturing services | 3,047 | 29.4 | 4.4 | 2 |
| Shanghai Lomicro Information Technology Co Ltd | China | Product sales support to promote silicon IP licensing | 214 | 2.1 | 0.3 | 1 |
| **Sub-total** | | | **8,046** | **77.8** | **11.7** | |
| **Total operational costs**[2] | | | **10,349** | | | |
| **Total cost of sales**[3] | | | **69,058** | | | |

## 7. BUSINESS OVERVIEW *(Cont'd)*

**FPE 31 October 2025**

| Name | Country (based on billing) | Main type of products and/or services | RM'000 | % of our total operational costs | % of our cost of sales | Length of relationship[1] (year(s)) |
|---|---|---|---|---|---|---|
| ICE | Malaysia | Subscription of EDA tools and/or Verification IP | 3,478 | 60.6 | 7.3 | 5 |
| Ansys | USA | | | | | 5 |
| Siemens | Singapore | | | | | 2 |
| Synopsys | Ireland | | | | | Less than 1 |
| VNCHIP Technology Joint Stock Company | Vietnam | Outsourcing of IC design services | 468 | 8.2 | 1.0 | Less than 1 |
| **Sub-total** | | | **3,946** | **68.8** | **8.3** | |
| **Total operational costs**[2] | | | **5,738** | | | |
| **Total cost of sales**[3] | | | **48,205** | | | |

***Notes:***

* *The grouping of the operational costs of our Group's EDA tools and Verification IP suppliers, namely ICE, Ansys and Siemens, is due to strategic business and competitive reasons, aimed at safeguarding our Group's negotiating position and supplier relationships.*

*(1) Length of relationship as at the end of the respective financial year/period, where the numbers are rounded up to the nearest whole year if it is 6 months or more and vice versa.*

*(2) Total operational costs comprise products and services purchased from third-party suppliers and/or service vendors, which comprise software tools and related expenses incurred, purchase of semiconductor materials and manufacturing services, outsourcing of IC and/or printed circuit board design and assembly services as well as product sales support to promote silicon IP licensing.*

*(3) Total cost of sales comprises total operational costs, technical staff costs, lab rental and depreciation of prototype equipment and engineering tools.*

**7. BUSINESS OVERVIEW** *(Cont'd)*

*(4) Supplier A is a company incorporated in California, the USA, mainly involved in the sales and marketing of ICs and semiconductor devices in the semiconductor industry. Supplier A is a subsidiary of a semiconductor foundry that is listed on the Taiwan Stock Exchange and the New York Stock Exchange with headquarters in Taiwan, and the company is mainly involved in the manufacturing, sales, packaging, testing and computer-aided design of ICs and other semiconductor devices, and the manufacturing of masks in the semiconductor industry. The name of Supplier A has not been disclosed as our Group is unable to obtain consent, and the disclosure of such information may lead to possible adverse business implications with Supplier A, for which our Group is committed to safeguarding this key collaboration.*

We are dependent on the EDA Tools and Verification IP Suppliers as the software tools and IPs are essential to our IC design process. These EDA tools and Verification IP are highly specialised and there are only a limited number of viable alternative suppliers which can fulfil our Group's requirements.

Since 2020, we have been utilising a comprehensive suite of core EDA tools purchased from Synopsys, either directly or through ICE (which is the sole distributor in Malaysia for Synopsys). These tools, categorised as standard EDA tools, are essential for key aspects of IC design, such as logic, circuit and physical design. In our view, there is only one viable alternative provider, namely Cadence, which offers a comparable suite of EDA tools that supports the entire IC design flow which can fulfil our Group's requirements. As at the LPD, we have started purchasing EDA tools and Verification IP from Cadence. We also utilise specialised EDA tools from Siemens for IC verification and design for manufacturability optimisation.

To address specialised design needs, we use tools from Ansys in IC package design, which includes signal integrity, power delivery and reliability simulations. These tools are critical for optimising the performance and durability of IC packages, and there is only a limited number of alternative suppliers for these specialised tools which can fulfil our Group's requirements. In July 2025, Ansys became part of the Synopsys group of companies.

We also source Verification IP from Synopsys (through ICE) and Siemens, for which there is only a limited number of alternative suppliers which can fulfil our Group's requirements. Verification IP ensures compliance with industry standards and supports interoperability across a wide range of applications.

As at the LPD, we have subsisting software licence agreements typically ranging from 1 to 3 years with all the EDA Tools and Verification IP Suppliers for the access and use of EDA tools and Verification IP where pricing across the duration of the software licence agreement has been agreed upfront. Payments to the EDA Tools and Verification IP Suppliers pursuant to these agreements are generally made on an annual basis. Pricing for the products and/or services is negotiated individually with each of our suppliers on commercial terms. While the terms of the future software licence agreements may be affected by factors such as vendor pricing policies and adjustments, or changes in licence usage, we expect to continue negotiating commercially reasonable terms going forward.

**7. BUSINESS OVERVIEW** *(Cont'd)*

We would be subject to restrictions on the sale of our silicon IPs and/or silicon products developed using EDA tools and verification IP from our EDA tool and verification IP suppliers to our customers, should they be added to the Entity List. The software licence agreements are subject to export controls, where the export of the licensed products must be authorised and permitted under USA laws and regulations, including the Export Administration Regulations (EAR) administered by the U.S. Department of Commerce's Bureau of Industry and Security (BIS) and other trade control laws. As at the LPD, none of our customers are on the Entity List. If any of our customers were to be added to the Entity List, we would have to suspend the supply of our products and services to them unless a U.S. licence is granted.

Compatibility between semiconductor foundry processes and EDA tools often determines the choice of tools. As such, our Group's reliance on the EDA Tools and Verification IP Suppliers is driven by technical compatibility and business needs. This reliance evolves dynamically with changing design requirements and advancements in foundry technologies. By leveraging a balanced mix of core and specialised EDA tools, we will be able to maintain operational flexibility and our competitive edge in the IC design industry.

In addition, we are also dependent on a semiconductor foundry, namely Supplier A, for the manufacturing and delivery of our prototypes and custom ASIC products.

In the event of the loss of access to any single EDA Tools and Verification IP Supplier or semiconductor foundry as stated above, our Board is of the view that our business operations and financial performance may be materially affected after taking into account the time and cost required to transition to alternative tools, assess their suitability for our IC design process, and determine whether other foundries can provide comparable manufacturing capabilities. Nevertheless, we have access to alternative suppliers of EDA tools and Verification IP, and maintain relationships with multiple semiconductor foundries, which allow us to continue development activities and maintain our operations.

## 7. BUSINESS OVERVIEW (*Cont'd)*

### 7.20 EMPLOYEES

As at the LPD, we employ a total of 391 employees, all of whom are permanent employees. The breakdown of our employees by department is as follows:

| Designation / Department | As at the LPD |
|---|---|
| Executive Directors and Key Senior Management | 6 |
| Engineering | 365 |
| Business Development | 2 |
| Accounts and Finance / Administrative / Human Resources | 10 |
| Information Technology | 8 |
| **Total** | **391** |

***Note:***

*As at the LPD, we have a total of 9 independent contractors.*

As at the LPD, the breakdown of our employees by country is as follows:

| | As at the LPD | | |
|---|---|---|---|
| **Country** | **Local** | **Foreign** | **Total** |
| Malaysia | 347 | 5 | **352** |
| Vietnam | 39 | - | **39** |
| **Total** | **386** | **5** | **391** |

All of our foreign employees possess valid working permits and/or documentations. Our foreign employees are primarily employed as our engineers. As at the LPD, none of our employees belong to any trade union.

During the Financial Years/Periods Under Review and up to the LPD, there was no major industrial dispute involving our employees. During the same period, we did not face any labour shortage that led to any disruption to our business operations. Our Group's historical yearly average turnover rate of technical personnel over the Financial Years/Periods Under Review is 13.8%.

Our Group has implemented a management succession plan aimed at supporting leadership continuity for key management and critical functional roles that are important to our Group's operations and strategic direction. These roles include, among others, the Chief Executive Officer, Chief Technology Officer, Chief Operating Officer and Chief Information Officer.

This succession plan focuses on identifying potential internal talent over time and facilitating their development through on-the-job exposure, mentoring and relevant training, taking into account our Group's operational requirements, scale and stage of development. Considerations in identifying potential successors include leadership capabilities, technical or functional expertise and alignment with our Group's values and long-term objectives. This approach is implemented progressively and is intended to preserve institutional knowledge and organisational continuity while supporting employee development and retention. This plan ensures continuity of leadership, mitigating risks from sudden employee departures and maintaining our business stability. It also ensures future leaders are aligned with our Group's strategic goals that strengthens organisational resilience, enhances stakeholder confidence and supports long-term success.

## 7.21 INSURANCE

We maintain insurance policies to cover a variety of risks that are relevant to our business needs and operations. We maintain employee benefits insurance for all our employees. The insurance policy that we currently hold is customary in the industry in which we operate, and we will review our insurance coverage annually.

We also maintain insurance coverage for fire over our plant and equipment, as well as insurance coverage for employer's liability, fidelity guarantee and public liability.

We do not currently maintain insurance coverage for our key digital assets for which insurance coverage is generally not customarily available. Instead, we have implemented technical and operational safeguards, including operating dual-site data centres with critical systems and design environments replicated across two separate physical locations, performing regular data backups and retention, and storing databases in two separate physical locations to support recoverability in the event of local failure. Our IP database and design environments are further protected behind enterprise-grade firewalls, with controlled access, network segregation and security monitoring.

The majority carrying amount of our plant and equipment, amounting to RM36.7 million or approximately 71.3% of the total carrying amount of our plant and equipment as at 31 October 2025, comprises engineering tools (such as mask sets), for which insurance coverage is generally not customarily available. The mask sets are not physically held by us, but by third-party foundries within their secured facilities.

Our cash and bank balances and other investments amounted to RM65.1 million as at 31 October 2025 exceeds both the total cost and the total carrying amount of our plant and equipment of RM64.4 million and RM51.4 million respectively. In addition, we generated net cash from operating activities of RM12.4 million for the FPE 31 October 2025, representing approximately 19.3% and 24.1% of the total cost and the total carrying amount of our plant and equipment, respectively.

Taken into consideration the above, our Board is of the view our Group has adequate liquidity and working capital to promptly replace the essential plant and equipment, if needed. We will continually assess our insurance requirements by identifying potential risks and evaluating the potential financial and other impacts arising from such risks, taking into consideration the cost and availability of appropriate insurance coverage.

## 7.22 MATERIAL DEPENDENCY ON COMMERCIAL CONTRACTS, AGREEMENTS AND OTHER ARRANGEMENTS

As at the LPD, there are no commercial contracts, agreements, other arrangements or other matters entered into by or issued to us which we are materially dependent on, and which are material to our business and profitability.

## 7.23 PATENTS, TRADEMARKS AND OTHER INTELLECTUAL PROPERTY RIGHTS

Details of our patents and trademarks are set out in Annexure A of this Prospectus.

## 7.24 GOVERNING LAWS AND REGULATIONS RELATING TO OUR INDUSTRY

The relevant laws and regulations governing our Group and which are material to our operations are summarised below. The following does not purport to be an exhaustive description of all relevant laws and regulations which our business is subject to.

### (i) Local Government Act 1976 ("LGA 1976")

The LGA 1976 is enacted to revise and consolidate the laws relating to local government in Peninsular Malaysia. Pursuant to Section 107(2) of the LGA 1976, every licence or permit granted by the local authority shall be subject to such conditions and restrictions as the local authority may think fit and shall be revocable by the local authority at any time without assigning any reason therefor.

Pursuant to Section 107(6) of the LGA 1976, a person who fails to exhibit or produce his licence on the licensed premises shall be guilty of an offence and shall on conviction be liable to a fine not exceeding RM500.00 or to imprisonment for a term not exceeding 6 months or to both such fine and imprisonment.

### (ii) Employment Act 1955 ("EA 1955")

The EA 1955 regulates all labour related matters including contracts of service, payment of wages, pregnancy and maternity protection, rest days, hours of work, holidays, termination, lay-off and retirement benefits, employment of foreign employees and keeping of registers of employees.

Any person who commits any offence under, or contravenes any provision of the EA 1955, or any regulations, order or other subsidiary legislation whatsoever made thereunder, in respect of which no penalty is provided, shall be liable, on conviction, to a fine not exceeding RM50,000.00.

### (iii) Patents Act 1983 ("PA 1983") and Patents Regulations 1986 ("PR 1986")

The PA 1983 and PR 1986 are the laws and regulations which govern patent protection in Malaysia. The PA 1983 would cover, among others, the criteria for patentability, rights attached to patents, duration of patents and acts relating to infringement, whereas the PR 1986 predominantly encompass the procedures for the application of patents.

Pursuant to Section 11 of the PA 1983, an invention is patentable if it is new, involves an inventive step and is industrially applicable. Section 12 of the PA 1983 provides that an invention which may relate to a product or process means an idea of an inventor which permits in practice the solution to a specific problem in the field of technology. Section 36 of the PA 1983 provides that the registration of a patent grants the patent owner exclusive rights to exploit the patented invention, to assign or transmit the patent, to conclude licence contacts and to deal with the patent as the subject of a security interest.

Pursuant to Section 31 of the PA 1983, a patent shall be deemed granted on the date the certificate of grant of patent is issued. Section 35 of the PA 1983 provides that the duration of a patent will generally be for a period of 20 years from the filing date of the application.

## 7.25 NON-COMPLIANCES WITH THE RELEVANT LAWS, REGULATIONS, RULES AND REQUIREMENTS GOVERNING THE CONDUCT OF THE OPERATIONS OF OUR GROUP

As at the LPD, there are no breaches of laws, regulations, rules and requirements governing the conduct of the operations of our Group which may have a material adverse impact on our Group's operations.

## 7. BUSINESS OVERVIEW (*Cont'd)*

### 7.26 MAJOR LICENCES, PERMITS AND APPROVALS

We have various licences and permits for our operations in Malaysia and other jurisdictions where we operate. The details of our major licences, permits and approvals for our operations as at the LPD are as follows:

**Malaysia**

| No. | Licensee | Approving Authority | Description of Licence / Permit | Licence No. / Reference No. / Registration No. | Validity Period | Salient Conditions | Status of Compliance |
|---|---|---|---|---|---|---|---|
| 1. | SkyeChip | Majlis Bandaraya Pulau Pinang | Business premise licence for the premise located at 1-18-12, Suntech @ Cybercity, Lintang Mayang Pasir 3, 11950 Bayan Lepas, Pulau Pinang | KOM00010347 | 3 December 2025 to 31 December 2026 | Nil | Complied |
| 2. | SkyeChip | Majlis Bandaraya Pulau Pinang | Business premise licence for the premise located at 1-17-1, Suntech @ Cybercity, Lintang Mayang Pasir 3, 11950 Bayan Lepas, Pulau Pinang | KOM00014666 | 3 December 2025 to 31 December 2026 | Nil | Complied |
| 3. | SkyeChip | Majlis Bandaraya Pulau Pinang | Business premise licence for the premise located at 1-17-02, Suntech @ Cybercity, Lintang Mayang Pasir 3, 11950 Bayan Lepas, Pulau Pinang | KOM00014745 | 3 December 2025 to 31 December 2026 | Nil | Complied |
| 4. | SkyeChip | Majlis Bandaraya Pulau Pinang | Business premise licence for the premise located at 1-20-01, Suntech @ Cybercity, Lintang Mayang Pasir 3, 11950 Bayan Lepas, Pulau Pinang | KOM00014793 | 3 December 2025 to 31 December 2026 | Nil | Complied |

**7. BUSINESS OVERVIEW** (*Cont'd)*

| No. | Licensee | Approving Authority | Description of Licence / Permit | Licence No. / Reference No. / Registration No. | Validity Period | Salient Conditions | Status of Compliance |
|---|---|---|---|---|---|---|---|
| 5. | SkyeChip Semi | Majlis Bandaraya Subang Jaya | Temporary business licence for the premise located at Lot No. 3F-1, 3rd Floor, Tower 4 @ PFCC, Jalan Puteri 1/2 , Bandar Puteri, 47100 Puchong, Selangor(1) | MPSJ/LES/600/03/06173-25 | 9 March 2026 to 21 August 2026(1) | Nil | Complied |

***Note:***

*(1) We have successfully renewed the temporary business licence. An inspection of the premises by Majlis Bandaraya Subang Jaya will be conducted prior to the issuance of the full business licence.*

**Vietnam**

| No. | Licensee | Approving Authority | Description of Licence / Permit | Licence No. / Reference No. / Registration No. | Validity Period | Salient Conditions | Status of Compliance |
|---|---|---|---|---|---|---|---|
| 1. | SkyeChip Da Nang | Department of Science and Technology of Da Nang City | Confirmation on SkyeChip Da Nang's engagement in semiconductor activities for the purposes of tax incentives eligible under the laws of Vietnam | 1772/SKHCN-HTS | Nil | Nil | Complied |
| 2. | SkyeChip Da Nang | Department of Finance of Da Nang City | Investment registration certificate as an approval for a foreign investor to invest in Vietnam as well as a license in favour of SkyeChip Da Nang to implement the investment project for the establishment of SkyeChip Da Nang in Vietnam | 1017385161 | 2 January 2025 to 1 January 2035 | Nil | Complied |

## 7. BUSINESS OVERVIEW (*Cont'd)*

| No. | Licensee | Approving Authority | Description of Licence / Permit | Licence No. / Reference No. / Registration No. | Validity Period | Salient Conditions | Status of Compliance |
|---|---|---|---|---|---|---|---|
| 3. | SkyeChip Da Nang | Department of Finance of Da Nang City | Enterprise registration certificate as a document recording the incorporation and corporate information of SkyeChip Da Nang as a company incorporated in Vietnam | 0402261114 | Nil | Nil | Complied |
| 4. | SkyeChip HCMC | Department of Finance of Ho Chi Minh City | Investment registration certificate as an approval for a foreign investor to invest in Vietnam as well as a license in favour of SkyeChip HCMC to implement the investment project for the establishment of SkyeChip HCMC in Vietnam | 9800380408 | 10 January 2025 to 9 January 2075 | Nil | Complied |
| 5. | SkyeChip HCMC | Department of Finance of Ho Chi Minh City | Enterprise registration certificate as a document recording the incorporation and corporate information of SkyeChip HCMC as a company incorporated in Vietnam | 0318827592 | Nil | Nil | Complied |

## 7.27 MATERIAL PROPERTIES AND EQUIPMENT

### 7.27.1 MATERIAL PROPERTY OWNED BY OUR GROUP

As at the LPD, we do not own any material property.

### 7.27.2 MATERIAL PROPERTIES LEASED / RENTED BY OUR GROUP

As at the LPD, the details of the material properties leased / rented by our Group are as follows:

**Malaysia**

| No. | Name of lessor/lessee or landlord/tenant or tenant or sub-tenant/ Postal address | Description of property/ Existing use | Date of issuance of CCC or equivalent | Built-up area (square metres unless otherwise stated) | Period of tenancy or lease | Monthly rental (RM unless otherwise stated) |
|---|---|---|---|---|---|---|
| 1. | Freen Sdn Bhd(1) (landlord) / SkyeChip (tenant)<br><br>1-17-01, Suntech @ Penang Cybercity, Lintang Mayang Pasir 3, 11950 Bayan Baru, Pulau Pinang | An office unit at 17th floor of a 23-storey commercial / office complex /<br><br>Office | 20 June 2008 | 792 | 2 years up to 2 April 2028 (with an option to renew for a further 2 years)(1) | 30,000.00 |
| 2. | Suiwah Holdings Sdn Bhd (landlord) / SkyeChip (tenant)<br><br>1-17-02, Suntech @ Penang Cybercity, Lintang Mayang Pasir 3, 11950 Bayan Baru, Pulau Pinang | An office unit at 17th floor of a 23-storey commercial / office complex /<br><br>Office | 20 June 2008 | 6,867 sq ft | 3 years up to 30 September 2027 | 21,630.00 |

**7. BUSINESS OVERVIEW** (*Cont'd)*

| No. | Name of lessor/lessee or landlord/tenant or tenant or sub-tenant/ Postal address | Description of property/ Existing use | Date of issuance of CCC or equivalent | Built-up area (square metres unless otherwise stated) | Period of tenancy or lease | Monthly rental (RM unless otherwise stated) |
|---|---|---|---|---|---|---|
| 3. | Foong Siew Yee and Teh Beng Swan (landlords) / SkyeChip (tenant)<br><br>1-18-12, Suntech @ Penang Cybercity, Lintang Mayang Pasir 3, 11950 Bayan Baru, Pulau Pinang | An office unit at 18th floor of a 23-storey commercial / office complex /<br><br>Office | 20 June 2008 | 608 | 3 years up to 14 October 2026 (with an option to renew for a further 3 years) | 22,800.00 |
| 4. | Suiwah Holdings Sdn Bhd (landlord) / SkyeChip (tenant)<br><br>1-20-01, Suntech @ Penang Cybercity, Lintang Mayang Pasir 3, 11950 Bayan Baru, Pulau Pinang | An office unit at 20th floor of a 23-storey commercial / office complex /<br><br>Office | 20 June 2008 | 1,902 | 3 years up to 31 August 2028 (with an option to renew for a further 3 years) | 67,151.44 |
| 5. | SIDEC (sub-lessor) / SkyeChip Semi (sub-lessee)<br><br>Lot No. 3F-1&2, 3rd Floor, Tower 4 @PFCC, Jalan Puteri 1/2, Bandar Puteri, 47100 Puchong, Selangor | An office unit at 3rd floor of a 21-storey commercial office /<br><br>Office | 1 December 2014 | 7,660 sq ft | 3 years up to 31 March 2028 | 22,978.50(2) |

## 7. BUSINESS OVERVIEW (*Cont'd*)

**Vietnam**

| No. | Name of lessor/lessee or landlord/tenant or tenant or sub-tenant/Lot. no./Postal address | Description of property/ Existing use | Date of issuance of CCC or equivalent | Built-up area / Land area (approximate) (square metres unless otherwise stated) | Period of tenancy or lease | Monthly rental |
|---|---|---|---|---|---|---|
| 1. | Dashaus Trading Investment Company Limited (lessor)/ SkyeChip Da Nang (lessee)<br><br>No. 151A Nguyen Dinh Chieu, Xuan Hoa Ward, Ho Chi Minh City, Vietnam | An office unit at 7th floor of 11 storey commercial/ office complex<br><br>Office | 12 October 2007 | 260m$^2$ | 2 years up to 19 February 2028 | VND124,000,000 |

***Notes:***

*(1) Freen Sdn Bhd, a person connected to our Promoters by virtue of its directors and shareholders being the daughter of Dato' Fong Swee Kiang and the spouse of Teh Chee Hak, had agreed to acquire Unit No. 1-17-01, Suntech @ Penang Cybercity, Lintang Mayang Pasir 3, 11950 Bayan Baru, Pulau Pinang, and the acquisition was completed subsequent to the LPD. Instead of acquiring the premises, our Company has continued the tenancy in relation to this premise with Freen Sdn Bhd. The acquisition of the premises by persons connected to our Promoters provides stability and continuity in our Group's office space arrangements, allowing our Group to continue occupying the existing premises without disruption to our Group's business operations. This arrangement aligns with our Group's asset-light approach, where our Group does not intend to allocate financial resources to property ownership at this juncture, and intends to focus on investments that directly support our Group's core business activities.*

*The rental arrangement for Unit No. 1-17-01 with Freen Sdn Bhd is transacted on an arm's length basis and on terms that are not unfavourable to our Group. Our Group has adopted a corporate governance framework to mitigate any potential conflict of interest situations, where all existing or potential related party transactions would have to be disclosed by the interested party for management reporting. Our management will propose the transactions to our Audit and Risk Management Committee for evaluation and assessment who would, in turn, make a recommendation to our Board. In addition, our Directors will be required to immediately make full disclosure of any direct or indirect interest that they may have in any business enterprise that is engaged in or proposed to be engaged in a transaction with our Group, whether or not they believe it is a material transaction. For details on our Group's policy on related party transactions, see Section 10.2 of this Prospectus.*

*(2) SkyeChip Semi was granted a monthly rental subsidy capped at RM827,226.00 for the term of the tenancy.*

### 7.27.3 MATERIAL PLANT, MACHINERY AND EQUIPMENT

As at the LPD, the material plant and equipment owned by our Group comprise prototypes for HBM interface IP and engineering tools which are mask sets for IoT ASIC.

The details of the material plant, machinery and equipment owned by our Group are as follows:

| No. | Description / Existing use | Audited NBV as at 31 October 2025 (RM) |
|---|---|---|
| 1. | Prototypes for HBM interface IP | 3,394,710 |
| 2. | Engineering tools which are mask sets for IoT ASIC | 36,624,037 |

## 7.28 ENVIRONMENTAL, SOCIAL AND GOVERNANCE PRACTICES

We are dedicated to achieving excellence in sustainability within our business by operating with environmental and social responsibility and upholding high standards of corporate governance. Our Group's ESG practices include the following:

### 7.28.1 Environmental

We acknowledge the importance of safeguarding the environment and are dedicated in integrating several environmentally sustainable principles and practices into our operations by focusing on the following areas:

**(i) Energy Efficiency**

We are in the early stages of our energy conservation efforts and are diligently monitoring our energy consumption while implementing energy-saving measures. One key initiative is the extensive use of energy-efficient light-emitting diodes ("**LED**") across our operations. LEDs consume significantly lesser energy than traditional light bulbs, have a longer lifespan and produce less heat, all of which help to reduce energy usage. The utilisation of LED lighting demonstrates our commitment in reducing energy consumption and lowering our carbon footprint.

To complement these initiatives, we have also established simple yet effective house rules to encourage responsible energy use in our workplace. Air conditioning ("**AC**") systems are programmed to operate on an automatic schedule to optimise usage, and all employees are encouraged to switch off lights when leaving a room. These collective efforts help to further conserve energy and embed sustainability into our day-to-day operations.

In addition, we are actively exploring new energy effiency initiatives to further minimise the environmental footprint of our operations while promoting resource efficiency and sustainability.

**(ii) Emission Management**

In line with Malaysia's nationally determined contributions' target of reducing carbon emission intensity against its gross domestic product by 45% by 2030 as compared to 2005 levels and the global aspiration of achieving net-zero economy's greenhouse gasses ("**GHG**") emissions by 2050, we recognise the importance of aligning our future strategies with these goals.

While our Group does not currently have specific GHG reduction targets or initiatives or reduction plans in place, we remain committed to contributing meaningfully within the context of our operations. As a non-manufacturing company, our GHG emissions primarily stem from electricity consumption in our office premises. In this regard, we encourage sustainable commuting practices among employees by encouraging carpooling, public transportation usage and hybrid work arrangements to reduce travel-related emissions.

**(iii) Water Management**

We are committed to responsible water management practices as part of our sustainability efforts. Although our water consumption is limited to essential uses such as drinking water and sanitary facilities, we encourage employees to adopt water-saving habits in the workplace. Routine maintenance and checks are conducted to promptly identify and address any potential leakage, ensuring minimal wastage.

### 7.28.2 Social

Our commitment to social responsibility encompasses active community engagement, diversity and inclusion, health and safety initiatives, and training and education. Some of the key components that are integral to our business philosophy include the following:

**(i) Diversity and inclusion**

We value diversity and fairness by ensuring our workplace fosters an environment where all employees are valued and have equal opportunities for growth. Our human resource policies are aligned with the national labour laws, namely the Employment Act 1955, Malaysian Anti-Corruption Commission Act 2009 and Personal Data Protection Act 2010.

As at the LPD, our workforce comprises 98.7% local employees and 1.3% foreign employees, with 73.9% male and 26.1% female representation. Our Group is committed to recruitment, development and advancement practices that are solely based on an individual's qualifications, performance, skills and experience. This ensures that every employee, regardless of background, has equal opportunities to thrive and succeed within our organisation.

**(ii) Discrimination and harassment**

We strictly prohibit discrimination, harassment, abusive conduct and bullying, which is in accordance with the guidelines outlined in our employee handbook. We are dedicated to fostering a workplace where all employees can work in a safe and respectful environment. As at the LPD, there were no recorded cases of discrimination or harassment within our Group.

**(iii) Training and education**

We acknowledge the importance of continuous learning and development. To this, we have established several training initiatives aimed to enhance the knowledge and skills of our employees. Our Group's training programs are designed to equip employees with advanced knowledge and practical skills in IC design, verification and optimisation. These courses focus on digital and analog very large-scale integration ("**VLSI**") design, low-power systems, hardware modeling and scripting techniques, equipping employees with the expertise required for designing IPs and ICs for high-performance computing and AI applications. We also provide structured training programs for newly recruited engineers, emphasising advanced IC design and verification across both digital and analog VLSI methodologies. Each engineer is required to complete 110 hours of training, consisting of 25 modules within their first year of employment. This training aims to further enhance our employees' technical knowledge and skillsets.

**(iv) Occupational health and safety**

At the heart of our efforts is our Group's Health and Safety Policy, with the primary aim of providing a safe and healthy workplace. The chairman of our Health, Safety and Environment ("**HSE**") committee oversees safety across all our Group's operations and we conduct regular reviews and assessments to foster continuous improvement. These assessments cover various safety aspects, including ensuring emergency doors and evacuation plans are properly set up and are functional, first aid boxes are easily accessible with unexpired medications, emergency contact numbers are clearly printed and accessible, pathways remain unobstructed, fire extinguishers are within their respective validity periods and exit signs are illuminated, unblocked and operable under all conditions. Our HSE committee provides checklists and establishes guidelines for incident investigation and prevention, and conducts quarterly meetings to review our Group's safety policies and procedures. Additionally, our Group conducts annual fire drill exercises to enhance emergency preparedness in case of emergencies.

As at the LPD, there were no recorded cases of work-related fatalities, injuries or fines by regulatory authorities for non-compliances in relation to HSE within our workplace.

**(v) Local communities**

We view community investment as a way to enhance employee engagement, strengthen industry relationships and build a positive corporate reputation. During the period from 1 April 2023 up to the LPD, we sponsored several final-year projects in relation to IC design for students at prominent universities, including Universiti Teknologi Malaysia, Universiti Putra Malaysia and Universiti Malaysia Perlis which amounted to RM280,013. These sponsorships were aimed to foster innovation among future professionals.

In addition to our academic sponsorships, we value the importance of our employees' well-being and cultural inclusivity. We aim to cultivate a vibrant workplace culture that reflects our commitment to fostering a sense of community and inclusivity within our Group.

### 7.28.3 Governance

We are committed to achieving and sustaining a high standard of corporate governance. We believe that strong and effective corporate governance helps to cultivate a company culture of integrity. To achieve this goal, we have adopted the recommendations of the MCCG such that there are no departures from the recommendations of the MCCG, focusing on enhancing board leadership and effectiveness, strengthening audit and risk management practices, ensuring integrity in corporate reporting and fostering meaningful engagement with our stakeholders. As at the LPD, 2 out of 6 members of our Board are women, which is in line with the MCCG's recommendation to have at least 30% women directors.

To ensure strong governance and effective practices, we have implemented the following policies:

- Anti-bribery and corruption policies and procedures - This policy ensures compliance with the Malaysian Anti-Corruption Act 2009. We have also established fundamental standards and a framework aimed at preventing and detecting bribery and corruption within our Group's operations;

- Code of conduct and ethics - This policy ensures clear ethical standards, guiding behaviour, fosters accountability and contributes to a culture of integrity within our Group;

- Whistleblowing policy - This policy ensures adherence to the Whistleblower Protection Act 2010 and allows stakeholders to report any credible suspicious or allegations of fraud, unethical behavior or improper business practices within our Group;

- Data loss prevention policy - This policy safeguards sensitive data from unauthorised access, use and disclosure, fostering a culture of data security and ensuring compliance with regulatory requirements to protect our Group's operational integrity;

- Data disaster recovery policy - This policy establishes a structured approach to ensure business continuity during a disaster, outlining detailed procedures, roles and objectives for effective data recovery and restoration within our Group;

- Related party transaction policy - This policy ensures that all related party transactions and recurring related party transactions in the ordinary course of business are undertaken at arm's length and on normal commercial terms. These transactions should not confer undue benefits to related parties compared to terms generally available to third parties and must not prejudice the interests of non-interested shareholders; and

- Fit and proper policy - This policy is intended to set out the fit and proper criteria for the appointment and re-appointment of directors of our Group and to ensure that each director of our Group has integrity, experience, competence and time in order to discharge his/her role as a director of our Group effectively.

These policies and practices collectively ensure that our operations are conducted in accordance with ethical, regulatory and professional standards, fostering clarity and accountability across our Group.

## 8. INDUSTRY OVERVIEW

VITAL FACTOR CONSULTING
Creating Winning Business Solutions

**Vital Factor Consulting Sdn Bhd**
Company No.: 199301012059 (266797-T)
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Selangor, Malaysia
Tel: (603) 7931-3188
www.vitalfactor.com

7 April 2026

The Board of Directors
SkyeChip Berhad
1-18-12 Suntech @ Penang Cybercity
Lintang Mayang Pasir 3
11950 Bayan Baru
Pulau Pinang

Dear Sirs and Madams

**Independent Assessment of the IC Design Industry**

We are an independent business consulting and market research firm based in Malaysia, established in 1993. We offer consulting services, including business plans, opportunity evaluations, commercial due diligence, feasibility studies, financial and industry assessments, and market research. Since 1996, we have been involved in corporate exercises such as initial public offerings (IPO), reverse takeovers, chain listings, transfers to the Main Market, and business regularisations for publicly listed companies on Bursa Malaysia Securities Berhad (Bursa Securities). Our corporate exercise services encompass business overviews, independent industry assessments, management discussions and analyses, and business and industry risk assessments for prospectuses, shareholders' circulars and information memorandums.

We have been engaged to provide an independent assessment of the IC Design industry for inclusion in the prospectus of SkyeChip Berhad for its IPO and listing of its shares on the Main Market of Bursa Securities. This report has been prepared independently and objectively, with all reasonable due care taken to ensure its accuracy and completeness.

We believe the report provides a true and fair assessment of the industry, considering the limitations of timely and available information, and analyses based on secondary and primary market research as of the report date. However, it should be noted that our assessment pertains to the industry as a whole and may not reflect the performance of any specific company. We accept no responsibility for the decisions or actions of readers based on this document. This report should not be construed as a recommendation to buy, not buy, sell, or not sell the securities of any company.

Our report may include disclosures, assessments, opinions, and forward-looking statements subject to hitherto unknown or undisclosed information, uncertainties, and contingencies. These statements are based on secondary information and primary market research. Despite careful analysis, the industry is influenced by various known and unforeseen factors that could cause actual outcomes and future results to differ materially from these statements.

Yours sincerely



Wooi Tan
Managing Director

Wooi Tan holds a Bachelor of Science from the University of New South Wales and a Master of Business Administration from the University of Technology, Sydney. He is a Fellow of the Australian Marketing Institute and the Institute of Managers and Leaders, Australia. With over 30 years of experience in business consulting and market research, he has also assisted companies in their IPOs and listing of their shares on Bursa Securities.

VITAL FACTOR CONSULTING
Creating Winning Business Solutions

Date of Report: 7 April 2026

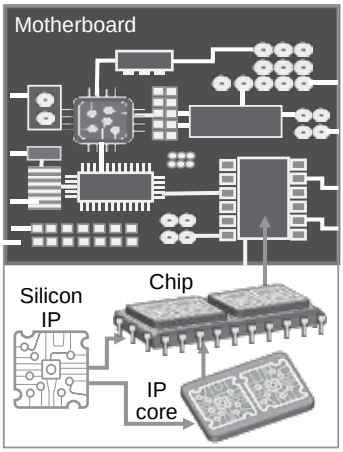
**INDEPENDENT ASSESSMENT OF THE INTEGRATED CIRCUIT DESIGN INDUSTRY**

## 1. OVERVIEW OF SKYECHIP GROUP'S BUSINESS AND REPORT PARAMETERS

- SkyeChip Berhad, together with its subsidiaries (SkyeChip Group), are involved in integrated circuit (IC) design, specialising in silicon intellectual property (IP) and silicon products, including custom application-specific integrated circuits (ASICs). As an original IC design company, SkyeChip Group owns the IP rights to its designs. The Group primarily operates in Malaysia, and has a presence in Vietnam to carry out research and development activities. It mainly serves customers in China and Taiwan, and has subsequently expanded its market to the United States of America (USA), with plans to expand into Japan. The above will form the focus of this report. This report discusses global trends in IC design, highlighting the international scope of IC design companies. The technologies they create are integrated into consumer and industrial products used globally.

## 2. OVERVIEW OF THE IC DESIGN INDUSTRY

### 2.1 Overview of IC, IP core and Silicon IP



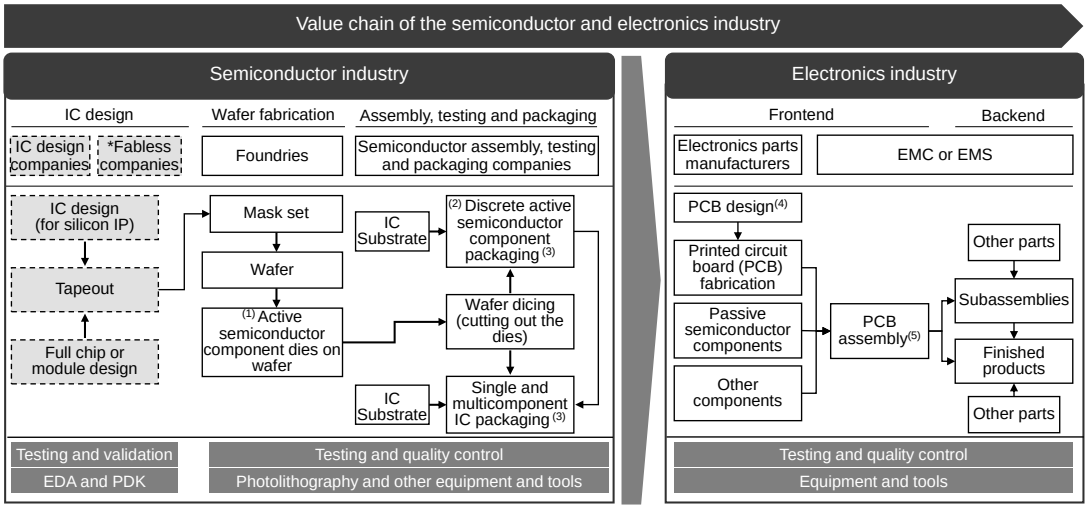

- Silicon IP (Intellectual Property) refers to pre-designed, reusable components or building blocks that can be integrated into chips (also known as integrated circuits, or ICs) to speed up the design process. For chip designers, rather than building everything from scratch, they can license these blocks or Silicon IPs and incorporate them into their overall IC design, ensuring faster development and greater reliability.

- Silicon IP plays a critical role in the creation of electronic products. An electronic product, such as a smartphone or computer, relies on chips to perform various tasks. These chips are mounted on a motherboard, the central circuit board that connects and supports the components within the device. The chips themselves are integrated circuits that process data and carry out the functions necessary for the device to operate.

- Each chip contains functional units called IP cores, which handle specific tasks, such as processing data or managing memory. An IP core can contain one or more Silicon IPs. While Silicon IPs are individual circuit designs, IP cores are the final functional blocks that are integrated into a chip. Examples of Silicon IPs include memory interfaces and internal interconnects. By using Silicon IP, chip designers can focus on the unique aspects of their product while relying on reliable, pre-tested components to handle standard tasks. This approach speeds up development and improves chip performance, making it essential for semiconductor design.

- SkyeChip Group designs and develops silicon IP and silicon products, including the following:
  - **ASIC** (Application-Specific Integrated Circuit): A custom-designed IC product tailored to perform a specific application or set of functions, rather than serving general-purpose computing needs. ASICs are optimised for superior performance, power efficiency, and compact chip area, making them ideal for industries such as telecommunications, automotive systems, and consumer electronics.
  - **Memory interface**: A silicon IP that contains the circuitry responsible for managing data transfer between memory devices (e.g., random access memory) and system components such as the central processing unit (CPU) or graphics processing unit (GPU). It is critical for optimising bandwidth, reducing latency, and improving power efficiency, making it essential for high-performance computing.
  - **Internal interconnect**: A silicon IP that contains the circuitry that defines the data communication pathways within an IC or System-on-Chip (SoC), connecting multiple functional units, such as CPU cores, cache, memory controllers, hardware accelerators, and peripherals. These interconnects enable efficient data transfer, maintain coherence, and ensure synchronisation between components.

### 2.2 IC design within the value chain of the semiconductor and electronics industry




***EDA** = Electronic design automation. They are software tools used in IC design, verification, and testing to automate and optimise semiconductor development; **PDK** = Process design kit. A set of files provided by foundries that define manufacturing rules, design constraints, and device models to ensure IC designs are manufacturable, meet performance requirements, and comply with foundry specifications; **EMC** = Electronics manufacturing companies. Companies that manufacture electronic products by assembling semiconductors, components, and other parts into final devices; **EMS** = Electronics manufacturing service companies. Companies that provide contract-based electronic manufacturing, including PCB assembly, testing, and system integration, for original equipment manufacturers (OEMs). Notes: **(1)** Active semiconductor components require an external power source to function and include devices such as processors, memory chips, diodes, and transistors. **(2)** They are active semiconductor components separated and packaged individually. They include transistors, diodes and voltage regulators. **(3)** Packaging includes die attach, wire or flip-chip bonding, encapsulation and final testing. **(4)** This activity may also be carried out by others such as fabless semiconductor companies or PCB designers. **(5)** Common assembly methods include surface-mount technology (SMT) and through-hole technology (THT).*

SkyeChip Group operates within this segment

***** SkyeChip Group is also a fabless company as it has contracts for the design and development of custom application-specific IC (ASIC).

- **IC design** is a critical part of the semiconductor and electronics industry value chain, positioned at the **frontend** of the process. IC designs are ultimately incorporated into finished electronic products such as servers, processors, automotive systems, smartphones, and wearables. Key players in the semiconductor and electronics industry value chain include:
  - **IC design companies**: Develop circuit architectures and IC designs that can be integrated into larger ICs (chips) or commercialised through silicon IP licensing.
  - **Fabless companies**: Design ICs by integrating various silicon IP cores into complex chips, work with semiconductor foundries for fabrication, and manage marketing and sales of the finished semiconductor products.
  - **Foundries**: Manufacture semiconductor wafers and process them into individual dies based on designs provided by fabless companies or integrated device manufacturers (IDMs).
  - **Semiconductor assembly, testing and packaging (ATP) companies**: Separate individual dies from wafers, assemble them into packaged chips, and conduct testing to ensure quality before shipment.
  - **Electronics part manufacturers:** Produce essential electronic components, such as capacitors, resistors, connectors, and printed circuit boards (PCBs), required for use in final electronic products.
  - **Electronics manufacturing companies (EMCs)/Electronics Manufacturing Services (EMS) Providers**: Assemble semiconductors, electronic components, and other parts into fully functional electronic products.

- The semiconductor and electronics industry value chain, including IC design, is a complex global process comprising multiple stages and specialised expertise. It relies on advanced infrastructure, equipment, tools, and significant technological capabilities, often distributed across various countries and regions.

### 2.3 Development of the IC design industry

- The IC design industry has evolved rapidly, driven by the growing demand for smaller, faster, and more power-efficient electronic devices, as well as processing-intensive applications such as artificial intelligence (AI) and machine learning (ML). This growth is fuelled by innovations across a broad range of electronic applications, all requiring complex, high-performance, and power-efficient ICs. Key demand drivers include:
  - **Consumer electronics**: ICs are fundamental to devices such as smartphones, tablets, laptops, servers, processors, digital televisions, and gaming consoles. They enable core functions including processing, memory storage, and multimedia capabilities.
  - **AI and ML**: ICs facilitate highly efficient parallel processing for training and running machine learning models, as well as AI inference and generative tasks. Dedicated AI accelerators, such as neural processing units (NPUs) and tensor processing units (TPUs), significantly enhance performance in these applications.
  - **High-performance computing (HPC)**: ICs are essential for high-speed data processing and complex computations required by large-scale simulations, big data analytics, and scientific research. CPUs, GPUs, and memory chips in processors, servers and networking equipment commonly used in large data centres enable these systems to handle high workloads.
  - **Wired and wireless communication systems**: ICs power high-speed data transmission and reception in network infrastructure components, including routers, modems, and 5G/6G communication systems, ensuring fast, reliable, and low-latency connectivity.
  - **Automotive electronics**: ICs are essential for engine control units (ECUs), advanced driver assistance systems (ADAS), infotainment systems, and in-vehicle networking, enhancing vehicle performance, safety, and user experience.
  - **Industrial automation**: ICs power programmable logic controllers (PLCs), industrial sensors, robotics, and automation systems, enabling real-time monitoring, control, safety, and optimisation.
  - **Security systems**: ICs provide hardware-level encryption, decryption, and authentication, ensuring secure communication, data protection, and transactions.
- Some of the key developments in the IC design industry are as follows:
  - **Advances in semiconductor technologies**: The industry continues to advance by packing more functionality into smaller spaces, leading to more powerful and efficient chips. This is achieved by using smaller and smaller process nodes, ranging from micrometre (micron)-scale to nanometre (nm)-scale, and integrating different types of chips into a single package.
  - **Higher data rates**: The increasing demand for rapid data processing and transfer drives the development of high-speed connections within and between chips. This is crucial for applications such as high-speed networking, AI, and real-time data analytics.
  - **Efficient power usage**: Managing power consumption is essential as chips become more compact and complex. Innovations in power management ensure that devices operate efficiently and avoid overheating, which is essential for mobile devices and large data centres.
- Despite these advancements, IC design companies face several key challenges:
  - **Increasing design complexity**: Modern ICs incorporate millions to billions of transistors, requiring precise layout, verification and fabrication to ensure optimal functionality, power efficiency, and performance.
  - **Thermal management**: As IC density and processing power increase, heat generation becomes a critical issue. Without effective cooling and power optimisation, excessive heat can degrade chip performance and reduce lifespan.
  - **High R&D costs**: IC design necessitates substantial upfront investment in intensive research, EDA tools, verification and prototyping. These high innovation costs pose a

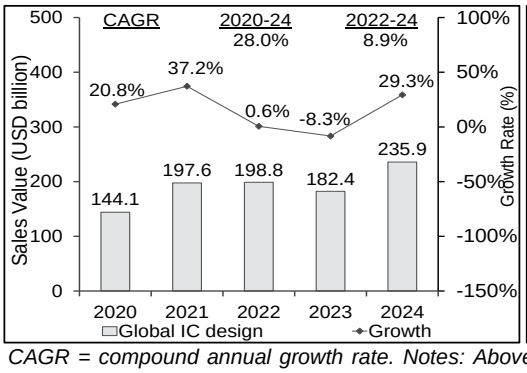
challenge for companies seeking to remain competitive and avoid technological obsolescence.

- **Geopolitical and supply chain disruptions**: Global semiconductor supply chains are disrupted by trade tensions, export restrictions, and deglobalisation trends, such as the USA-China trade war. Tariffs, sanctions, and limitations on technology access affect sourcing strategies, forcing companies to explore alternative supply chain solutions, including domestic manufacturing and regional supply chains. These shifts have the potential to reshape the global semiconductor industry in both the short and long term.

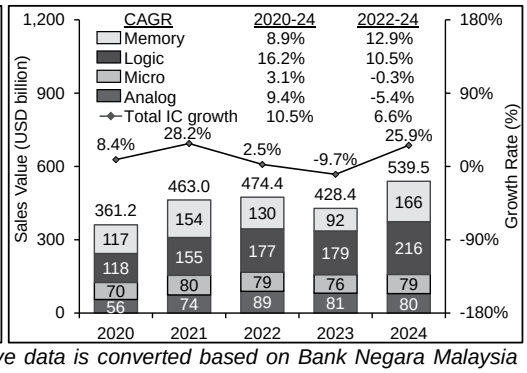
## 3. GLOBAL IC DESIGN INDUSTRY

- As SkyeChip Group is export-oriented, this section focuses on global trends in IC design. Between 2020 and 2024, global IC design revenue grew at a CAGR of 28.0%, reaching USD235.9 billion in 2024. In 2024, global IC design revenue grew by 29.3%, aligning with the increase in global IC sales. In 2024, ICs were the leading semiconductor products globally, accounting for 85.6% of global semiconductor sales. The remaining were contributed by optoelectronics, discrete semiconductors, and sensors, which accounted for 6.5%, 4.9%, and 3.0%, respectively. *(Source: Vital Factor analysis)*

**Global IC design revenue**




**Global IC sales**

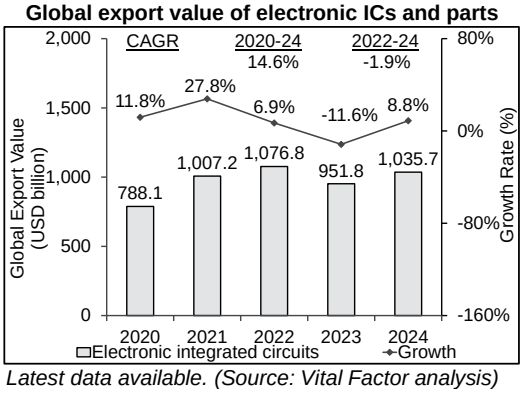



*CAGR = compound annual growth rate. Notes: Above data is converted based on Bank Negara Malaysia (BNM) exchange rate in the respective years. Latest data available. (Source: Vital Factor analysis)*

- Between 2020 and 2024, the global IC sales grew at a CAGR of 10.5% to USD539.5 billion in 2024. In 2024, global IC sales grew by 25.9%, primarily due to a 79.3% increase in memory components, 20.8% growth in logic components, and a 3.0% increase in micro components. The global IC sales was mainly driven by logic (34.2%), memory (26.2%), analogue (12.6%) and micro (12.5%) components. In 2025, global IC sales are estimated to increase by 25.6% to USD677.9 billion compared to 2024, primarily driven by stronger performance in memory and logic components. *(Source: Vital Factor analysis)*

- In 2024, the global export value of electronic ICs and parts increased by 8.8%, in tandem with the global IC sales. In 2024, the top three exporters for electronic ICs and parts were Hong Kong, China, and South Korea, accounting for 21.2%, 15.4%, and 11.6% of the total global export value, respectively.

**Global export value of electronic ICs and parts**



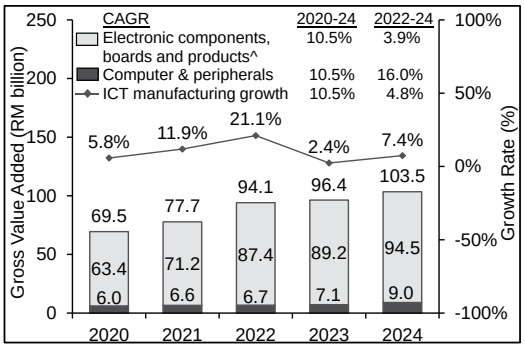

*Latest data available. (Source: Vital Factor analysis)*

## 4. IC DESIGN INDUSTRY IN MALAYSIA

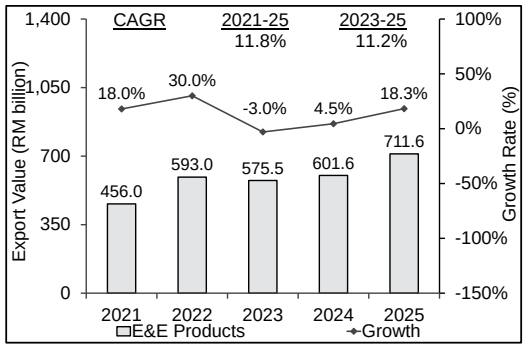
- Gross value added (GVA) measures the value of output produced by information and communications technology (ICT) economic activities, excluding the value of intermediate inputs. The ICT industry is further divided into ICT services, ICT manufacturing, ICT trade, and content and media products, which

contributed 40.1%, 38.5%, 15.4%, and 6.1% of the total GVA of the ICT industry, respectively, in 2024. *(Source: Department of Statistics Malaysia (DoSM))* Overall, the GVA of ICT manufacturing grew at a CAGR of 4.8% between 2022 and 2024. In 2024, electronic components, boards, and products were the main segment of the ICT manufacturing segment, representing 91.3% of the GVA of ICT manufacturing, while computers and peripherals contributed the remaining 8.7%.

**GVA of ICT manufacturing by activity(1)**




**Malaysia's export of E&E products**




***(1)*** *Latest data available. * Others include e-commerce from other industries; ^ Electronic products include communication equipment and consumer electronics (Source: DoSM)*

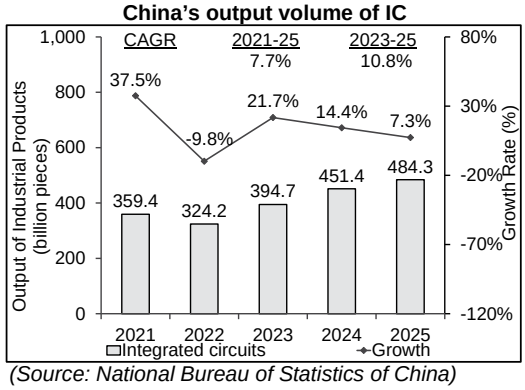
- The E&E sector continues to be Malaysia's major export contributor, accounting for 44.3% of gross exports in 2025. In 2025, Malaysia's E&E exports were RM711.6 billion, with electronic integrated circuits accounting for 54.7% of the total E&E exports. Malaysia's semiconductor strength primarily lies in its back-end services, such as assembly, packing and testing. A key strategic development of the New Industrial Master Plan 2030 (NIMP 2030) is to elevate Malaysia's position within the E&E value chain by shifting towards front-end activities such as IC design, advanced packaging, and expanding wafer fabrication capabilities. *(Source: DoSM, Malaysian Investment Development Authority (MIDA))*
- In 2025, the four largest export destinations for Malaysia's E&E products were the USA, Singapore, Hong Kong, and China, contributing 20.5%, 18.5%, 11.6%, and 10.3% of the total export value of E&E products, respectively *(Source: DoSM)*.

## 5. IC DESIGN INDUSTRY IN FOREIGN COUNTRIES

### 5.1 China

- The decline in 2022 was partly attributed to the global shortage of semiconductors, coupled with containment measures imposed within China, which only eased in November 2022. Between 2023 and 2025, China's output volume of ICs grew at a CAGR of 10.8%. In 2023 and 2024, China's output volume of ICs grew by 21.7% and 14.4% respectively, reaching 451.4 billion pieces in 2024. In 2025, China's output volume of ICs reached 484.3 billion pieces.

**China's output volume of IC**




*(Source: National Bureau of Statistics of China)*

- Between 2020 and 2024, China's R&D expenditure on ICs grew at a CAGR of 16.4% to CNY62.4 billion (RM39.7 billion) in 2024, which accounted for 1.7% of China's total R&D expenditure. *(Latest available information. Source: National Bureau of Statistics of China, BNM)*

### 5.2 Taiwan

- Between 2023 and 2025, Taiwan's IC design industry revenue grew at a CAGR of 14.0%. In 2025, Taiwan's IC industry revenue grew by 22.7% to approximately TWD6.5 trillion (RM897.1 billion),

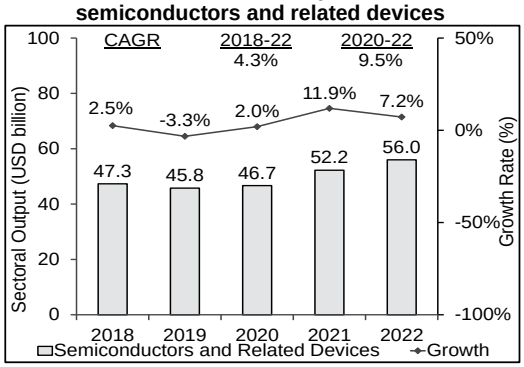
contributed by IC manufacturing, IC design, IC packaging, and IC testing, which accounted for 67.3%, 21.8%, 7.4%, and 3.5% of the total revenue, respectively. The growth of 22.7% in 2025 was mainly attributed to the increase of 28.5% in foundry revenue, driven by high demand for advanced 3nm and 5nm process nodes for high-performance computing and smartphones. Between 2020 and 2024 (the latest available information), Taiwan's R&D expenditure on the high technology industry grew at a CAGR of 11.7% to TWD724.9 billion (RM103.3 billion) in 2024, which accounted for 69.1% of Taiwan's total R&D expenditure. *(Source: Vital Factor analysis, National Science and Technology Council, Taiwan, BNM)*

### 5.3 USA

- Sectoral output refers to an industry's gross output, which includes sales, receipts, other operating income, commodity taxes, and changes in inventories. However, it excludes the transactions between establishments within the same industry.

- Between 2018 and 2022, the sectoral output of semiconductors and related devices (such as ICs, diodes, transistors, solar cells, and other optoelectronic devices) grew at a CAGR of 4.3% to USD56.0 billion (RM246.4 million). In 2024, the sectoral output of semiconductors and other electronic components grew by 2.0% to USD99.3 billion (RM422.5 billion). *(Latest available information. Source: USA Bureau of Labor Statistics, BNM)*

**USA Sectoral output of semiconductors and related devices**



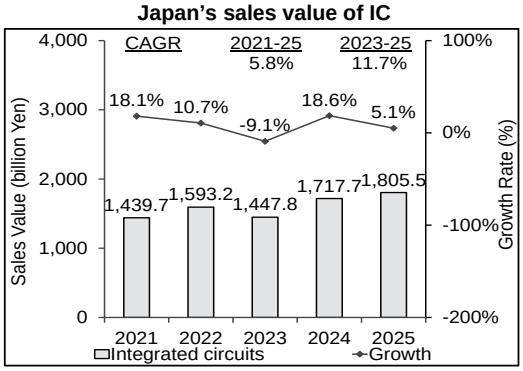

*Note: 1 USD = RM4.4011 as the average for 2022. Latest data available. (Source: USA Bureau of Labor Statistics; BNM)*

- Between 2020 and 2024, the R&D expenditure on the semiconductor industry grew at a CAGR of 12.3%. In 2024, the total R&D expenditure on the semiconductor industry grew by 18.0% to USD70.0 billion (RM320.3 billion). *(Latest available information. Source: Vital Factor analysis, BNM)*

### 5.4 Japan

- Between 2023 and 2025, Japan's sales value of ICs grew at a CAGR of 11.7%. In 2025, the country recorded a sales value of 1.8 trillion Yen (RM51.8 billion) for ICs. Nevertheless, the sales quantity declined at an average annual rate of 2.0% between 2023 and 2025. The decline was mainly attributed to the decrease in standard linear ICs, non-standard linear ICs for industrial products, and standard logic ICs. *(Source: Statistics Bureau of Japan, Vital Factor analysis, BNM)*

**Japan's sales value of IC**




*Note: 100 Yen = RM2.8663 as the average for 2025. (Source: Statistics Bureau of Japan, Vital Factor analysis, BNM)*

- Between 2019 and 2023, Japan's R&D expenditure on scientific research, professional and technical services, funded by enterprises, grew at a CAGR of 0.9% amounting to JPY950.0 billion (RM30.9 billion). The small growth was mainly attributed to the economic impact of the COVID-19 pandemic in 2020, which led to reduced R&D expenditure. Nevertheless, the R&D expenditure on engineering and technology, funded by non-profit institutions and public organisations, and universities and colleges, grew at a CAGR of 6.0% amounting to JPY1.8 trillion (RM60.0 billion). *(Latest available information. Source: Statistics Bureau of Japan, BNM)*

### 5.5 Vietnam

- Between 2019 and 2023, Vietnam's export of semiconductor devices grew at a CAGR of 1.5% to USD12.2 billion (RM55.9 billion) in 2023. In 2023, Vietnam's top four destinations for semiconductor device exports were China, Hong Kong, the USA, and the Netherlands, with exports valued at USD5.7 billion (46.3%), USD3.1 billion (25.1%), USD759.4 million (6.2%), and USD505.0 million (4.1%), respectively. *(Latest available information. Source: Vital Factor analysis, BNM).*

## 6. COMPETITIVE LANDSCAPE

- The global IC design industry is dominated by established silicon IP providers with substantial resources, advanced R&D, and broad portfolios of silicon IP and silicon products. In Malaysia, IC design primarily involves designers who utilise silicon IP from third-party silicon IP providers. While most Malaysian designers rely on third-party silicon IP, some develop their own or collaborate with other providers.

- Some of the players in the industry are provided in the table below. The selection criteria for IC design companies in **Malaysia** include having operations in Malaysia, being involved in the design of ICs, and the availability of recent financial information. The selection criteria for Silicon IP providers in **foreign countries** include publicly listed companies, those providing, among others, memory interface and/or internal interconnect IPs, and the availability of recent financial information. They are listed in descending order of revenue in the respective categories and the list is not exhaustive:

| Country* | Company | C | FYE[1] | Rev[2] (RM mil) | GP[2] (RM mil) | GP margin | PAT/(LAT)[2] (RM mil) | PAT/(LAT) margin |
|---|---|---|---|---|---|---|---|---|
| IC design companies in Malaysia | | | | | | | | |
| **MY** | **SkyeChip Group** | √ | **Mar-25** | **119.5** | **50.3** | **42.1%** | **36.0** | **30.1%** |
| MY | Oppstar Berhad[3] | √ | Mar-25 | 64.0 | 0.4 | 0.7% | (12.4) | (19.3%) |
| MY | StarFive Technology[4] | √ | Dec-24 | 41.5 | n.a. | n.a. | 3.5 | 8.4% |
| MY | Maistorage Technology S/B[5] | √ | Dec-25 | 20.7 | 13.6 | 65.5% | 4.1 | 19.7% |
| MY | Key ASIC Berhad[6] | √ | May-25 | 14.9 | 5.2 | 34.5% | (6.7) | (45.0%) |
| MY | Infinecs Systems[7] | n.a. | Dec-24 | 11.0 | 2.6 | 23.9% | 0.6 | 5.4% |
| Silicon IP providers in foreign countries | | | | | | | | |
| UK | Arm Holdings plc[8][9] | √ | Mar-25 | 18,337.7 | 17,784.0 | 97.0% | 3,624.5 | 19.8% |
| Taiwan | Global UniChip Corp.[10][11] | √ | Dec-25 | 4,695.8 | 1,162.8 | 24.8% | 518.5 | 11.0% |
| USA | Rambus Inc.[12][13] | n.a | Dec-25 | 3,031.8 | 2,413.1 | 79.6% | 987.4 | 32.6% |
| Taiwan | Faraday Technology Corp.[10][14] | √ | Dec-25 | 2,474.8 | 668.1 | 27.0% | 106.3 | 4.3% |
| China | Brite Semiconductor[15][16] | √ | Dec-24 | 692.8 | n.a. | n.a. | 38.8 | 5.6% |
| Taiwan | Egis Technology Inc.[17][18] | √ | Dec-24 | 683.5 | 269.2 | 39.4% | (197.0) | (28.8%) |
| USA | Arteris, Inc.[12][19] | √ | Dec-25 | 302.4 | 272.8 | 90.2% | (148.9) | (49.2%) |
| USA | Silvaco Group, Inc.[12][20] | √ | Dec-25 | 270.2 | 211.5 | 78.3% | (176.5) | (65.3%) |
| Taiwan | M31 Technology Corp.[10][21] | √ | Dec-25 | 245.1 | 245.1 | 100.0% | 9.7 | 4.0% |

***refers to country of incorporation; C = Has customers in China and/or Taiwan; FYE = financial year ended; Rev = revenue; mil = million; GP = gross profit; PAT = profit after tax; LAT = loss after tax; MY = Malaysia; UK = United Kingdom; n.a. = information not available.*

***Notes:***

***(1)*** *Latest available audited financial information from annual reports, financial reports, and SkyeChip Group.* ***(2)*** *May include other business activities, products or services in addition to IC design and/or silicon IP design.* ***(3)*** *Mainly involved in the provision of IC design services, post-silicon validation services, software and engineering solutions, R&D on engineering and technology, provision of sales and marketing services, technical support and other related services.* ***(4)*** *StarFive Technology International S/B. Formerly known as Tenasic Technology Sdn Bhd. Mainly involved in R&D activities on engineering and technology.* ***(5)*** *A subsidiary of Phison Electronics Corporation, a listed entity on the Taipei Exchange. Mainly engaged in IC design and NAND controllers engineering, technical services, as well as training and consulting.* ***(6)*** *Mainly involved in the business of turnkey ASIC design services, providing data processing, data management, disk-based backup solutions, telecommunications, office automation, network infrastructure and intelligent storage network support.* ***(7)*** *Infinecs Systems Sdn Bhd. Mainly involved in engineering design services, information service activities, R&D on engineering services and information communication*

*technology.* ***(8)*** *Conversion from USD to RM based on BNM's exchange rate of USD1 = RM4.5764 for 2024.* ***(9)*** *Mainly involved in the business of licensing, marketing, R&D of CPU design IP, graphics processors, system IP, physical IP, market optimised platform IP, and associated software, tools and other related services.* ***(10)*** *Conversion from TWD to RM based on BNM's exchange rate of TWD100 = RM13.7542 for 2025.* ***(11)*** *Mainly engaged in R&D, production, testing and sales of embedded memory and logic components, cell libraries, and EDA tools for various application ICs, as well as customisation, design, technical support and licensing of IP.* ***(12)*** *Conversion from USD to RM based on BNM's exchange rate of USD1 = RM4.2844 for 2025.* ***(13)*** *Mainly involved in R&D, design, sale and marketing of memory interface chips and silicon IP solutions, as well as other related services.* ***(14)*** *Fabless ASIC vendor and silicon IP and system platform provider.* ***(15)*** *Brite Semiconductor (Shanghai) Co. Ltd. Conversion from CNY to RM based on BNM's exchange rate of CNY1 = RM0.6358 for 2024.* ***(16)*** *Custom ASIC and IP solutions provider.* ***(17)*** *Conversion from TWD to RM based on BNM's exchange rate of TWD100 = RM14.2547 for 2024.* ***(18)*** *Fabless company mainly involved in the provision of silicon IP and chiplet design services.* ***(19)*** *Semiconductor system IP provider, including interconnect and other IP technology.* ***(20)*** *Technology computer aided design software, EDA software and semiconductor IP provider.* ***(21)*** *Mainly involved in providing silicon IP design services.*

## 7. BARRIERS TO ENTRY

- The barriers to entry in advanced IC design technologies are significant, especially for designs targeting advanced process nodes between 2 nanometres (nm) and 5nm. These barriers also extend to specialised functional areas, such as high-performance and high-bandwidth memory interface IPs, including low-power double data rate (LPDDR)4, LPDDR4x, high-bandwidth memory (HBM)3, HBM3E, and HBM4. While barriers to entry for less advanced IC design technologies are comparatively lower, they remain substantial.

- The main barriers to entry in the IC design industry are as follows:
  - **Specialised technical expertise**: IC design, verification, and testing require highly specialised technical skills. New entrants must have a strong foundation in semiconductor physics, circuit theory, and advanced design methodologies. Keeping pace with rapid technological advancements demands continuous learning and a sustainable pipeline of skilled engineers, both of which pose significant challenges.
  - **Access to Process Design Kits** (PDKs): Access to PDKs from foundries is critical. PDKs are crucial for bridging the gap between IC design and manufacturing. Without them, developing functional, efficient, and manufacturable chips becomes difficult. Geopolitical considerations can further restrict PDK availability, adding complexity for new entrants.
  - **Access to Electronic Design Automation (EDA) tools**: Access to EDA tools presents a barrier to entry for new IC design companies. High licensing costs, complex agreements, potential export restrictions, and the need for continuous updates and technical support create both financial and operational barriers. Vendor restrictions linked to foundry partnerships or geopolitical issues can also limit accessibility for newcomers.
  - **Intensive research and development** (R&D): Ongoing innovation is essential to remain competitive amid rapid technological changes, miniaturisation, and evolving user needs. The significant financial commitment required for sustained R&D represents a major barrier to entry.
  - **Extended development cycles**: IC development can take several years from concept to commercialisation. This long lead time heightens the risk of technological obsolescence and can reduce returns on investment.

- Fabless companies seeking to internalise some IC design activities would face barriers, including the need for specialised technical expertise, a sizable and skilled workforce, significant R&D investment, and high development costs.

- There are no significant licensing or regulatory barriers to entry in the IC design industry. Although initial capital requirements for hardware and software are relatively low, operating costs, particularly for highly skilled labour, are substantial. Considerable time and effort are required for R&D, testing, and validation before a product reaches the market. Long-term success depends on maintaining consistent sales, establishing a proven track record, competing effectively with domestic and global IC design houses, and fostering strong relationships with foundries to secure PDK access.

- In Malaysia, it is estimated that there are fewer than 20 companies, including recent start-ups, engaged in IC design, covering both older and advanced technologies. Globally, as of the date of

this report, it is estimated that 348 IC design IP providers offer one or more IP blocks, including 25 for double data rate (DDR) memory, 8 for high-bandwidth memory (HBM), and 4 for Network-On-Chip (NoC) IPs, which are areas in which SkyeChip Group is involved. *(Source: Vital Factor analysis)*

**8. INDUSTRY SIZE AND SHARE**

- SkyeChip Group operates in the global market, mainly serving foreign markets.

| 2024 – Global | Industry size [a] (RM billion) | SkyeChip Group | |
|---|---|---|---|
| | | Revenue (RM million) [b] | Market share |
| IC design revenue | 1,079.4[1] | 119.5[2] | Less than 1% [3] |

*Source: (a) Vital Factor analysis; (b) SkyeChip Group. (1) Based on the global sales value of IC design in 2024, converted based on BNM exchange rate. (2) SkyeChip Group's revenue for the financial year ended 31 March 2025 is used as a proxy for calendar year 2024. (3) ((2) divided by (1)) x 100%.*

- The large global IC design market creates opportunities for Malaysian and foreign IC design companies.

**9. INDUSTRY OUTLOOK AND PROSPECTS**

The outlook for the IC design industry is shaped by a combination of technological trends, market dynamics, policy support, and geopolitical factors. Key factors include the following:

**Operational landscape**

- **Technological advancements**: Rapid technological progress is a defining feature of the IC design industry. Design complexity has grown dramatically, moving from 3-micron nodes in 1987 to 2nm nodes in 2025, with ongoing R&D on technologies below 2nm. This requires extensive verification and testing to ensure design reliability. Achieving reliability at such advanced nodes requires extensive verification and testing, supported by advanced EDA tools, PDKs from foundries, and validated IP libraries to accelerate development. Continued advancements will enable a broader range of applications in consumer electronics, industrial automation, AI, autonomous vehicles, and IoT, driving sustained demand for sophisticated and advanced IC designs.

- **Shifting market dynamics**: Automation, AI, edge computing, and IoT are reshaping IC design requirements, creating strong demand for custom chips such as ASICs and for higher-speed interfaces to support data-intensive applications. The rollout of 5G, offering speeds up to 20 times faster than 4G, and the emergence of 6G deployments are accelerating the need for high-performance ICs with greater bandwidth efficiency and lower power consumption. Increasing adoption of generative AI and large-scale data analytics further drives demand for specialised accelerators and memory interfaces.

- **Government incentives in Malaysia**: Malaysia's IC design industry benefits from multiple policy initiatives and funding programmes:

  - In March 2025, Malaysia announced a 10-year collaboration worth USD250 million (approximately RM1.1 billion) with ARM Holdings Plc for IP licensing, including seven ARM Compute Sub System (CSS) and 25 ARM Flexible Access (AFA) tokens, and to train 10,000 engineers. This is aimed at developing domestic AI chip capabilities and establishing a comprehensive semiconductor ecosystem spanning from front-end IC design to back-end assembly. *(Source: Ministry of Economy)*

  - In 2024, there were some State governments' initiatives to promote and accelerate the growth of the semiconductor industry, particularly IC design. These include the establishment of IC Design Park by Selangor Information Technology and Digital Economy Corporation, as well as the Penang Silicon Design @5km+ initiative launched by Penang State Government *(Source: MIDA)*.

  - Budget 2026 allocated RM5.9 billion for cross-ministry research, development, commercialisation, and innovation activities *(Source: Ministry of Finance (MoF))*.

- National Semiconductor Strategy (NSS) aims to attract RM500 billion in investments, focusing on domestic IC design, advanced packaging, and foreign investment in wafer fabrication. Under Budget 2026, RM500 million loan funds will be provided to support high-value-added activities under NSS, such as R&D activities *(Source: MoF)*.
- MIDA encourages companies in the E&E sector to engage in IC design, offering tax exemptions for eligible activities.
- New Industrial Master Plan 2030, launched in 2023, focuses on strengthening IC design capabilities and growth in sectors like electric vehicles, renewable energy, and AI.

- **Global government support for IC industry development**: Some technology-related policies and expenditures in foreign countries are also driving the global IC industry, which are as follows:
  - **China**: The Chinese government aims to achieve greater semiconductor self-sufficiency, particularly in response to increasing USA export controls. Between 2022 and 2024, national expenditure on science and technology in China grew at a CAGR of 7.1%, reaching CNY1.2 trillion (RM731.8 billion) in 2024 *(Latest available information. Source: National Bureau of Statistics of China)*.
  - **Taiwan**: The Taiwanese government is promoting the development of a "Silicon Valley" in Southern Taiwan. Government expenditure on education, science, and culture grew at a CAGR of 10.4% from 2022 to 2024, reaching TWD538.1 billion (RM76.7 billion) in 2024 *(Latest available information. Source: MoF Taiwan)*.
  - **USA**: The CHIPS and Science Act, passed in 2022, provides substantial federal funding for semiconductor manufacturing and research. Federal R&D expenditure grew at a CAGR of 6.3% between 2022 and 2024, reaching USD185.9 billion (RM796.4 billion) *(Latest available information. Source: National Center for Science and Engineering Statistics, USA)*.
  - **Japan**: The Japanese government has introduced strategies to revitalise its semiconductor industry, including plans to produce next-generation 2nm chips. In 2023, the government allocated 1.85 trillion JPY (RM60.1 billion) for semiconductor-related capital expenditures, R&D investment, and the development of advanced materials and components *(Source: Ministry of Economy, Trade, and Industry, Japan)*.
  - **Vietnam**: In September 2024, Vietnam announced a strategy for developing its semiconductor industry through 2030, with a vision for 2050. The strategy focuses on chip development, specialised electronics, and talent cultivation. Government investment in professional, scientific, and technical activities declined at an average annual rate of 3.5% from 2022 to 2024, amounting to VND22.2 trillion (RM4.1 billion) in 2024 *(Latest available information. Source: Ministry of Science and Technology Vietnam; General Statistics Office Vietnam)*.

**Threats and challenges**

- As IC design is a digital, knowledge-based service, much of the design process can be performed remotely from anywhere with reliable internet access. This creates a highly competitive global marketplace, where companies in lower-cost regions may compete on price and turnaround time.
- However, the industry is affected by geopolitical tensions, including trade restrictions imposed by various countries. These restrictions, covering high-end chip exports and advanced fabrication equipment (such as extreme ultraviolet lithography systems), have an impact on access to advanced technologies and disrupt the global supply chain for advanced-node ICs. Trade barriers and sanctions can restrict market access for IC design companies in certain countries, creating uncertainty in cross-border collaborations.
- Shortage of experienced IC design engineers, particularly in advanced-node specialisations and high-speed interface design, is a critical bottleneck. Recruitment, training, and retention of skilled personnel are challenging, especially as global demand for semiconductor talent rises.
- Continuous innovation requires sustained investment in EDA tools, IP licensing, and prototype validation. Escalating costs, especially for advanced design and specialised verification tools, can erode margins for smaller players.

# 9. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL

## 9.1 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

### 9.1.1 Profiles of our Promoters and substantial shareholders

#### (i) Dato' Fong Swee Kiang as our Promoter and substantial shareholder

Dato' Fong Swee Kiang, a Malaysian, is our Promoter, substantial shareholder, Non-Independent Executive Director and Chief Executive Officer. Details of his profile are set out in Section 9.2.1(ii) of this Prospectus.

#### (ii) Teh Chee Hak as our Promoter and substantial shareholder

Teh Chee Hak, a Malaysian, is our Promoter, substantial shareholder, Non-Independent Executive Director and Chief Technology Officer. Details of his profile are set out in Section 9.2.1(iii) of this Prospectus.

#### (iii) SKC Team 2 as our substantial shareholder

SKC Team 2 was incorporated in Malaysia under the Act on 27 September 2021 as a private limited company under the name of Odyssey Vision Sdn Bhd, and subsequently changed its name to SKC Team 2 Sdn Bhd on 14 February 2025. SKC Team 2 is principally engaged in activities of holding companies.

As at the LPD, the issued share capital of SKC Team 2 is RM16,271,100.50 comprising 32,542,000 ordinary shares and 1 preference share (held by Dato' Fong Swee Kiang).

### 9.1.2 Shareholding of our Promoters and substantial shareholders

The following table sets out the direct and indirect shareholdings of our Promoters and substantial shareholders before and after our IPO:

| Name/ Nationality/ Country of Incorporation | As at 1 April 2026 | | | | After the Subdivision | | | | After our IPO | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Direct | | Indirect | | Direct | | Indirect | | Direct | | Indirect | |
| | No. of Shares | (1)% | No. of Shares | (1)% | No. of Shares | (2)% | No. of Shares | (2)% | No. of Shares | (3)% | No. of Shares | (3)% |
| **Promoters and substantial shareholders** | | | | | | | | | | | | |
| Dato' Fong Swee Kiang / Malaysian | 98,612,801 | 30.9 | 15,893,600 | (4)4.9 | 430,630,251 | 30.9 | 69,405,442 | (4)4.9 | 430,630,251 | 24.0 | 69,405,442 | (4)3.8 |
| Teh Chee Hak / Malaysian | 98,612,800 | 30.9 | 15,913,600 | (5)4.9 | 430,630,247 | 30.9 | 69,492,779 | (5)4.9 | 430,630,247 | 24.0 | 69,492,779 | (5)3.8 |
| **Substantial shareholder** | | | | | | | | | | | | |
| SKC Team 2 / Malaysia | 32,542,000 | 10.2 | - | - | 142,107,003 | 10.2 | - | - | 142,107,003 | 7.9 | - | - |

| Name/ Nationality/ Country of Incorporation | After our IPO and assuming full exercise of the ESOS Options granted in conjunction with our Listing | | | |
|---|---|---|---|---|
| | Direct | | Indirect | |
| | No. of Shares | (6)% | No. of Shares | (6)% |
| **Promoters and substantial shareholders** | | | | |
| Dato' Fong Swee Kiang / Malaysian | 430,630,251 | 23.2 | 69,405,442 | (4)3.7 |
| Teh Chee Hak / Malaysian | 430,630,247 | 23.2 | 69,492,779 | (5)3.7 |
| **Substantial shareholder** | | | | |
| SKC Team 2 / Malaysia | 142,107,003 | 7.6 | - | - |

**9. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL** *(Cont'd)*

***Notes:***

*(1)* *Based on 319,679,051 issued Shares as at the LPD including the 15,593,900 new Shares issued upon the Conversion of ICPS which was completed on 1 April 2026.*

*(2)* *Based on 1,396,000,000 issued Shares after the Subdivision.*

*(3)* *Based on our enlarged issued Shares upon our Listing of 1,796,000,000 Shares.*

*(4)* *Deemed interested by virtue of his shareholdings in SKC Team 1 and SKC Team 3 pursuant to Section 8 of the Act.*

*(5)* *Deemed interested by virtue of his shareholdings in SKC Team and SKC Team 3 pursuant to Section 8 of the Act.*

*(6)* *Based on our enlarged issued Shares of 1,857,755,000 Shares assuming full exercise of the 61,755,000 ESOS Options granted in conjunction with our Listing as described in Section 4.2.5 of this Prospectus.*

### 9.1.3 Changes in our Promoters' and substantial shareholders' shareholdings in our Company for the past three years

Save as disclosed below, there has been no change in our Promoters' and substantial shareholders' shareholdings in our Company for the past three years preceding 1 April 2026:

| | As at 31 March 2023 | | | | As at 31 March 2024 | | | |
|---|---|---|---|---|---|---|---|---|
| | Direct | | Indirect | | Direct | | Indirect | |
| Name | No. of Shares | % | No. of Shares | % | No. of Shares | % | No. Shares | % |
| Dato' Fong Swee Kiang | 100,000,001 | 50.0 | - | - | 133,729,001 | 44.6 | - | - |
| Teh Chee Hak | 100,000,000 | 50.0 | - | - | 133,729,000 | 44.6 | - | - |
| SKC Team 2 | - | - | - | - | 32,542,000 | 10.8 | - | - |

| | As at 31 March 2025 | | | | As at 1 April 2026 | | | |
|---|---|---|---|---|---|---|---|---|
| | Direct | | Indirect | | Direct | | Indirect | |
| Name | No. of Shares | % | No. of Shares | % | No. of Shares | [(1)]% | No. Shares | [(1)]% |
| Dato' Fong Swee Kiang | 107,227,201 | 35.7 | 15,893,600 | [(2)]5.3 | 98,612,801 | 30.9 | 15,893,600 | [(2)]4.9 |
| Teh Chee Hak | 107,227,200 | 35.7 | 15,913,600 | [(3)]5.3 | 98,612,800 | 30.9 | 15,913,600 | [(3)]4.9 |
| SKC Team 2 | 32,542,000 | 10.8 | - | - | 32,542,000 | 10.2 | - | - |

***Notes:***

*(1) Based on 319,679,051 issued Shares as at the LPD including the 15,593,900 new Shares issued upon the Conversion of ICPS which was completed on 1 April 2026.*

*(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.*

## 9. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

### 9.2 BOARD OF DIRECTORS

Our Board acknowledges and takes cognisance of the MCCG, which contains recommendations to improve upon or to enhance corporate governance as an integral part of the business activities and culture of such companies.

Our Board believes that our current Board composition provides the appropriate balance in terms of skills, knowledge and experience to promote the interests of all shareholders and to govern our Group effectively. Our Board is also committed to achieving and sustaining high standards of corporate governance.

Our Company has adopted the recommendations under the MCCG that our Board comprises at least 30% women Directors, half of our Board comprises Independent Directors and our Chairman should not be a member of the Audit and Risk Management Committee, the Nomination Committee and the Remuneration Committee.

Within the limits set by our Constitution, our Board is responsible for the governance and management of our Group. To ensure the effective discharge of its functions, our Board has set out the following key responsibilities in our board charter:

(i) review and adopt a strategic plan for our Group to ensure sustainability of our business and operations and to support long-term value creation;

(ii) oversee, together with our management, the governance on sustainability including setting strategies, priorities and targets on economic, environmental and social considerations and communication of the same (including performance against targets) to internal and external stakeholders;

(iii) oversee the conduct of our Group's business to evaluate whether our business is being properly managed (which includes managing conflicts of interest, preventing the abuse of power, fraud, bribery and corruption, insider trading and money laundering);

(iv) identify principal risks and recognise that business decisions involve taking appropriate risks, determine risk appetite within which our management is to operate and ensure the implementation of the risk management framework (incorporating mitigation measures) to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;

(v) ensure that all members of our Board and our management team are of sufficient calibre and oversee succession planning, including appointing, training, fixing the compensation of and where appropriate, replacing Board members and Key Senior Management;

(vi) oversee the development and implementation of an investor relations programme or stakeholder communication policy for our Group;

(vii) review the adequacy and the integrity of our Group's risk management, internal control systems and management information systems, including systems / reporting framework for compliance with applicable laws, regulations, rules, directives and guidelines;

(viii) assure both internal and external stakeholders that our Group is operating in compliance with its policies and any other applicable regulatory requirements. This includes establishing a "tone from the top" and spearheading our Group's efforts to improve on our corruption risk management framework, internal control system, review and monitoring as well as training and communication;

(ix) review periodically an anti-corruption compliance program which includes clear policies and objectives that adequately addresses corruption risk;

(x) review periodically the whistleblowing policy to encourage reporting of any legitimate concern in relation to breach of legal obligation, unlawful conduct, miscarriage of justice, financial malpractice or danger to the public or environment or any suspected and/or real corruption incidents, including any cover-up of any of these conducts in the workplace;

(xi) review and accept the investigative outcome of any whistleblowing matters, results of fraud, illegal acts or suspected violations of our Group's policies involving all employees, management and Directors;

(xii) determine the remuneration of our non-Executive Directors, with the individuals concerned abstaining from discussions of their own remuneration;

(xiii) ensure the integrity of our Group's financial and non-financial reporting particularly that our financial statements are true and fair and conform with the laws;

(xiv) review periodically the Code of Conduct and Ethics to ensure alignment with changes in law and governance practices with our Group's vision, mission and business plan;

(xv) ensure that our Company has in place the appropriate corporate disclosure procedures to ensure effective communication with our shareholders and other stakeholders; and

(xvi) together with our Key Senior Management, ensure that our Group adheres to high standards of ethics and corporate behaviour which reinforced elements of ethics, prudence and professionalism.

In addition, the roles and responsibilities of our Chairman and Chief Executive Officer are clearly segregated to further enhance and preserve a balance of authority and accountability. Our Chairman is primarily responsible for the following:

(i) leading our Board in its collective oversight of our management so that our Board can perform its responsibilities effectively;

(ii) leading our Board in setting the values and standards as well as the adoption and implementation of good corporate governance practices in our Group;

(iii) maintaining a relationship of trust with and between our Executive Directors and non-Executive Directors;

(iv) ensuring the adequacy and integrity of the governance process and issues including upgrading and monitoring good corporate governance practices within our Group;

(v) setting our Board agenda and ensuring the provision of accurate, timely, complete and clear information to all Directors as well as ensuring that our Board committees' meetings are conducted separately from our Board meetings;

(vi) chairing Board and shareholder meetings and ensuring the proceedings thereof comply with good conduct and practices as well as represent our Board to our shareholders;

(vii) functioning as a facilitator at meetings of our Board to ensure that no member, whether executive or non-executive, dominates any discussion and that relevant discussions take place with relevant opinions among members forthcoming. Our Chairman shall encourage active participation and allow dissenting views to be freely expressed and ensure that discussions result in logical and understandable outcome;

(viii) ensuring that all Directors are enabled and encouraged to participate in Board meetings and discussions. This includes ensuring that all relevant issues are on the agenda and that all Directors receive timely, relevant information tailored to their needs and that they are properly briefed on issues arising at Board meetings, and that adequate time is allocated for discussion of issues tabled to our Board for deliberation;

(ix) ensuring that our Executive Directors look beyond their executive function and accept their full share of responsibilities of governance and provide regular updates on all issues pertinent to the welfare and future of our Group to our Board;

(x) liaising and coordinating input from all Directors, especially Board committees' chairman, to optimise the effectiveness of our Board and our Board committees;

(xi) guiding and mediating Board actions with respect to organisational priorities and governance concerns;

(xii) managing the interface between our Board and our management;

(xiii) ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to our Board as a whole;

(xiv) ensuring that our Board is kept updated on its statutory obligations to our Company, our shareholders, our employees and other stakeholders;

(xv) maintaining regular dialogue with our Chief Executive Officer over all operational matters and consulting with the remainder of our Board promptly over any matters that give him/her cause for major concern;

(xvi) ensure that the general meeting of our Company supports meaningful engagement between our Board, our management and our shareholders. The engagement should be interactive and include robust discussion on, among others, our Group's financial and non-financial performance as well as our Group's long-term strategies; and

(xvii) performing other responsibilities assigned by our Board from time to time.

Our Chief Executive Officer is primarily responsible for the day-to-day operations of our Group's business and leads the implementation of policies, strategies and decisions adopted by our Board, and monitors the operating and financial results against plans and budgets.

The details of the members of our Board and the details of the date of expiration of the current term of office for each of our Directors and the period that each of our Directors has served in that office as at the LPD are as follows:

| Director | Designation | Age | Nationality | Date of appointment | Date of expiration of the current term of office at AGM | No. of years and months in office |
|---|---|---|---|---|---|---|
| Dato' Seri Wong Siew Hai | Independent Non-Executive Chairman | 74 | Malaysian | 24 February 2025 | Subject to retirement by rotation at our AGM in 2028 | 1 year 1 month |
| Dato' Fong Swee Kiang | Non-Independent Executive Director and Chief Executive Officer | 63 | Malaysian | 17 September 2019 | Subject to retirement by rotation at our AGM in 2026 | 6 years 6 months |

| Director | Designation | Age | Nationality | Date of appointment | Date of expiration of the current term of office at AGM | No. of years and months in office |
|---|---|---|---|---|---|---|
| Teh Chee Hak | Non-Independent Executive Director and Chief Technology Officer | 48 | Malaysian | 5 February 2023 | Subject to retirement by rotation at our AGM in 2026 | 3 years 2 months |
| Dato' Seri Gooi Soon Chai | Independent Non-Executive Director | 64 | Malaysian | 12 February 2025 | Subject to retirement by rotation at our AGM in 2027 | 1 year 1 month |
| Datuk Alexandra Chin @ Fui Lin, J.P. | Independent Non-Executive Director | 65 | Malaysian | 12 February 2025 | Subject to retirement by rotation at our AGM in 2028 | 1 year 1 month |
| Norinne Ira Dewal Binti Md Ali | Independent Non-Executive Director | 48 | Malaysian | 12 February 2025 | Subject to retirement by rotation at our AGM in 2027 | 1 year 1 month |

None of our Directors represent any shareholder on our Board. Further, there are no family relationships between our Directors. For details on the associations and family relationships between our Promoters, substantial shareholders, Directors, Key Senior Management and key technical personnel, see Section 9.5 of this Prospectus.

### 9.2.1 Profiles of our Directors

#### (i) Dato' Seri Wong Siew Hai

Dato' Seri Wong Siew Hai, a Malaysian aged 74, is our Independent Non-Executive Chairman. He was appointed to our Board on 24 February 2025.

He graduated with a Bachelor of Science in Mechanical Engineering from University of Leeds, United Kingdom in 1974 and a Master of Science in Management Science in 1975 from Imperial College of Science and Technology, University of London, United Kingdom. He has received awards for exemplary services including the Darjah Panglima Pangkuan Negeri (D.P.P.N) from the Yang di-Pertua Negeri Pulau Pinang in 2022.

He has over 28 years of experience in the electrical and electronics ("**E&E**") industry, with a focus on semiconductor and E&E manufacturing spanning Asia Pacific and global regions. This extensive experience was gained during his long career with Intel Technology Sdn Bhd ("**Intel**"), a manufacturer of semiconductor computer circuits, where he served from 1976 to 1996 and from 1998 until his retirement in 2004, as well as his tenure at Dell Computer Corporation ("**Dell**"), a global company that designs, develops and manufactures personal computers and computer peripheral equipment, from 1996 to 1998.

He began his career in 1976 as a Quality Assurance Engineer responsible for the quality assurance for assembly operations of semiconductors at Intel. He rose through the ranks as the Quality Assurance Manager and was Intel's General Manager responsible for supervising Intel's 8-bit micro-controller business unit when he left in 1996 to join Dell as Vice President/ Managing Director of the Asia Pacific Customer Centre, where he primarily managed its operations.

In 1998, he left Dell to re-join Intel as the Managing Director of Assembly Test Manufacturing in Malaysia. He was later promoted to Vice President & Country Managing Director Intel Malaysia and subsequently promoted to Vice President of Technology and Manufacturing Group and General Manager of Assembly Test Manufacturing, where he was responsible for all of Intel's assembly test factories worldwide. He retired from Intel in 2004.

Post retirement between 2004 and 2008, he served as a Director of Invest-In-Penang Berhad, an agency incorporated by the Penang State Government to promote investments in Penang. He was a board member of Malaysia External Trade Development Corporation, a division under the MITI between 2005 and 2017. Additionally, he served as Chairman of the Malaysian American Electronics Industry, an industry committee under the American Malaysian Chamber of Commerce from 2005 until 2021.

He is currently the President of the Malaysia Semiconductor Industry Association since 2021 and the Chairman of Electrical and Electronics Productivity Nexus. He also serves on the board of directors of Nationgate Holdings Berhad, a company listed on Bursa Securities.

**(ii) Dato' Fong Swee Kiang**

Dato' Fong Swee Kiang, a Malaysian aged 63, is our Non-Independent Executive Director and Chief Executive Officer. He was appointed to our Board on 17 September 2019.

He graduated with a Bachelor of Electrical Engineering from Universiti Teknologi Malaysia with first class honours in 1986 and obtained a Master of Business Administration from Washington University in St. Louis, USA in 2010. He was conferred the award of Darjah Setia Pangkuan Negeri (D.S.P.N) by the Yang di-Pertua Negeri Pulau Pinang in 2025.

He has over 35 years of experience in the semiconductor industry, where he began his career as an engineer at Intel in 1986. He remained with the Intel group of companies until 2011, where the last position held was Director of Intel Penang Design Center. In this role, he was responsible for overseeing the development of central processing units, chipsets and IPs, while leading a team of engineers.

In 2011, he joined Altera Malaysia, an Intel Corporation related company following its acquisition of Altera Corporation in 2015 ("**Intel's Acquisition**"), as Vice President of Design Engineering and his last position held prior to his departure in 2016 was Vice President of Engineering, Intel Programmable Solutions Group. During his tenure at Altera Malaysia, he led the company's R&D operations in Malaysia, driving innovation and development initiatives.

In 2016, he joined Avago Technologies, a Broadcom Inc. related company, as Director of Operations and later held the position of Senior Operations Director, where he was responsible for managing the company's global operations and overseeing new product introductions.

He left Avago Technologies in 2019 and joined our Group which commenced business in 2020 through our Company. Since then, he has served as our Chief Executive Officer, where he leads our business strategy, oversees operations, sales and marketing and ensures financial health while managing our business and investment stakeholders. He also guides our executive team, sets long-term goals and drives innovation to foster growth and success in the market, while building key relationships, managing risks and ensuring effective governance.

He currently sits on the boards of several private limited companies as disclosed in Section 9.2.3 of this Prospectus.

**(iii) Teh Chee Hak**

Teh Chee Hak, a Malaysian aged 48, is our Non-Independent Executive Director and Chief Technology Officer. He was appointed to our Board on 5 February 2023.

He graduated with a Bachelor of Engineering (Honours) (Electrical and Electronic Engineering) from Universiti Sains Malaysia in 2000 with a cumulative grade point average of 3.95.

He has over 20 years of experience in the semiconductor industry, during which his professional skills were developed and further enhanced by his experiences at Intel Microelectronics (from 2000 to 2012 and again from 2016 to 2020) and Altera Malaysia (from 2012 to 2016).

He began his career in 2000 as an engineer at Intel Microelectronics and his last position held prior to his departure in 2012 was senior staff component design engineer. During his tenure at Intel Microelectronics, he was responsible for the architecture and microarchitecture of central processing units, memory, I/O and platform controller hubs, and IPs, as well as completing assignments in the USA.

In 2012, he joined Altera Malaysia as a principal engineer, before progressing to the role of architect where he was responsible for designing and implementing the memory interface architecture and microarchitecture of FPGA products and IPs.

Following the Intel's Acquisition, he transitioned back to Intel Microelectronics in 2016 as a principal engineer where he focused primarily on the overall architecture and microarchitecture of FPGA products and IPs.

He left Intel Microelectronics in 2020 as chief architect. He has since been our Chief Technology Officer, where he oversees our technical strategy and leads the design and development of advanced IPs and ASICs for artificial intelligence and high-performance computing applications.

He currently sits on the boards of several private limited companies as disclosed in Section 9.2.3 of this Prospectus.

**(iv) Dato' Seri Gooi Soon Chai**

Dato' Seri Gooi Soon Chai, a Malaysian aged 64, is our Independent Non-Executive Director. He was appointed to our Board on 12 February 2025.

He graduated with first class honours from University College London, University of London, United Kingdom with a Bachelor of Science (Engineering) in 1983 and obtained a Master of Science in Computing Science from Imperial College of Science and Technology, University of London, United Kingdom in 1984. He has received awards for exemplary services including the Darjah Gemilang Pangkuan Negeri (D.G.P.N) from the Yang di-Pertua Negeri Pulau Pinang in 2024. He was named the Executive of the Year-Technology by the Malaysia Management Excellence Awards which was hosted by the Asian Business Review Magazine in 2022 and also received the Outstanding Industry Captain Award from the Institution of Engineering and Technology (IET) Malaysia Network in 2023.

He has over 35 years of experience in the technology industry, spanning semiconductor, life sciences and electronics sectors when he was with Keysight (from 2014 to current) and its predecessor companies, Agilent Technologies Incorporated ("**Agilent**") (from 1999 to 2014) and before that, Hewlett Packard ("**HP**") (from 1985 to 1999). Keysight is principally involved in providing electronic design and test solutions that are used in the design, simulation, validation, manufacture, installation, optimisation and secure operation of electronics systems in the communications, networking and electronics industries, and is listed on the New York Stock Exchange.

His career began in 1985 at HP, where he rose through the ranks to become the Manufacturing Manager of the Wireless Semiconductor Division, his last position held at HP before the company spun off several of its business units including test and measurement, optics, chemical analysis, life sciences, electronic components, and medical equipment, to form Agilent in 1999.

At Agilent, he held various leadership roles, including the Senior Vice President and later the President of the Order Fulfilment and Supply Chain for the electronic measurement, life sciences and chemical analysis businesses. When Agilent's electronic measurement segment was spun off to form Keysight in 2014, he transitioned to Keysight, where he continued to hold senior management positions. Prior to his retirement from Keysight in 2025, he was the Senior Vice President and was previously President of Order Fulfilment and Digital Software Solutions at Keysight, where he oversaw Keysight's design engineering and software test automation businesses, as well as order fulfilment, global procurement and materials, and information technology functions. He also previously served as President of Order Fulfilment and Infrastructure, and President of the Electronic Industrial Solutions Group.

He currently also sits on the board of Frencken Group Limited and Vitrox Corporation Berhad, both of which are public companies listed on Singapore Exchange Limited ("**SGX**") and Bursa Securities respectively.

**(v) Datuk Alexandra Chin @ Fui Lin, J.P.**

Datuk Alexandra Chin @ Fui Lin, J.P., a Malaysian aged 65, is our Independent Non-Executive Director. She was appointed to our Board on 12 February 2025.

She was admitted as an associate member of the Association of Chartered Certified Accountants ("**ACCA**") in 1986 and became a fellow member of the ACCA in 1991. She has been a member of the MIA since 1988 and a Fellow member of the Chartered Tax Institute of Malaysia since 1995. In 2009, she was appointed Justice of the Peace by the Yang di-Pertua Negeri Sabah and was conferred the award of Panglima Gemilang Darjah Kinabalu (P.G.D.K) by the Yang di-Pertua Negeri Sabah in 2014. She is also a member of the Institute of Corporate Directors Malaysia ("**ICDM**") since 2019.

She began her career in 1981 as an audit assistant at Chin & Co., a chartered accounting firm in Sabah and rose through the ranks to become an audit manager and subsequently a partner in 1990. In 2005, she left Chin & Co. to set up her own practice, Messrs. Alexandra FL Chin, Chartered Accountants, where she is currently in practice as a chartered accountant. She has over 40 years of experience in accounting, taxation and audit.

She was the first Malaysian to serve as the global president of the ACCA from 2015 to 2016. Prior to that, she held the position of global deputy president of the ACCA from 2014 to 2015 and served as global vice president of the ACCA from 2013 to 2014.

She currently also serves on the board of directors of Suria Capital Holdings Berhad and Audience Analytics Limited, both of which are companies listed on Bursa Securities and SGX, respectively.

**(vi) Norinne Ira Dewal Binti Md Ali**

Norinne Ira Dewal Binti Md Ali, a Malaysian aged 48, is our Independent Non-Executive Director. She was appointed to our Board on 12 February 2025.

She graduated with a Bachelor of Laws (Hons) from University of Bristol, United Kingdom in 1999 and obtained a Master of Arts in International Business and Management from University of Westminster, United Kingdom in 2000. She was called to the Bar of England and Wales and is a member of Lincoln's Inn, United Kingdom since 2001. Subsequently, she was admitted to the Malaysian Bar as an Advocate and Solicitor of the High Court of Malaya and has been a member of the Malaysian Bar since 2003. She is also a member of the ICDM since 2023.

She joined the legal profession in 2003 as a legal assistant at Messrs. Kadir, Andri & Partners and was promoted as partner in 2012 until her departure in 2021. She took a career break and subsequently joined Messrs. Sreesanthan & Co. in 2022 as a partner until 2023. She then left to join Wei Chien & Partners in 2024 where she remains a partner as at the LPD. She has over 20 years of experience in the legal profession specialising in areas of corporate and commercial law including mergers and acquisitions, capital markets and securities regulation. She has also advised on corporate governance and corporate advisory matters.

She currently sits on the boards of several companies as disclosed in Section 9.2.3 of this Prospectus.

### 9.2.2 Shareholding of our Directors

The following table sets out the direct and indirect shareholdings of our Directors before and after our IPO:

| | Before our IPO | | | | After our IPO | | | |
|---|---|---|---|---|---|---|---|---|
| | Direct | | Indirect | | Direct | | Indirect | |
| **Director** | **No. of Shares** | **(1)%** | **No. of Shares** | **(1)%** | **No. of Shares** | **(2)%** | **No. of Shares** | **(2)%** |
| Dato' Seri Wong Siew Hai | - | - | - | - | 454,600 | (5)* | - | - |
| Dato' Fong Swee Kiang | 430,630,251 | 30.9 | 69,405,442 | (3)4.9 | 430,630,251 | 24.0 | 69,405,442 | (3)3.8 |
| Teh Chee Hak | 430,630,247 | 30.9 | 69,492,779 | (4)4.9 | 430,630,247 | 24.0 | 69,492,779 | (4)3.8 |
| Dato' Seri Gooi Soon Chai | - | - | - | - | 369,300 | (5)* | - | - |
| Datuk Alexandra Chin @ Fui Lin, J.P. | - | - | - | - | 369,300 | (5)* | - | - |
| Norinne Ira Dewal Binti Md Ali | - | - | - | - | 369,300 | (5)* | - | - |

| | After our IPO and assuming full exercise of the ESOS Options granted in conjunction with our Listing | | | |
|---|---|---|---|---|
| | Direct | | Indirect | |
| **Director** | **No. of Shares** | **(6)%** | **No. of Shares** | **(6)%** |
| Dato' Seri Wong Siew Hai | 454,600 | * | - | - |
| Dato' Fong Swee Kiang | 430,630,251 | 23.2 | 69,405,442 | (3)3.7 |
| Teh Chee Hak | 430,630,247 | 23.2 | 69,492,779 | (4)3.7 |
| Dato' Seri Gooi Soon Chai | 369,300 | * | - | - |
| Datuk Alexandra Chin @ Fui Lin, J.P. | 369,300 | * | - | - |
| Norinne Ira Dewal Binti Md Ali | 369,300 | * | - | - |

**9. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL** *(Cont'd)*

***Notes:***

* *Negligible*

*(1)* *Based on 1,396,000,000 issued Shares after the Subdivision.*

*(2)* *Based on our enlarged issued Shares upon our Listing of 1,796,000,000 Shares.*

*(3)* *Deemed interested by virtue of his shareholdings in SKC Team 1 and SKC Team 3 pursuant to Section 8 of the Act.*

*(4)* *Deemed interested by virtue of his shareholdings in SKC Team and SKC Team 3 pursuant to Section 8 of the Act.*

*(5)* *Assuming our non-Executive Directors fully subscribe for their respective entitlements under the Pink Form Allocations.*

*(6)* *Based on our enlarged issued Shares of 1,857,755,000 Shares assuming full exercise of the 61,755,000 ESOS Options granted in conjunction with our Listing as described in Section 4.2.5 of this Prospectus.*

### 9.2.3 Principal directorship and principal business activities of our Directors outside our Group in the past five years

The directorships of our Directors outside of our Group as at the LPD ("**Present Directorships**") and in the past five years preceding the LPD ("**Past Directorships**"), as well as their involvement in principal business activities outside our Group as at the LPD are as follows:

| Name of company/entity | Principal activities | Involvement in business activities |
|---|---|---|
| **Dato' Seri Wong Siew Hai** | | |
| **Present Directorships and other involvement in principal business activities outside our Group** | | |
| ● Asian Women's Leadership University College Sdn Bhd (*formerly known as* Malayasset Ventures Sdn Bhd) | ● University education | ● Director *(Appointed on 25 November 2025)* |
| ● Darling Burger Sdn Bhd | ● Franchise restaurant | ● Director (*Appointed on 29 April 2014)* and substantial shareholder (direct) |
| ● Mestron Holdings Berhad *(listed on the Main Market of Bursa Securities)* | ● Investment holding with its subsidiaries principally involved in manufacturing of steel poles, trading of outdoor lighting products and solar products and renewable energy | ● Shareholder (direct) |
| ● Nationgate Holdings Berhad (*listed on the Main Market of Bursa Securities)* | ● Investment holding with its subsidiaries principally involved in providing electronic manufacturing services for the assembly and testing of electronic components and products, and semiconductor devices | ● Director (*Appointed on 18 May 2021)* and shareholder (direct and indirect) |
| ● Penang Tech Centre | ● To promote innovation, discovery and inspiration in science and technology, to set up a technological centre and to encourage the next generation to develop skills and interest in science and technology and nurture young scientific entrepreneurs | ● Director (*Appointed on 26 May 2011)* |
| ● Silterra Malaysia Sdn Bhd | ● Manufacturing of semiconductor wafers, sale of semiconductor-related tools, provision of semiconductor-related training and consulting services | ● Director (*Appointed on 29 July 2021)* |
| ● Wonder Team Sdn Bhd | ● Operating an oil palm plantation | ● Director (*Appointed on 6 September 1995)* and substantial shareholder (indirect) |

**9. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL** *(Cont'd)*

| Name of company/entity | Principal activities | Involvement in business activities |
|---|---|---|
| ● Wong Jee Sdn Bhd | ● Investment holding company with investments in an oil palm plantation | ● Director (*Appointed on 3 March 1980)* and substantial shareholder (direct) |
| **Past Directorships** | | |
| ● Dnex Semiconductor Sdn Bhd | ● Investment holding company of Silterra Malaysia Sdn Bhd | ● Director (*Appointed on 21 June 2021 and resigned on 15 September 2022)* |
| ● Greatech Technology Berhad (*listed on the Main Market of Bursa Securities)* | ● Investment holding with its subsidiaries principally involved in providing automation solutions for the design, development and production of system, machinery and equipment for manufacturing processes | ● Director *(Appointed on 8 May 2020 and resigned on 28 May 2025)* and shareholder (indirect) |
| ● E&E Catalyst Sdn Bhd | ● To engage in high-growth and high technology start-up companies within the E&E industry | ● Director (*Appointed on 24 April 2013 and resigned on 1 July 2021)* |
| ● Malaysia Venture Capital Management Berhad | ● To establish, administer and manage venture capital for information and communications technology ("**ICT**"), and venture funds other than for ICT, to carry out activities related to venture capital management | ● Director (*Appointed on 1 October 2019 and resigned on 29 July 2024)* |
| ● MD United Sdn Bhd *(winding-up)* | ● Provision of management services | ● Director (*Appointed on 21 June 2011 and resigned on 23 November 2024)* and substantial shareholder (direct) |
| ● MTT Shipping and Logistics Berhad | ● Transport of freight overseas and coastal waters and activities of holding companies – shipping & logistics | ● Director (*Appointed on 6 November 2019 and resigned on 8 July 2025)* |
| ● Penang Science Cluster | ● To set up a technological centre that provides education and learning so as to provide qualified and professional human talent especially in Penang and Malaysia in general | ● Director (Appointed *on 4 April 2013 and resigned on 8 November 2023)* |

## 9. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

| Name of company/entity | Principal activities | Involvement in business activities |
|---|---|---|
| ● SAM Engineering & Equipment (M) Berhad (*listed on the Main Market of Bursa Securities)* | ● Investment holdings with subsidiaries principally involved in the design and assembly of modular or complete machine equipment, manufacture and assembly of aircraft components and other related equipment, parts, spares and precision engineering parts, design, development and manufacture of trim and form dies and suspension tooling for hard disk drive parts, fabrication of precision tools, and machinery parts | ● Director (*Appointed on 4 June 2007 and resigned on 23 August 2022)* |
| ● TT Vision Holdings Berhad (*listed on the ACE Market of Bursa Securities)* | ● Investment holding with its subsidiaries principally involved in the development and manufacturing of machine vision equipment and provision of related products and services | ● Director (*Appointed on 1 June 2022 and resigned on 30 November 2023)* |
| **Dato' Fong Swee Kiang** | | |
| **Present Directorships and other involvement in principal business activities outside our Group** | | |
| ● IC Works *(winding-up)* | ● Research and development on engineering and technology; other management consultancy activities N.E.C. [(1)]; other business support service activities N.E.C. [(1)] | ● Director (*Appointed on 17 September 2020)* and substantial shareholder (direct) |
| ● MetroVest LLC (*formerly known as* SkyeChip LLC) | ● Dormant[(2)] | ● Substantial shareholder (direct) |
| ● Penang STEM Sdn Bhd | ● The principal activity of the company is to be a central command focused on establishing Penang as a centre of excellence for science and technology and to organise and structure the promotion and dissemination of knowledge relating to science and technology throughout Penang | ● Director (*Appointed on 2 December 2023)* |
| ● SKC Team | ● Activities of holding companies | ● Director *(Appointed on 5 January 2024)* and substantial shareholder (direct) |
| ● SKC Team 1 | ● Activities of holding companies | ● Director (*Appointed on 15 September 2023)* and substantial shareholder (direct) |

## 9. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

| Name of company/entity | Principal activities | Involvement in business activities |
|---|---|---|
| ● SKC Team 2 | ● Activities of holding companies | ● Director (*Appointed on 2 December 2023)* |
| ● SKC Team 3 | ● Activities of holding companies | ● Director (*Appointed on 2 August 2024)* and substantial shareholder (direct) |
| ● TKumbar Land Sdn Bhd | ● Activities of holding companies; real estate activities with own or leased property N.E.C. (1) | ● Substantial shareholder (direct) |
| **Past Directorships** | | |
| ● Gross Frontier Sdn Bhd | ● Stores specialised in retail sale of pharmaceuticals, medical and orthopedic goods; Retail sale of tea, coffee, soft drinks, mineral water, other beverage; Engaged as an investment holding company | ● Director *(Appointed on 22 December 1995 and resigned on 13 October 2021)* and substantial shareholder (direct) |
| ● Xinpal Semi Sdn Bhd | ● Provision of semiconductor intellectual property and integrated circuit and software design and development, integrated circuit manufacturing and engineering consultation, training and services | ● Director (*Appointed on 10 August 2023 and resigned on 26 November 2024)* |
| **Teh Chee Hak** | | |
| **Present Directorships and other involvement in principal business activities outside our Group** | | |
| ● IC Works *(winding-up)* | ● Research and development on engineering and technology; other management consultancy activities N.E.C.(1); other business support service activities N.E.C.(1) | ● Director (*Appointed on 18 November 2020)* and substantial shareholder (direct) |
| ● MetroVest LLC (*formerly known as* SkyeChip LLC) | ● Dormant(2) | ● Substantial shareholder (direct) |
| ● SKC Team | ● Activities of holding companies | ● Director (*Appointed on 5 January 2024*) and substantial shareholder (direct) |
| ● SKC Team 1 | ● Activities of holding companies | ● Director (*Appointed on 15 September 2023)* and substantial shareholder (direct) |

**9. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL** *(Cont'd)*

| Name of company/entity | Principal activities | Involvement in business activities |
|---|---|---|
| ● SKC Team 2 | ● Activities of holding companies | ● Director (*Appointed on 2 December 2023)* |
| ● SKC Team 3 | ● Activities of holding companies | ● Director (*Appointed on 2 August 2024)* and substantial shareholder (direct) |
| **Past Directorships** | | |
| ● Xinpal Semi Sdn Bhd | ● Provision of semiconductor intellectual property and integrated circuit and software design and development, integrated circuit manufacturing and engineering consultation, training and services | ● Director (*Appointed on 10 August 2023 and resigned on 26 November 2024)* |
| **Dato' Seri Gooi Soon Chai** | | |
| ● Cayman Resources Sdn Bhd | ● Equities investment | ● Director (*Appointed on 1 July 2016)* and shareholder (direct) |
| ● Frencken Group Limited (*listed on SGX)* | ● Investment holding with its subsidiaries principally involved in providing design and manufacturing solutions for analytical and life sciences, automotive, healthcare, industrial and semiconductor industries through its mechatronics (including manufacturing and assembling of precision mechanical parts, sheet metal and prototyping; provision of precision machining and engineering services; designing, engineering and manufacturing of mechatronic modules, products and systems) and integrated manufacturing services (including manufacturing of mould and die, plastic products and components assembly, injection moulding, designing and trading of micro-mechanical product components for the automotive industry) segments, management services and investment property holding | ● Director (*Appointed on 10 February 2015)* and shareholder (direct) and substantial shareholder (indirect) |
| ● Metroland Sdn Bhd | ● Real property investment | ● Director (*Appointed on 26 April 1985)* and substantial shareholder (direct) |

**9. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL** *(Cont'd)*

| Name of company/entity | Principal activities | Involvement in business activities |
|---|---|---|
| ● MYWave Sdn Bhd | ● Activities of providing infrastructure for hosting, data processing services and related activities; other education N.E.C.[1]; other management consultancy activities N.E.C.[1] | ● Substantial shareholder (direct) |
| ● Penchem Industries Sdn Bhd (*subsidiary of Frencken Group Limited*) | ● Producing and testing on performance adhesives and trading of thermopad | ● Director (*Appointed on 30 August 2022)* |
| ● Penchem Technologies Sdn Bhd (*subsidiary of Frencken Group Limited)* | ● Producing high performance adhesive products | ● Director (*Appointed on 30 August 2022)* |
| ● Pensyn Sdn Bhd (*winding-up*) | ● Investment holding[3] | ● Director (*Appointed on 1 March 2005)* and substantial shareholder (direct) |
| ● Precico Holdings Sdn Bhd | ● Equities investment with investment in Frencken Group Limited | ● Director (*Appointed on 1 July 2016)* and shareholder (direct) |
| ● Prime Logic (M) Sdn Bhd | ● Equities investment with investment in Frencken Group Limited | ● Director (*Appointed on 1 July 2016)* and substantial shareholder (direct) |
| ● Sinn Hin Company Sdn Bhd | ● Equities and real property investment | ● Director (*Appointed on 16 May 2005)* and substantial shareholder (direct) |
| ● Vitrox Corporation Berhad (*listed on the Main Market of Bursa Securities)* | ● Investment holding and development of 3D and line scan vision inspection system | ● Director *(Appointed on 1 December 2025)* |
| **Past Directorships** | | |
| ● Keysight Technologies Sales (Malaysia) Sdn Bhd (*subsidiary of Keysight Technologies Incorporated*) | ● Wholesale of other machinery for use in industry, trade and navigation and other services, N.E.C.[1] | ● Director *(Appointed on 29 May 2020 and resigned on 31 October 2025)* |
| ● Keysight Technologies Malaysia Sdn Bhd (*subsidiary of Keysight Technologies Incorporated)* | ● Provision of strategic service for its principal manufacturing; operates as an internal contract manufacturer with raw material supplied on a consignment basis in return for contract manufacturing service fees | ● Director (*Appointed on 29 May 2020 and resigned on 31 October 2025)* |

## 9. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

| Name of company/entity | Principal activities | Involvement in business activities |
|---|---|---|
| ● Keysight Technologies Singapore (Sales) Pte Ltd (*subsidiary of Keysight Technologies Incorporated)* | ● Manufacture and repair of engineering and scientific instruments, and research and experimental development on electronics (excluding medical science) | ● Director (*Appointed on 7 January 2014 and resigned on 31 October 2025)* |
| **Datuk Alexandra Chin @ Fui Lin, J.P.** | | |
| ● Audience Analytics Limited (*listed on SGX)* | ● Investment holding with its subsidiaries principally involved in organising business awards and exhibitions | ● Director (*Appointed on 28 June 2021)* |
| ● Golden Million Alliance Sdn Bhd | ● Retail of toys, clothes, shoes, watches, sporting goods and accessories | ● Director (*Appointed on 23 January 2017)* and substantial shareholder (direct) |
| ● Suria Capital Holdings Berhad (*listed on the Main Market of Bursa Securities)* | ● Investment holding, property development and leasing with its subsidiaries principally involved in the provision and maintenance of port services and facilities and the regulation and control of the management of ports; construction contractor; provision of project management and technical support services and ferry terminal operation; provision of bunkering and related services; distribution of port cargo handling equipment and related spare parts | ● Director (*Appointed on 1 February 2022)* |
| ● Teraland Sdn Bhd | ● Property investment holdings | ● Director (*Appointed on 2 January 2015)* and substantial shareholder (indirect) |
| **Norinne Ira Dewal Binti Md Ali** | | |
| **Present Directorships and other involvement in principal business activities outside our Group** | | |
| ● AIIMAN Asset Management Sdn Bhd | ● Islamic fund management activities; and dealing in securities restricted to unit trust | ● Director (*Appointed on 29 July 2022)* |
| ● Ascent Spirit Limited | ● Investment holding with investments in management of property investments | ● Director (*Appointed on 14 August 2020)* and substantial shareholder (direct) |
| ● Bintang Capital Partners Berhad | ● Private equity management corporation | ● Director (*Appointed on 1 September 2022)* |

**9. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL** *(Cont'd)*

| Name of company/entity | Principal activities | Involvement in business activities |
|---|---|---|
| ● Rebel Gurl Holdings Pte Ltd | ● Investment holding with investment in food franchise business | ● Shareholder (direct) |
| ● Star Media Group Berhad (*listed on the Main Market of Bursa Securities)* | ● Publication, printing, distribution of newspapers and magazines, digital content services and managers, promoters and organisers of events and investment in real properties | ● Shareholder (direct) |
| ● The Alice Smith Schools Association | ● Provision of a British education in an international context | ● Governor and Director (*Appointed on 9 November 2022)* |
| **Past Directorships** | | |
| ● Myksk Realty Sdn Bhd *(formerly known as* Dewal Dan Keluarga Sdn Bhd) | ● Real estate activities with own or leased property N.E.C[(1)] | ● Director (*Appointed on 16 June 1997 and resigned on 15 August 2025)* |
| ● Octorian Venture Berhad | ● Investment holding with investments in stock share and bond brokers with equity investment in non-bank lenders in Malaysia | ● Director (*Appointed on 11 January 2022 and resigned on 9 August 2022)* |
| ● Tortoise Works Sdn Bhd | ● Business management and consultancy services | ● Director (*Appointed on 18 December 2018 and resigned on 18 December 2021)* |
| ● Wistaria Management Limited | ● Investment holding with investments in management of property investments | ● Director (*Appointed on 23 August 2018 and resigned on 29 July 2022)* |

***Notes:***

*(1) The expression "N.E.C" utilised herein shall have the meaning "not elsewhere classified".*

*(2) This company, which was initially incorporated by our Promoters in anticipation of our Group's potential business presence in the USA, was intended for preparatory purposes to provide our Group with a readily available entity to liaise with customers in the USA should the need arise. This company has remained dormant since its incorporation.*

*(3) There are no current investment plans for this company.*

The involvement of our Directors in those business activities outside our Group will not affect their commitment and responsibilities to our Group in their respective roles as our Directors as:

(i) Dato' Fong Swee Kiang and Teh Chee Hak are of the view that their involvement in other principal business activities outside of the Group will not affect their commitment and responsibilities to our Group. Their involvement in other businesses or corporations do not preclude them from allocating or committing their time and effort to our Group as they are not involved in the management and day-to-day operations of these businesses other than attending meetings of the boards of directors on which they serve;

(ii) Dato' Seri Gooi Soon Chai, Norinne Ira Dewal Binti Md Ali and Datuk Alexandra Chin @ Fui Lin, J.P. are of the view that although they are involved in other businesses as set out above, they are able to devote sufficient time and attention to the affairs of our Group to carry out their duty as Independent Non-Executive Director and they are not involved in the day-to-day operations of our Group; and

(iii) Dato' Seri Wong Siew Hai is of the view that his involvement in other businesses or corporations does not preclude him from allocating or committing his time and effort to our Group as he is able to devote sufficient time and attention to the affairs of our Group to carry out his duty as Independent Non-Executive Chairman. He is not involved in the day-to-day operations of our Group and of the other businesses or corporations, other than attending meetings of the boards of directors on which he serves.

### 9.2.4 Service contracts with our Directors

As at the date of this Prospectus, there are no existing or proposed service contracts between our Directors and us which provide for benefits upon termination of employment.

### 9.2.5 Directors' remuneration and material benefits in-kind

The remuneration and material benefits in-kind (including any contingent or deferred remuneration) paid or proposed to be paid to our Directors for services rendered to us in all capacities to our Group for the FYEs 31 March 2025 and 31 March 2026 are as follows:

| FYE 31 March 2025 | Salary | Director's Fees | Bonus | EPF and Social Security Organisation | Allowances | Benefits-in-kind | Incentives[(1)] | Total |
|---|---|---|---|---|---|---|---|---|
| | (RM'000) | (RM'000) | (RM'000) | (RM'000) | (RM'000) | (RM'000) | (RM'000) | (RM'000) |
| **Executive Directors** | | | | | | | | |
| Dato' Fong Swee Kiang | 1,170 | - | - | 224 | 4 | - | - | 1,398 |
| Teh Chee Hak | 1,272 | - | - | 304 | 4 | - | 320 | 1,900 |
| **Non-Executive Directors** | | | | | | | | |
| Dato' Seri Wong Siew Hai | - | 5 | - | - | 2 | - | - | 7 |
| Dato' Seri Gooi Soon Chai | - | 4 | - | - | 2 | - | - | 6 |
| Datuk Alexandra Chin @ Fui Lin, J.P. | - | 4 | - | - | 2 | - | - | 6 |
| Norinne Ira Dewal Binti Md Ali | - | 4 | - | - | 2 | - | - | 6 |

***Note:***

*(1) Includes R&D incentives (a fixed monthly salary component paid to eligible technical personnel engaged in research and development activities) and patent awards (a one-off payment granted upon patent filings).*

**9. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL** *(Cont'd)*

| FYE 31 March 2026 (Proposed to be paid) | Salary | Director's Fees | Bonus | EPF and Social Security Organisation | Allowances | Benefits-in-kind | Incentives[(1)] | Total |
|---|---|---|---|---|---|---|---|---|
| | (RM'000) | (RM'000) | (RM'000) | (RM'000) | (RM'000) | (RM'000) | (RM'000) | (RM'000) |
| **Executive Directors** | | | | | | | | |
| Dato' Fong Swee Kiang | 817 | - | - | 157 | 4 | - | - | 978 |
| Teh Chee Hak | 843 | - | - | 178 | 4 | - | 82 | 1,107 |
| **Non-Executive Directors** | | | | | | | | |
| Dato' Seri Wong Siew Hai | - | 48 | - | - | 3 | - | - | 51 |
| Dato' Seri Gooi Soon Chai | - | 30 | - | - | 3 | - | - | 33 |
| Datuk Alexandra Chin @ Fui Lin, J.P. | - | 30 | - | - | 3 | - | - | 33 |
| Norinne Ira Dewal Binti Md Ali | - | 30 | - | - | 3 | - | - | 33 |

***Note:***

*(1) Includes R&D incentives (a fixed monthly salary component paid to eligible technical personnel engaged in research and development activities) and patent awards (a one-off payment granted upon patent filings).*

The remuneration of our Directors, which includes Directors' fees, bonus and such other allowances as well as other benefits, must be considered and recommended by our Remuneration Committee and subsequently approved by our Board. Our Directors' fees must be further approved / endorsed by our shareholders at a general meeting.

### 9.2.6 Audit and Risk Management Committee

Our Audit and Risk Management Committee was established by our Board on 14 April 2025. Our Audit and Risk Management Committee currently comprises the following members:

| Name | Designation | Directorship |
|---|---|---|
| Datuk Alexandra Chin @ Fui Lin, J.P. | Chairman | Independent Non-Executive Director |
| Dato' Seri Gooi Soon Chai | Member | Independent Non-Executive Director |
| Norinne Ira Dewal Binti Md Ali | Member | Independent Non-Executive Director |

Our Audit and Risk Management Committee undertakes, among others, the following functions:

**(i) External Audit**

(a) review the audit scope, nature and plan with external auditors to ensure that it has the necessary authority to carry out its work, including any changes to the planned audit scope and ensure co-ordination where more than one firm of auditors is involved and report on the same to our Board;

(b) review external audit reports and management letters from the external auditors to ensure that prompt corrective actions are taken to address issues (including any deficiencies in the internal control system) highlighted and report on the same to our Board;

(c) discuss problems and reservations, if any, arising from the interim and final audits, and any matter (including all key audit matters highlighted in the auditors' report) which the external auditors wish to discuss in the absence of the management, where necessary;

(d) review major audit findings and the management's response during the year with the management, external auditors and internal auditors, including the status of previous audit recommendations;

(e) review the assistance and cooperation rendered by our Group's officers to the external auditors and difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information;

(f) set policies and procedures to assess the suitability, objectivity and independence of the external auditors. Consider and make recommendations to our Board in relation to the nomination and re-appointments of external auditors and their audit fees by taking into account the objectivity, suitability, competence, resource capacity and independence of the external auditors, the services and audit fee (to ensure balance between objectivity, quality of audit and value for money) and any question of resignation or dismissal including any written explanations, and the letter of resignation from external auditors, if applicable.

The assessment should also consider information presented in the Annual Transparency Report of the audit firm, if such report is prepared by the external auditors;

(g) review whether there is reason, supported by grounds, to believe that the external auditors are not suitable for reappointment and report the same to our Board;

(h) review the non-audit services provided by the external auditors and/or its network firms to our Company for the financial year, including the nature and extent of the non-audit services, fee of the non-audit services, individually and in aggregate, relative to the external audit fees and safeguards deployed to eliminate or reduce the threat to objectivity and independence in the conduct of the external audit resulting from the non-audit services provided. The contracts that cannot be entered into should include:

- management consulting;
- strategic decision;
- internal audit; and
- policy and standard operating procedures documentation; and

(i) ensure the independence of external auditors by periodically reviewing the written statement from the external auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.

**(ii) Internal Audit**

(a) ensure the internal audit function is independent of the activities it audits and the head of internal audit reports functionally to our Audit and Risk Management Committee directly. The head of internal audit shall be responsible for the regular review and/or appraisal of the effectiveness of the risk management, internal control, and governance processes within our Company;

(b) approve the internal audit charter and review the adequacy of the scope, functions, competency, budget and resources of the internal audit function and whether it has the necessary authority to carry out its work;

(c) review the internal audit plan, processes and results of the internal audit assessments, investigation undertaken and where necessary, ensure that appropriate and prompt action is taken by the management on deficiencies in controls or procedures that are identified in relation to the internal audit function;

(d) take cognisance of resignations of internal audit staff members (for in-house internal audit function) or the internal audit service provider (for out-sourced internal audit) and provide the resigning staff member or the internal audit service provider an opportunity to submit his reasons for resigning;

(e) review the performance of the internal auditors on an annual basis;

(f) direct and, where appropriate, supervise any special projects or investigations to be carried out by internal auditors as and when necessary, and review investigation reports on any major defalcations, frauds and thefts and our management's response;

(g) review the adequacy and effectiveness of internal control systems, including management information system and the internal auditors and or external auditors' assessment of these systems and policies; and

(h) approve any appointment or termination of the internal audit service provider or senior staff members of the internal audit function, namely the head of internal audit and his/her deputy, if any.

**(iii) Financial Reporting**

(a) review the quarterly and year-end financial statements of our Company, focusing particularly on the following to determine whether the financial statements taken as a whole provide a true and fair view of our financial position and performance:

- any changes in or implementation of major accounting policies changes and practices;
- significant matters highlighted including financial reporting issues, significant judgments made by our management, significant and unusual events and/or transactions, significant adjustments arising from the audit and how these matters are addressed;
- litigation or actions that could affect the financial position, performance or results materially;
- the going concern assumption;
- integrity of financial statements; and
- compliance with accounting standards and other legal requirements; and

(b) review and monitor our Group's finance function in respect of adequacy and sufficiency to support financial recording and reporting process to ensure accurate, complete, consistent and timely reporting.

**(iv) Internal Control**

(a) oversee our Group's internal control framework to ensure operational effectiveness and efficiency, reduce risk of inaccurate financial reporting, protect our Company's assets from misappropriation and encourage legal and regulatory compliance;

(b) review major audit findings (including status of previous audit recommendations) of our Group's systems of internal controls and our management's responses with our management, external auditors, internal auditors and other consultants (if applicable);

(c) report to our Board any suspected frauds or irregularities, serious internal control deficiencies or suspected infringement of laws, rules and regulations which come to its attention and are of sufficient importance to warrant the attention of our Board;

(d) review and approve policies and procedures on whistle-blowing established to address allegations raised by whistle-blowers, to ensure independent investigation is conducted and follow-up action is taken and highlighted to our Audit and Risk Management Committee; and

(e) review and approve policies and procedures on anti-corruption; and

(f) review the effectiveness of anti-corruption measures taken.

**(v) Compliance and Others**

(a) review procedures in place to ensure effectiveness of the system for monitoring compliance to ensure that our Group is in compliance with the Act, Listing Requirements and other relevant legislative and reporting requirements under the applicable laws, regulations, rules, directives and guidelines;

(b) review our Audit and Risk Management Committee's reporting and the statement with regard to the state of internal controls and risk management of our Group for inclusion in the annual report of our Company for the relevant financial year and report the same to our Board;

(c) review any related party transaction and conflict of interest (or potential conflict of interest, if any) situation that may arise within our Company or our Group including any transaction, procedure or course of conduct that raises questions of our management's integrity, and the measures taken to resolve, eliminate, or mitigate such conflicts and ensure that any such transaction is carried out at arm's length, on terms that are not detrimental to our Company and in the best interest of our Group and report the same to our Board;

(d) review and report to our Board any related party transactions entered into by our Group including the review and monitoring of recurrent related party transactions to ensure that:

- all transactions are fair, reasonable and undertaken on our Group's normal commercial terms;
- internal control procedures with regards to such transactions are sufficient and have been complied with; and
- compliance with the relevant provisions of the Listing Requirements;

(e) direct and supervise, as appropriate, any necessary investigations and review all reports on any major irregularities;

(f) review and assess our Audit and Risk Management Committee's terms of reference as conditions dictate;

(g) perform any other work that is required or empowered to do by statutory legislation or guidelines as prepared by the relevant government authorities;

(h) undertake any other responsibilities as authorised by our Board; and

(i) undertake continuous professional development or training to keep abreast with relevant developments in accounting and auditing standards, practice and rules or in any other relevant areas.

**(vi) Risk Management Framework**

(a) review the enterprise risk management framework document, which outlines the risk management framework for our Group and offer practical guidance to all employees on risk management issues and recommend changes as needed to ensure that our Group has in place a risk management policy which addresses the strategic, operational, financial and compliance risks for our Board's approval; and

(b) where applicable, facilitate the appointment of a dedicated Key Senior Management personnel to coordinate the enterprise risk management activities within our Group.

**(vii) Anti-Bribery, Anti-Corruption and Whistleblowing**

(a) review of corruption risk assessment continuously, at least every three years pursuant to the Malaysian Anti-Corruption Commission Act 2009 in order to provide assurance that our Group is operating in compliance with the current policies and procedures in relation to corruption and to determine that the policies and procedures are established and in place for whistleblowing and to prevent bribery and corruption;

(b) review and approve policies and procedures on whistle-blowing established to address allegations raised by whistle-blowers, to ensure independent investigation is conducted and follow-up action is taken and highlighted to our Audit and Risk Management Committee;

(c) review and approve policies and procedures on anti-corruption; and

(d) review the effectiveness of anti-corruption measures taken.

**(viii) Risk Identification, Assessment, Monitoring and Reporting**

(a) ensure the infrastructure, resources and systems are in place and adequate for risk management and that risk management processes for the identification, measurement and analysis, reporting and mitigation of risks are in place within our Group and are operating in an efficient and effective manner;

(b) identify and communicate to our Board the key risks (present and potential) faced by our Group, their changes and management action plans to manage the risks;

(c) approve risk methodologies for measuring and managing risks arising from our Group's business and operational activities;

(d) monitor our Group's level of risk tolerance and risk exposure and periodically review the same to ensure that these are aligned with risk strategies and objectives;

(e) review effectiveness and efficiency of the key internal control procedures and processes in place to manage risks successfully and to oversee the conduct of periodic testing of the effectiveness and efficiency of the internal control procedures and processes to ensure that the system is viable and robust;

(f) review, together with other Board committees, our management, internal auditors and external auditors, any significant risks and exposures that exist and assess the steps that our management has taken to minimise such risks to our Group;

(g) promote a healthy Group wide risk culture; and

(h) consider and examine such other matters as our Audit and Risk Management Committee considers appropriate.

**(ix) Strategic planning**

(a) review and provide guidance to our Group's strategic plan as proposed by our management vis-à-vis our Group's enterprise risk management;

(b) review business continuity management including emergency plans and crisis readiness. Review incidents within our Audit and Risk Management Committee's scope and assess the remedial actions; and

(c) review and recommend the statement on risk management and internal control.

### 9.2.7 Nomination Committee

Our Nomination Committee was established by our Board on 14 April 2025. Our Nomination Committee currently comprises the following members:

| Name | Designation | Directorship |
|---|---|---|
| Norinne Ira Dewal Binti Md Ali | Chairman | Independent Non-Executive Director |
| Dato' Seri Gooi Soon Chai | Member | Independent Non-Executive Director |
| Datuk Alexandra Chin @ Fui Lin, J.P. | Member | Independent Non-Executive Director |

Our Nomination Committee undertakes, among others, the following functions:

**(i) Assessment of Board Composition**

(a) establish a policy formalising our Group's approach to boardroom diversity including diversity in gender, age, culture, skills, knowledge and experience and independence to ensure a diverse range of qualified candidates are considered for appointment;

(b) establish and review our Group's fit and proper policy with regards to the appointment and re-appointment of directors of our Group with policy to address Board quality and integrity;

(c) recommend to our Board suitable candidates for directorships on our Board, taking into consideration the following aspects when considering new appointments on our Board:

- the candidates' skills, qualifications, knowledge, expertise, experience, professionalism and integrity;
- in the case of candidates for the position of Independent Non-Executive Directors, the ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors; and
- our Board's diversity in terms of skills, experience, age, gender and culture;

(d) evaluate, review and recommend on an annual basis to our Board the appropriate size, structure, balance and composition of our Board, required mix of skills, experience and other qualities, including core competencies to function effectively and efficiently which Non-Executive Directors shall bring to our Board to ensure that they are in line with our Company's and our Group's requirements and is in compliance with the Listing Requirements;

(e) assess the effectiveness of our Board, the committees of our Board and the contributions of each individual Director, including the independence of Independent Non-Executive Directors, as well as the Chief Executive Officer and Chief Financial Officer (where these positions are not Board members), based on the process and procedures laid out by our Board and to provide the necessary feedback to directors in respect of their performance;

(f) ensure proper documentation of all assessments and evaluations to be carried out;

(g) consider and recommend any policy regarding the period of service of non-Executive Directors, tenure of independent non-Executive Directors and the term of office of our Board committee members, including chairmen of our Board committees;

(h) assess on a periodic basis the independence of independent non-Executive Directors and that the directors and officers of our Group meet the identified independence criteria and are not disqualified under the relevant regulations;

(i) periodically review the term of office, and terms of reference of all our Board committees, assisted by our Company Secretary.

**(ii) Appointment(s)**

(a) consider and recommend to our Board the selection criteria for new appointments as Directors of our Group taking into consideration our Group's fit and proper policy which may include:

- required skills, expertise, knowledge as well as competence and experience;
- time commitment, character and integrity (probity, financial integrity and personal integrity) professionalism and personal integrity;
- ability to work cohesively with other members of our Board;
- specialist knowledge or technical skills in line with our Group's strategy;
- diversity in age, gender, skills, experience, cultural background and other factor(s) that will best qualify a nominee to serve on our Board;
- number of directorships in companies outside our Group; and
- ability to discharge such responsibilities / functions as expected, particularly for the Independent Non-Executive Directors;

(b) consider the need to appoint a senior Independent Non-Executive Director, and if deemed appropriate, recommend to our Board for approval. In considering the candidate for the position of a senior Independent Non-Executive Director, our Nomination Committee shall assess the required knowledge and other qualities necessary for the effective discharge of his/her responsibilities;

(c) identify, consider and recommend suitable persons who are fit and proper for appointment as directors of our Group and members of our Board committees and also Key Senior Management positions relying on sources from our existing Board members, management, major shareholders, independent search firms and other independent sources;

(d) disclose in our Company's annual report our Company's policy on gender diversity for our Board and Key Senior Management, how candidates for non-Executive Director-level positions were sourced including whether such candidates were recommended by our existing Board members, management, major shareholders or independent sources, and if the selection of candidates was solely based on recommendations made by our existing Board members, management or major shareholders, our Nomination Committee should explain why other sources were not used;

(e) in the case of Chief Financial Officer position, our Nomination Committee shall interview the candidate(s) as part of the review process. Our Nomination Committee reserves the right to interview any pivotal position candidate recommended by our Chief Executive Officer; and

(f) ensure that there is a formal, rigorous and transparent process for the appointment of directors (including reappointments) and Key Senior Management. The candidate selection process should be guided by clear criteria as required under the Listing Requirements and the MCCG.

**(iii) Retirement, Re-election, Removal and Resignation of Director**

(a) ensure that every Director, including our Executive Directors, shall be subject to retirement at least once every 3 years. A retiring Director shall be eligible for re-election. Recommend Director(s) who are retiring (by casual vacancy and by rotation) for re-election at our Company's AGM in accordance with our Constitution;

(b) recommend to our Board, candidates for re-election of Directors by shareholders, contingent on satisfactory evaluation of our Directors based on our Company's fit and proper policy, and taking into consideration the current composition and the tenure of each Director of our Board. The tenure of an Independent Non-Executive Director shall not exceed beyond a cumulative or consecutive term limit of 9 years;

(c) recommend to our Board any removal of a Director from our Board in the event that the Director is ineffective, errant and negligent in discharging his/her responsibilities; and

(d) deliberate and recommend any termination of membership of any Director (if necessary) due to appropriate reasons in accordance with the relevant laws and regulations.

**(iv) Succession Planning**

(a) our Chief Executive Officer shall assist our Nomination Committee in ensuring that an appropriate succession planning framework, talent management and human capital development programme is in place for the position of our Chief Executive Officer and key pivotal positions. Our Nomination Committee shall be appraised of the progress of the programme on a regular basis, and at least once a year; and

(b) oversee succession planning for our Chairman and Directors.

**(v) Annual Performance Assessment**

(a) assess annually the effectiveness of our Board as a whole, the committees of our Board and the contribution of each individual Director, including Independent Non-Executive Directors. Our Nomination Committee shall ensure that all assessments and evaluations carried out by our Nomination Committee in the discharge of all functions shall be properly documented and disclosed in the annual report of our Company;

(b) recommend to our Board, the terms of employment and key performance indicators of Executive Director(s), and assess the performance of our Executive Director(s) against these key performance indicators;

(c) develop, maintain and review the criteria for evaluating our Board's, and our Board committees' and each individual Director's performance;

(d) conduct a Board evaluation which is periodically facilitated by professional, experienced and independent parties;

(e) ensure that appropriate actions are taken based on the results of the annual assessments, to continuously enhance our Board's overall performance and identify opportunities for improvement; and

(f) assess annually the term of office and performance of our Audit and Risk Management Committee and each of its members to determine whether such Audit and Risk Management Committee members have carried out their duties in accordance with its terms of references.

**(vi) Training and Development**

(a) require our Directors to attend training courses, where necessary;

(b) arrange, with our management, induction programmes for newly appointed Directors to familiarise themselves with the operations, products and services of our Group through briefings by the relevant management teams; and

(c) ensure a statement is made by our Board in the annual report of our Company, containing a brief description on the type of training attended by our Directors during the financial year.

### 9.2.8 Remuneration Committee

Our Remuneration Committee was established by our Board on 14 April 2025. Our Remuneration Committee currently comprises the following members:

| Name | Designation | Directorship |
|---|---|---|
| Dato' Seri Gooi Soon Chai | Chairman | Independent Non-Executive Director |
| Datuk Alexandra Chin @ Fui Lin, J.P. | Member | Independent Non-Executive Director |
| Norinne Ira Dewal Binti Md Ali | Member | Independent Non-Executive Director |

Our Remuneration Committee undertakes, among others, the following functions:

**(i) Remuneration**

(a) review and recommend to our Board for approval the remuneration policies and procedures for our Board, Board committees, our Executive Directors and Key Senior Management, which should be disclosed on our Company's website and in our Company's annual report where necessary. Independent professional advice may be obtained in determining the remuneration framework;

(b) recommend to our Board, proposal on our Executive Director's remuneration and benefits including share option and compensation payment in the event of termination of the employment/service contracts (if any) by our Company and/or our Group. The recommendation should be made based on their respective performance relative to the key performance indicators set;

(c) review and recommend to our Board our Directors' fees and benefits (if any) payable to our non-Executive Directors for recommendation to the shareholders of our Company for approval;

(d) assist our Board in discharging its responsibilities to, among others, compensation strategy, management development and other compensation arrangements; and

(e) assist our Board in developing and administrating fair and transparent procedures for setting the policy on remuneration of our Directors and Key Senior Management.

## 9.3 KEY SENIOR MANAGEMENT

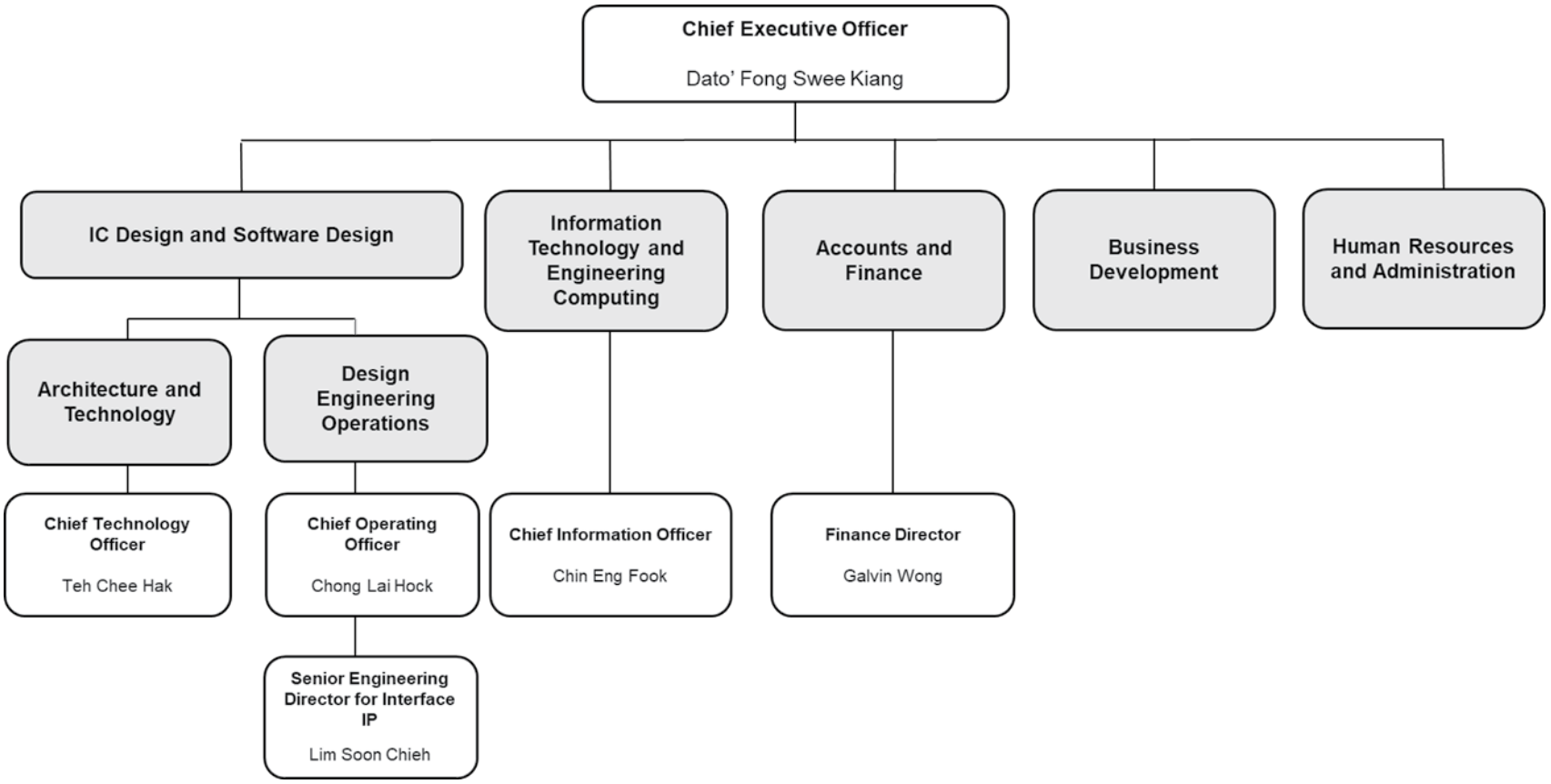
Our Key Senior Management is responsible for the day-to-day management and operations of our Group. Our Key Senior Management as at the LPD are as follows:

| Name | Age | Designation |
|---|---|---|
| Dato' Fong Swee Kiang | 63 | Non-Independent Executive Director and Chief Executive Officer |
| Teh Chee Hak | 48 | Non-Independent Executive Director and Chief Technology Officer |
| Chong Lai Hock | 60 | Chief Operating Officer |
| Chin Eng Fook | 65 | Chief Information Officer |
| Lim Soon Chieh | 48 | Senior Engineering Director for Interface IP |
| Galvin Wong | 32 | Finance Director |

**9. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL** *(Cont'd)*

### 9.3.1 Management reporting structure

Our management reporting structure is as follows:



### 9.3.2 Profiles of our Key Senior Management

The profiles of our Executive Directors who are also part of our Key Senior Management are set out in Section 9.2.1 of this Prospectus.

#### (i) Chong Lai Hock

Chong Lai Hock, a Malaysian aged 60, is our Chief Operating Officer. He has over 30 years of experience in the semiconductor industry.

He graduated with a Degree of Bachelor of Engineering (Electrical) from Universiti Malaya with first class honours in 1991.

He began his career as an engineer at Intel in 1991, where he was responsible for product development and failure analysis. In 1995, he left Intel to join Intel Microelectronics as a project leader. Over the next few years, he served in various engineering and leadership roles, including u-Architect and Design Engineering Manager before advancing to the position of Director of System-on-Chip Engineering, where he oversaw the end-to-end development of central processing units, chipsets and SoC silicon, while also leading product development efforts.

Upon leaving Intel Microelectronics in 2012, he joined Altera Malaysia as Senior Director of Design Engineering, where he was responsible for directing the FPGA silicon development while managing a team of engineers, until 2016.

Following the Intel's Acquisition, he rejoined Intel Microelectronics in 2016 as Senior Director of Programmable Hardware Engineering (Penang), Programmable Solutions Group. He managed a team of over 800 people, overseeing the R&D operations for the company's Programmable Solutions Engineering Division in Penang. Subsequently, he advanced to the position of Senior Director of Custom FPGA Engineering, where he led a team of more than 300 engineers which are responsible for end-to-end FPGA silicon development.

In 2024, he left Intel Microelectronics and joined our Group. As our Chief Operating Officer, he is responsible for our Group's engineering and global operations, driving operational excellence and business growth within our Group by overseeing IC and IP development and ensuring alignment with our Group's strategic objectives.

For his involvement in other principal business activities outside our Group, see Section 9.3.4 of this Prospectus.

#### (ii) Chin Eng Fook

Chin Eng Fook, a Malaysian aged 65, is our Chief Information Officer. He has over 35 years of experience in the semiconductor industry.

He graduated with a Bachelor of Applied Science in Electronics Science and Technology from Universiti Sains Malaysia with first class honours in 1985.

He began his career at Intel in 1985 as a product engineer, where he worked until 1995. He was responsible for testing product performance and yield for microprocessors and peripheral products, supporting product development and the transfer of test development capabilities across locations.

In 1995, he joined Intel Microelectronics and prior to his departure in 2011, he held several positions including Design Automation/Engineering Computing Manager and System Software Manager. He oversaw design automation, engineering computing and system software engineering.

In 2012, he joined Altera Malaysia as a software manager where he was responsible for software engineering and managing a software development team until his retirement in 2018.

In 2020, upon invitation by our Non-Independent Executive Director and Chief Executive Officer, Dato' Fong Swee Kiang, he rejoined the workforce as a principal engineer at IC Works, focusing on engineering computing, before joining our Group in 2024.

As our Chief Information Officer, he oversees our Group's servers, systems and network infrastructure, while implementing comprehensive data security strategies to ensure efficient operations and protect sensitive information. His role also includes providing engineers with reliable IT resources to enhance productivity.

For his involvement in other principal business activities outside our Group, see Section 9.3.4 of this Prospectus.

**(iii) Lim Soon Chieh**

Lim Soon Chieh, a Malaysian aged 48, is our Senior Engineering Director for Interface IP. He has approximately 25 years of IC design experience.

He graduated with a Bachelor of Engineering (Electrical – Electronics) from Universiti Teknologi Malaysia with first class honours in 2000 and a Master of Engineering Science from Multimedia University in 2005.

He began his career at Intel Microelectronics as an engineer in 2000 and was then promoted to senior engineer. During his time at Intel Microelectronics, he was involved in the design, development and implementation of network processor solutions. In 2005, he left Intel Microelectronics to join eASIC (M) Sdn Bhd as staff engineer until 2009. He was responsible for IC design works across various technology platforms, leading the development of key products, and contributing to the establishment of design methodologies, library characterisation, and design for test architecture.

Upon leaving eASIC (M) Sdn Bhd in 2009, he rejoined Intel Microelectronics as staff logic design engineer until 2013, where he was responsible for IC design, leading the development of memory controllers for various systems, as well as overseeing the design of key components for an SoC. Between 2013 and 2019, he joined Baysand Semiconductor (M) Sdn Bhd as a senior member of technical staff in IC design. His role focused on IC design, where he led a team in developing various IP blocks for diverse applications, including memory controllers, high-speed interfaces and specialised systems.

In 2019, he left Baysand Semiconductor (M) Sdn Bhd and joined our Group as principal architect, where he was responsible for developing source codes for IP and ASIC designs. He was promoted to Senior Director in Customer Solutions in 2023 prior to assuming his current position as Senior Engineering Director for Interface IP in 2024. As our Senior Engineering Director for Interface IP, he is responsible for leading and overseeing the completion of various memory interface IP projects, providing after-sales support to customers, guiding our Group's engineering team in decision-making, problem-solving and efficiency improvement processes.

For his involvement in other principal business activities outside our Group, see Section 9.3.4 of this Prospectus.

**(iv) Galvin Wong**

Galvin Wong, a Malaysian aged 32, is our Finance Director. His background is finance and investment, with over 8 years of experience in the financial sector.

He was admitted as a member of the MIA in 2023 and as a member of the ACCA in 2023.

He began his career in 2017 as an equities executive at AmFunds Management Bhd, where he was responsible for equities research. In 2018, he left AmFunds Management Bhd and joined abrdn Islamic Malaysia Sdn Bhd as an investment analyst, where he continued his focus on equities research, before being promoted to investment manager in 2022, where his responsibilities expanded to fund management.

In 2023, he left abrdn Islamic Malaysia Sdn Bhd and joined our Group as Strategic Financial Controller. He was promoted to Finance Director in October 2025. Since joining our Group, he is responsible for overseeing our Group's statutory reporting and financial management to ensure appropriate financial planning and corporate compliance, and the development of our Group's financial strategy, while providing input on financial decisions and planning. He also manages our Group's treasury operations including foreign exchange and hedging, as well as cash and liquidity management. Furthermore, he liaises with external stakeholders including auditors, investors and bankers.

For his involvement in other principal business activities outside our Group, see Section 9.3.4 of this Prospectus.

### 9.3.3 Shareholding of our Key Senior Management

The shareholding of:

(i) our Executive Directors who are also part of our Key Senior Management are set out in Section 9.2.2 of this Prospectus; and

(ii) our other Key Senior Management,

before and after the IPO are as follows:

| | | Before our IPO | | | | After our IPO | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | Direct | | Indirect | | Direct | | Indirect | |
| Name | Designation | No. of Shares | (1)% | No. of Shares | (1)% | No. of Shares | (2)% | No. of Shares | (2)% |
| Chong Lai Hock | Chief Operating Officer | - | - | - | - | (3)(4)170,500 | * | - | - |
| Chin Eng Fook | Chief Information Officer | - | - | - | - | (3)(4)568,200 | * | - | - |
| Lim Soon Chieh | Senior Engineering Director for Interface IP | - | - | - | - | (3)(4)909,100 | 0.1 | - | - |
| Galvin Wong | Finance Director | - | - | - | - | (3)(4)284,100 | * | - | - |

| | | After our IPO and assuming full exercise of the ESOS Options granted in conjunction with our Listing | | | |
|---|---|---|---|---|---|
| | | Direct | | Indirect | |
| Name | Designation | No. of Shares | (5)% | No. of Shares | (5)% |
| Chong Lai Hock | Chief Operating Officer | (3)(4)170,500 | * | - | - |
| Chin Eng Fook | Chief Information Officer | (3)(4)1,068,200 | 0.1 | - | - |
| Lim Soon Chieh | Senior Engineering Director for Interface IP | (3)(4)1,259,100 | 0.1 | - | - |
| Galvin Wong | Finance Director | (3)(4)1,284,100 | 0.1 | - | - |

## 9. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

***Notes:***

* *Negligible*

*(1)* *Based on 1,396,000,000 issued Shares after the Subdivision.*

*(2)* *Based on our enlarged issued Shares upon our Listing of 1,796,000,000 Shares.*

*(3)* *Assuming our Key Senior Management fully subscribe for their respective entitlements under the Pink Form Allocations.*

*(4)* *The number of Shares to be distributed to the Key Senior Management under the ESSPP are as follows:*

| ***Name*** | ***No. of Shares*** |
|---|---|
| *Chong Lai Hock* | *5,240,255* |
| *Chin Eng Fook* | *1,965,096* |
| *Lim Soon Chieh* | *13,755,670* |
| *Galvin Wong* | *1,528,408* |

*The Shares will be distributed to the respective Key Senior Management via a capital reduction and distribution-in-specie over a period of 4 years, subject to the achievement of their respective KPIs set by our Promoters under the ESSPP.*

*(5)* *Based on our enlarged issued Shares of 1,857,755,000 Shares assuming full exercise of the 61,755,000 ESOS Options granted in conjunction with our Listing as described in Section 4.2.5 of this Prospectus.*

### 9.3.4 Involvement of our Key Senior Management in other principal business activities

Save as disclosed below, none of our Key Senior Management (other than our Executive Directors which are disclosed in Section 9.2.3 of this Prospectus) are involved in other principal business activities outside our Group as at the LPD or hold directorship in other companies outside our Group as at the LPD and in the past 5 years preceding the LPD:

| Name of company/entity | Principal activities | Involvement in business activities |
|---|---|---|
| **Chong Lai Hock** | | |
| SKC Team 3 | ● Activities of holding companies | ● Substantial shareholder (direct) |
| Tkumbar Land Sdn Bhd | ● Activities of holding companies; real estate activities with own or leased property N.E.C.[(1)] | ● Substantial shareholder (direct) |
| **Chin Eng Fook** | | |
| Gross Frontier Sdn Bhd | ● Stores specialised in retail sale of pharmaceuticals, medical and orthopaedic goods; retail sale of tea, coffee, soft drinks, mineral water, other beverage; engaged as an investment holding company | ● Director (*Appointed on 14 December 1995)* and substantial shareholder (direct) |
| SKC Team 1 | ● Activities of holding companies | ● Shareholder (direct) |
| Tkumbar Land Sdn Bhd | ● Activities of holding companies; real estate activities with own or leased property N.E.C.[(1)] | ● Director (*Appointed on 8 August 2018)* and substantial shareholder (direct) |
| **Lim Soon Chieh** | | |
| SKC Team 2 | ● Activities of holding companies | ● Substantial shareholder (direct) |
| **Galvin Wong** | | |
| **Present Directorships and other involvement in principal business activities outside our Group** | | |
| SKC Team 1 | ● Activities of holding companies | ● Shareholder (direct) |

**9. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL** *(Cont'd)*

| Name of company/entity | Principal activities | Involvement in business activities |
|---|---|---|
| **Past Directorships** | | |
| abrdn Islamic Malaysia Sdn Bhd | ● Providing asset management services on a worldwide basis in accordance with the principles of Shariah | ● Director *(Appointed on 4 June 2021 and resigned on 30 May 2023)* |

***Note:***

*(1) The expression "N.E.C." utilised herein shall have the meaning "not elsewhere classified".*

The involvement of our Key Senior Management mentioned above in other principal business activities outside our Group will not affect their continued contribution to the day-to-day management of our Group and are not expected to require a significant amount of their time or attention or adversely affect the operations of our Group.

### 9.3.5 Service contracts with our Key Senior Management

As at the date of this Prospectus, there are no existing or proposed service contracts between our Key Senior Management and us which provide for benefits upon termination of employment.

### 9.3.6 Key Senior Management's remuneration and material benefits in-kind

The remuneration and material benefits in-kind of our Executive Directors who are also part of our Key Senior Management are set out in Section 9.2.5 of this Prospectus. The aggregate remuneration and material benefits in-kind paid (including any contingent or deferred remuneration) or proposed to be paid to our other Key Senior Management for services rendered in all capacities to our Group for the FYEs 31 March 2025 and 31 March 2026 are as follows:

| | Remuneration band (FYE 31 March) | |
|---|---|---|
| | 2025 (Paid) | 2026 (Proposed) |
| **Key Senior Management** | **RM** | **RM** |
| Chong Lai Hock | 850,000 – 900,000 | 800,000 – 850,000 |
| Chin Eng Fook | 400,000 – 450,000 | 400,000 – 450,000 |
| Lim Soon Chieh | 650,000 – 700,000 | 750,000 – 800,000 |
| Galvin Wong | 200,000 – 250,000 | 300,000 – 350,000 |

The remuneration of our Key Senior Management, which includes salaries, bonus, fees and allowances as well as other benefits, must be considered and recommended by our Remuneration Committee and subsequently approved by our Board.

## 9.4 KEY TECHNICAL PERSONNEL

Save for our Finance Director, Galvin Wong, the remaining members of our Key Senior Management are also our key technical personnel.

## 9.5 ASSOCIATIONS OR FAMILY RELATIONSHIP BETWEEN OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL

Save as disclosed below, there are no associations or family relationships between our Promoters, substantial shareholders, Directors, Key Senior Management and key technical personnel:

(i) Dato' Fong Swee Kiang, who is our Promoter, substantial shareholder, Non-Independent Executive Director and Chief Executive Officer, is a director and preference shareholder of SKC Team 2.

(ii) Teh Chee Hak, who is our Promoter, substantial shareholder, Non-Independent Executive Director and Chief Technology Officer, is a director of SKC Team 2.

(iii) Lim Soon Chieh, who is our Senior Engineering Director for Interface IP, is a substantial shareholder of SKC Team 2.

## 9. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

### 9.6 DECLARATION BY OUR PROMOTERS, DIRECTORS AND KEY SENIOR MANAGEMENT

9.6.1 As at the LPD, none of our Promoters, Directors or Key Senior Management has been involved in any of following events (whether in or outside Malaysia):

(i) in the last 10 years, a petition under any bankruptcy or insolvency laws was filed (and not struck out) against such person or any partnership in which such person was a partner or any corporation of which such person was a director or member of key senior management;

(ii) disqualified from acting as a director of any corporation, or from taking part directly or indirectly in the management of any corporation;

(iii) in the last 10 years, charged or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding;

(iv) in the last 10 years, any judgment was entered against such person, or finding of fault, misrepresentation, dishonesty, incompetence or malpractice on his part, involving a breach of any law or regulatory requirement that relates to the capital market;

(v) in the last 10 years, the subject of any civil proceeding, involving an allegation of fraud, misrepresentation, dishonesty, incompetence or malpractice on his part that relates to the capital market;

(vi) the subject of any order, judgment or ruling of any court, government or regulatory authority or body temporarily enjoining such person from engaging in any type of business practice or activity;

(vii) in the last 10 years, has been reprimanded or issued any warning by any regulatory authority, securities or derivatives exchange, professional body or government agency; or

(viii) there is any unsatisfied judgment against such person.

9.6.2 On-going litigation involving Dato' Seri Wong Siew Hai ("**DS Wong**")

<u>DNeX Semiconductor Sdn Bhd and Dagang NeXChange Berhad (as Plaintiffs) v. DS Wong and 4 others (as Defendants)</u>

On 17 October 2024, the Plaintiffs commenced legal proceedings against the Defendants in the High Court ("**High Court Proceeding**"). The proceedings concern the Plaintiffs' allegations that DS Wong, as a director of Silterra Malaysia Sdn Bhd ("**Silterra**") being a subsidiary of Dagang NeXChange Berhad, breached his fiduciary duty by voting in favour of Silterra taking a loan of USD20 million offered by Xin Cheng Leasing Pte Ltd ("**Lender**") ("**XC Loan**"). The Plaintiffs alleged that DS Wong failed to disclose his alleged interest in the XC Loan that he voted on and that the XC Loan was for the collateral purpose of subverting Silterra and causing the transfer of Silterra's equipment, IP and technology to an unnamed third-party when there was no necessity to do so.

The Plaintiffs sought for the following reliefs:

(i) a declaration that DS Wong and 2 other Defendants failed to make mandatory disclosure of interests in the documentation to give effect to the XC Loan ("**XC Loan Documentation**") before casting their vote with regard to the deliberation of the Board of Directors of Silterra on 6 September 2024 in relation to the XC Loan;

(ii) a declaration that the purported decision of the Board of Directors of Silterra dated 6 September 2024 with regard to the XC Loan is null and void;

(iii) a declaration that the XC Loan is an illegal moneylending transaction, given that the Lender is not a registered/licensed moneylender, nor it is listed as a registered Financial Institution with the Monetary Authority of Singapore; and

(iv) various injunctions to prohibit DS Wong and/or the 3 other Defendants from taking certain steps to effect the XC Loan and the XC Loan Documentation.

The Plaintiffs also concurrently filed an ex parte application for interim injunctive relief against the Defendants and the High Court granted an ad interim injunction order on 22 October 2024 preventing DS Wong and/or the 3 other Defendants from taking certain steps to effect the XC Loan and the XC Loan Documentation.

DS Wong resists the claims against him and denies any impropriety, breach or non-disclosure as alleged, on principal premises which include the following:

(i) there was no personal or direct disclosable interest in respect of the XC Loan;

(ii) the XC Loan was a bona fide commercial financing decision taken in the best interests of Silterra and therefore constituted an exercise of business judgment; and

(iii) the security arrangements were materially different from the Plaintiffs' characterisation and did not result in any transfer or disposal of Silterra's assets as alleged.

The substantive hearings for the High Court Proceeding were held on 17 January 2025, 12 February 2025 and 28 April 2025. On 13 August 2025, the parties attended mediation on a without prejudice basis before the High Court Judge in an attempt to amicably resolve the dispute between the parties. Settlement discussions have continued following the mediation.

On 17 April 2026, the High Court was informed that a Notice of Discontinuance was filed by the Plaintiffs on 17 March 2026 to withdraw the action against DS Wong without costs, which was formally recorded by the High Court. Accordingly, the High Court Proceeding against DS Wong has been discontinued, and the matter remains ongoing between the remaining parties to the High Court Proceeding.

Our Board (save for DS Wong) is of the view that the High Court Proceeding does not affect the suitability of DS Wong as our Director, taking into consideration that his decision to vote in favour of the XC Loan is defensible as a business judgement that does not call into question his integrity or his competency as a Director. Our Board (save for DS Wong) also notes that DS Wong brings extensive industry experience, which provides valuable insight to our Group's business.

## 9. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY SENIOR MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

### 9.7 OTHER MATTERS

No amounts have been paid or benefits given or are intended to be paid or given to our Promoters or our substantial shareholders within the two years preceding the date of this Prospectus except for the following:

(i) remunerations and benefits-in-kind arising from employment paid to our substantial shareholders as set out in Section 9.2.5 of this Prospectus; and

(ii) dividend paid to our substantial shareholders.

Save as disclosed in Section 9.1 of this Prospectus, there is no other controlling shareholder. There is no arrangement which operation may result in the change in control of our Company at a date subsequent to our IPO and our Listing.

Our Promoters and substantial shareholders do not have different voting rights from our other shareholders.

## 10. RELATED PARTY TRANSACTIONS

### 10.1 OUR GROUP'S RELATED PARTY TRANSACTIONS

#### 10.1.1 Material related party transactions

Save as disclosed below, there are no other material related party transactions entered into by our Group which involve the interest, direct or indirect, of our Directors, major shareholders and/or persons connected to them for the Financial Years/Periods Under Review and up to the LPD:

| No. | Transacting parties | Nature of relationship | Nature of transaction | FYE 31 March 2023 | FYE 31 March 2024 | FYE 31 March 2025 | FPE 31 October 2025 | From 1 November 2025 up to the LPD |
|---|---|---|---|---|---|---|---|---|
| | | | | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 |
| 1. | Our Group and IC Works[1] | **Interested Major Shareholders and Directors**<br>● Dato' Fong Swee Kiang<br>● Teh Chee Hak<br><br>See Note (1)(a) for further details of the relationship with our Directors, major shareholders and/or persons connected to them. | Sales of silicon IP by our Group to IC Works[2] | 3,984<br><br>Represents 6.97% of our Group's revenue | - | - | - | - |
| | | | Payment for the transfer of plant and equipment from IC Works to our Group<br><br>See Note (1)(b) for the details of the transfer of assets | - | 133<br><br>Represents 0.22% of our Group's NA | - | - | - |
| | | | Payment for the transfer of deposits from IC Works to our Group<br><br>See Note (1)(b) for the details of the transfer of assets | - | 82<br><br>Represents 0.13% of our Group's NA | - | - | - |

## 10. RELATED PARTY TRANSACTIONS *(Cont'd)*

***Notes:***

*(1) IC Works is currently in the midst of winding up, which is expected to be completed by June 2026.*

*(a) Dato' Fong Swee Kiang is our Non-Independent Executive Director and Chief Executive Officer, and Teh Chee Hak is our Non-Independent Executive Director and Chief Technology Officer. Dato' Fong Swee Kiang and Teh Chee Hak are directors and substantial shareholders of IC Works.*

*(b) On 1 March 2024, all the assets of IC Works were acquired by our Company for a cash consideration of RM214,542.71, being the net book value ("**NBV**") of the total assets of IC Works based on the unaudited statement of financial position of IC Works as at 28 February 2024.*

*Our Directors (save for Dato' Fong Swee Kiang and Teh Chee Hak) confirm that all the transactions were transacted on an arm's length basis as the consideration was determined based on the NBV of the total assets of IC Works as at 28 February 2024 and on normal commercial terms which were not more favourable to IC Works, and is not detrimental to our non-interested shareholders.*

*(2) Our Directors (save for Dato' Fong Swee Kiang and Teh Chee Hak) confirm that the transaction was transacted on an arm's length basis, as the selling price was fixed at the prevailing market rate and on normal commercial terms which were not more favourable to IC Works than those generally available to third parties, and is not detrimental to our non-interested shareholders.*

Save for the tenancy for Unit No. 1-17-01, Suntech @ Penang Cybercity, Lintang Mayang Pasir 3, 11950 Bayan Baru, Pulau Pinang with Freen Sdn Bhd, a person connected to our Promoters by virtue of its directors and shareholders being the daughter of Dato' Fong Swee Kiang and the spouse of Teh Chee Hak, respectively, our Directors confirm that there are no other material related party transactions that have been entered by our Group that involve the interest, direct or indirect, of our Directors, major shareholders and/or persons connected to them but not yet effected up to the date of this Prospectus.

After our Listing, we will be required to seek our shareholders' approval each time we enter into a material related party transaction in accordance with the Listing Requirements. However, if the related party transactions can be deemed as recurrent related party transactions, we may seek a general mandate from our shareholders (which mandate would typically be renewed as required at each AGM of our Company) to enter into such recurrent related party transactions without having to seek separate shareholders' approval each time we wish to enter into such recurrent related party transactions during the validity period of the mandate.

In addition, to safeguard the interest of our Group and non-interested shareholders, and to mitigate any potential conflict of interest situation, our Audit and Risk Management Committee will, among others, supervise and monitor any recurrent related party transaction and the terms thereof and report to our Board for further action, as set out in Section 10.2.1 of this Prospectus.

## 10. RELATED PARTY TRANSACTIONS *(Cont'd)*

### 10.1.2 Related party transactions entered into that are unusual in their nature or conditions

There are no transactions that are unusual in their nature or conditions, involving goods, services, tangible or intangible assets to which we were a party in respect of the Financial Years/Periods Under Review and up to the LPD.

### 10.1.3 Material outstanding loans and/or financial assistance (including guarantees of any kind)

**(i) Material outstanding loans and/or financial assistance (including guarantees of any kind) made to or for the benefit of related parties**

There are no material outstanding loans or financial assistance (including guarantees of any kind) made by our Group to or for the benefit of related parties in respect of the Financial Years/Periods Under Review and up to the LPD.

**(ii) Material outstanding loans and/or financial assistance (including guarantees of any kind) made by related parties for the benefit of our Group**

There are no material outstanding loans or financial assistance (including guarantees of any kind) made by related parties for the benefit of our Group in respect of the Financial Years/Periods Under Review and up to the LPD.

## 10.2 MONITORING AND OVERSIGHT OF RELATED PARTY TRANSACTIONS

### 10.2.1 Audit and Risk Management Committee review

Our Audit and Risk Management Committee reviews related party transactions and conflicts of interest situations that may arise within our Company or Group. Our Audit and Risk Management Committee also reviews any transaction, procedure or course of conduct that raises questions of management integrity including our related party transactions. In reviewing the related party transactions, the following, among others, will be considered:

(i) the rationale and the cost/benefit to our Group are first considered;

(ii) where possible, comparative quotes will be taken into consideration;

(iii) that the transactions are based on normal commercial terms and not more favourable to the related parties than those generally available to third parties dealing on an arm's length basis; and

(iv) that the transactions are not detrimental to our Company's non-interested shareholders.

All reviews by our Audit and Risk Management Committee are reported to our Board for its further action.

### 10.2.2 Our Group's policy on related party transactions

Related party transactions by their very nature, involve conflicts of interests between our Group and the related parties with whom our Group has entered into such transactions. Some of the officers and the Directors of our Group are also officers, directors and in some cases, shareholders of the related parties of our Group, as disclosed in this Prospectus and, with respect to these related party transactions, may individually and in aggregate have conflicts of interest. It is the policy of our Group that all related party transactions are carried out on normal commercial terms which are not more favourable to the related parties than those generally available to the third parties dealing on arm's length basis with our Group and are not to the detriment of our non-interested shareholders.

In addition, we have adopted a comprehensive corporate governance framework that meets best practice principles to mitigate any potential conflict of interest situations and intend for the framework to be guided by the Listing Requirements and MCCG upon our Listing. The procedures which forms part of the framework include, among others, the following:

(i) our Board shall ensure that at least half of our Board's members are independent Directors and will undertake an annual assessment of our independent Directors;

(ii) our Directors will be required to immediately make full disclosure of any direct or indirect interest that they may have in any business enterprise that is engaged in or proposed to be engaged in a transaction with our Group, whether or not they believe it is a material transaction. Upon such disclosure, the interested Director shall be required to abstain from deliberation and voting on any resolution related to the related party transaction; and

(iii) all existing or potential related party transactions would have to be disclosed by the interested party for management reporting. Our management will propose the transactions to our Audit and Risk Management Committee for evaluation and assessment who would, in turn, make a recommendation to our Board.

## 11. CONFLICT OF INTEREST

### 11.1 INTEREST IN ENTITIES CARRYING ON A SIMILAR TRADE AS THAT OF OUR GROUP OR WHICH ARE CUSTOMERS AND/OR SUPPLIERS OF OUR GROUP

#### 11.1.1 Involvement of our Directors and substantial shareholders in entities which carry on a similar trade as that of our Group

Save as disclosed in Section 10.1.1 of this Prospectus, as at the LPD, our Directors and substantial shareholders do not have any interest, direct or indirect, in any entities which are carrying on a similar trade as that of our Group.

#### 11.1.2 Involvement of our Directors and substantial shareholders in entities which are our customers or suppliers

As at the LPD, our Directors and substantial shareholders do not have any interest, direct or indirect, in any entities which are our customers and/or suppliers.

Notwithstanding this, during the Financial Years/Periods Under Review, our Director, Dato' Seri Gooi Soon Chai had direct and/or indirect interests in entities which are our customers or suppliers. As at the LPD, he has ceased to be a director of these entities, details of which are disclosed below:

| No. | Entity | Directors and/or substantial shareholders | Nature of transaction | Principal activity | Nature of interest |
|---|---|---|---|---|---|
| 1. | Keysight SG | **Director**<br>• Dato' Seri Gooi Soon Chai | Supplier of EDA tools | Manufacture and repair of engineering and scientific instruments, and research and experimental development on electronics (excluding medical science) | Dato' Seri Gooi Soon Chai was the Senior Vice President and previously the President of Order Fulfilment and Digital Software Solutions of Keysight, a company listed on the New York Stock Exchange, from which he retired on 31 October 2025. Dato' Seri Gooi Soon Chai was a director of Keysight SG, Keysight MY and Keysight Technologies Malaysia Sdn Bhd, all subsidiaries of Keysight.<br><br>As at the LPD, Dato' Seri Gooi Soon Chai has less than 1% shareholding in Keysight. |
| | Keysight MY | **Director**<br>• Dato' Seri Gooi Soon Chai | Supplier of lab equipment | Wholesale of other machinery for use in industry, trade and navigation and other services, N.E.C. | |

**11. CONFLICT OF INTEREST** *(Cont'd)*

Notwithstanding, our Board is of the view that any potential conflict of interest situation which may arise through the interests of Dato' Seri Gooi Soon Chai in other entities within the Keysight group of companies ("**Keysight Group**") which are our Group's suppliers has been resolved, eliminated or mitigated due to the following:

(a) all purchases from the Keysight Group after the appointment of Dato' Seri Gooi Soon Chai were transacted on an arm's length basis at similar pricing terms before his appointment, and on normal commercial terms which are not more favourable to them than those generally available to third parties;

(b) the total purchases from the Keysight Group are not material as they represent less than 1.5% of our Group's total operational costs for the Financial Years/Periods Under Review and approximately 1.4% of our Group's total operational costs up to the LPD;

(c) Dato' Seri Gooi Soon Chai is not involved in the day-to-day operations of our Group and hence, any decision in relation to purchases from the Keysight Group solely lies with the management of our Group; and

(d) Dato' Seri Gooi Soon Chai retired from Keysight on 31 October 2025. Accordingly, he has resigned from his directorships within the Keysight Group, including Keysight SG, Keysight MY and Keysight Technologies Malaysia Sdn Bhd, all subsidiaries of Keysight and does not hold any management position within Keysight.

Dato' Seri Gooi Soon Chai was appointed as our Independent Non-Executive Director as he has over 35 years of experience in the technology industry, spanning semiconductor, life sciences, and electronics sectors. His leadership experience and strategic insights would be able to support our Group in enhancing our decision-making process, forming valuable industry connections and boosting credibility and investor confidence in our Group.

As set out in Section 10.2.1 of this Prospectus, our Audit and Risk Management Committee will review such conflict of interest situation that may arise within our Company or our Group including such transaction, procedure or course that raises questions on integrity on the part of our Directors and/or management. Our Audit and Risk Management Committee will also ensure that any such transactions are carried out on terms that are not detrimental to our Group.

Notwithstanding, the interests that are held by our Directors and substantial shareholders and the interests that may be held by our Directors and substantial shareholders in the future in other businesses or corporations which are carrying on a similar trade as our Group and/or our customers or suppliers may give rise to a conflict of interest situation with our business. Should such interests give rise to a conflict of interest situation, our Directors and substantial shareholders and persons connected to them shall abstain from deliberating and voting on the resolutions relating to these matters or transactions that require the approval of our shareholders in respect of their direct and/or indirect interests. Such transactions will be carried out on arm's length basis and on normal commercial terms.

## 11.2 DECLARATION BY ADVISERS ON CONFLICTS OF INTEREST

### 11.2.1 Declaration by Maybank IB

Maybank IB, being the Principal Adviser, Lead Bookrunner, Joint Bookrunner, Managing Underwriter and Joint Underwriter for our IPO, and its related and associated companies ("**Maybank Group**") form a diversified financial group and are engaged in a wide range of investment and commercial banking, brokerage, securities trading, assets and funds management and credit transaction services businesses. The Maybank Group has engaged and may in the future, engage in transactions with and perform services for our Group and/or our Group's affiliates, in addition to the roles set out in this Prospectus. In addition, in the ordinary course of business, any member of the Maybank Group may at any time offer or provide its services to or engage in any transaction (on its own account or otherwise) with any member of our Group, our shareholders and/or our affiliates and/or any other entity or person, hold long or short positions in securities issued by our Company and/or our affiliates, and may trade or otherwise effect transactions for its own account or the account of its customers in debt or equity securities or senior loans of any member of our Group and/or our affiliates. This is a result of the businesses of the Maybank Group generally acting independently of each other and accordingly, there may be situations where parts of the Maybank Group and/or its customers now have or in the future, may have interests or take actions that may conflict with the interest of our Group. Nonetheless, the Maybank Group is required to comply with applicable laws and regulations issued by the relevant authorities governing its advisory business which require, among others, segregation between dealing and advisory activities and Chinese walls between different business divisions.

Maybank Islamic Berhad, a subsidiary of Malayan Banking Berhad, has in its ordinary course of business, extended banking facilities to our Group amounting to RM40.5 million, of which approximately RM4.0 million is outstanding as at the LPD.

In addition, as at the LPD, Datuk Lim Hong Tat, an Independent Non-Executive Director of Maybank (Cambodia) Plc and a Commissioner of PT Bank Maybank Indonesia Tbk (both are subsidiaries of Malayan Banking Berhad), holds 715,000 ordinary shares in Areca Capital, which in turn is the fund manager of DG 12 and ASIF 15 that collectively holds 14,358,100 SkyeChip Shares, representing 4.7% equity interest in our Company. Datuk Lim Hong Tat is not involved in the day-to-day management and operations of our Group. Datuk Lim Hong Tat is also not involved in the decision-making process for investment related matters of DG 12 and ASIF 15, and Areca Capital does not have any representative on our Board.

Maybank IB is of the view that the abovementioned does not give rise to a conflict of interest situation in its capacity as Principal Adviser, Lead Bookrunner, Joint Bookrunner, Managing Underwriter and Joint Underwriter for our IPO due to the following reasons:

(i) Maybank Islamic Berhad is a licensed Islamic bank and the extension of banking facilities to our Group arose in its ordinary course of business;

(ii) the conduct of the Maybank Group in its banking business is strictly regulated by, among others, the Financial Services Act 2013, Islamic Financial Services Act 2013 and the Maybank Group's own internal controls and checks;

(iii) the total aggregate outstanding amount owed by our Group to the Maybank Group is not material when compared to the audited consolidated NA attributable to equity holders of Malayan Banking Berhad as at 31 December 2025 of approximately RM93.4 billion;

(iv) Datuk Lim Hong Tat is not involved in the day-to-day management and operations of our Group; and

(v) Datuk Lim Hong Tat is not involved in the day-to-day management and operations of Maybank IB, including Maybank IB's roles as the Principal Adviser, Lead Bookrunner, Joint Bookrunner, Managing Underwriter and Joint Underwriter for our IPO.

Accordingly, Maybank IB confirms that there is no conflict of interest situation in its capacity as Principal Adviser, Lead Bookrunner, Joint Bookrunner, Managing Underwriter and Joint Underwriter for our IPO.

### 11.2.2 Declaration by CIMB IB

CIMB IB, being the Joint Bookrunner and Joint Underwriter for our IPO, and its affiliated, related and associated companies, as well as its holding company, CIMB Group Holdings Berhad, and the subsidiaries and associated companies of its holding company ("**CIMB Group**") form a diversified financial group and are engaged in a wide range of businesses relating to among others, retail banking, investment banking, commercial banking, brokerage, securities trading, asset and funds management, and credit transaction services business. The CIMB Group has engaged and may in the future, engage in transactions with and perform services for our Company and/or our affiliates.

In addition, in the ordinary course of business, any member of the CIMB Group may at any time offer or provide its services to or engage in any transactions (on its own account or otherwise) with our Company and/or our affiliates, any other entity or person, hold long or short positions in securities issued by our Company and/or our affiliates, make investment recommendations and/or publish or express independent research views on such securities, and may trade or otherwise effect transactions for its own account or the account of its customers in debt or equity securities or senior loans of our Company and/or our affiliates. This is a result of the business of the CIMB Group generally acting independent of each other, and accordingly, there may be situations where parts of the CIMB Group and/or its customers now have or in the future, may have interest or take actions that may conflict with the interest of our Company and/or our affiliates.

The CIMB Group has, on an arm's length basis and as part of its ordinary course of business, extended foreign exchange and derivative facilities to our Group with limits of up to RM5.0 million, of which there is no outstanding amount due as at the LPD.

CIMB IB is of the view that the abovementioned does not give rise to a conflict of interest situation in its capacity as Joint Bookrunner and Joint Underwriter for our IPO and any potential conflict of interest that exists or is likely to exist in relation to the aforementioned capacity is mitigated by the following:

(i) CIMB IB is a licensed investment bank and its appointment as the Joint Bookrunner and Joint Underwriter for our IPO is in the ordinary course of its business and CIMB IB does not receive or derive any financial interest or benefits save for the professional fees received in relation to the aforementioned appointment for our IPO;

(ii) the facilities were extended to our Group in the ordinary course of business of the CIMB Group;

(iii) the conduct of the CIMB Group in its banking business is strictly regulated by, among others, the Financial Services Act 2013, Islamic Financial Services Act 2013, the CMSA and the CIMB Group's own internal controls and checks; and

(iv) CIMB IB is required under its investment banking license to comply with applicable laws, regulations and guidelines issued by the relevant authorities governing its advisory business, which require, among others, segregation between dealing and advisory activities, implementation of "Chinese Wall" policies between different business divisions and the formation of an independent committee to review its business operations.

Accordingly, CIMB IB confirms that there is no conflict of interest situation which exists or is likely to exist in its capacity as the Joint Bookrunner and Joint Underwriter for our IPO.

**11.2.3 Declaration by Grant Thornton Malaysia PLT**

Grant Thornton Malaysia PLT confirms that there is no conflict of interest situation in its capacity as the Auditors and Reporting Accountants to our Company in relation to our IPO.

**11.2.4 Declaration by Lee Choon Wan & Co.**

Lee Choon Wan & Co. confirms that there is no conflict of interest situation in its capacity as the legal adviser to our Company as to Malaysian law in relation to our IPO.

**11.2.5 Declaration by Christopher & Lee Ong**

Christopher & Lee Ong confirms that there is no conflict of interest situation in its capacity as the legal adviser to the Lead Bookrunner, Joint Bookrunners, Managing Underwriter and Joint Underwriters as to Malaysian law in relation to our IPO.

**11.2.6 Declaration by Vital Factor**

Vital Factor confirms that there is no conflict of interest situation in its capacity as the IMR in relation to our IPO.

**11.2.7 Declaration by Axcelasia Sdn Bhd**

Axcelasia confirms that there is no conflict of interest situation in its capacity as the Internal Control Consultant in relation to our IPO.

## 12. FINANCIAL INFORMATION

### 12.1 HISTORICAL FINANCIAL INFORMATION

The historical consolidated financial information for the Financial Years/Periods Under Review presented below have been extracted from the Accountant's Report included in Section 13 of this Prospectus ("**Consolidated Financial Statements**"). Our Consolidated Financial Statements are prepared in accordance with MFRS and IFRS.

The following historical consolidated financial information should be read in conjunction with the "Management's Discussion and Analysis of Financial Conditions and Results of Operations" set out in Section 12.2 of this Prospectus together with the Accountants' Report set out in Section 13 of this Prospectus.

**Historical consolidated statements of profit or loss and other comprehensive income**

| | Audited | | | Unaudited | Audited |
|---|---|---|---|---|---|
| | FYE 31 March | | | FPE 31 October | |
| | **2023** | **2024** | **2025** | **2024** | **2025** |
| | **RM'000** | **RM'000** | **RM'000** | **RM'000** | **RM'000** |
| Revenue | 57,159 | 77,063 | 119,503 | 64,079 | 89,395 |
| Cost of sales | (23,371) | (41,034) | (69,058) | (33,233) | (48,205) |
| **GP** | **33,788** | **36,029** | **50,445** | **30,846** | **41,190** |
| Other income | 509 | 6,831 | 1,569 | 913 | 1,047 |
| Administrative expenses | (6,344) | (9,235) | (15,489) | (9,269) | (10,838) |
| **Operating profit** | **27,953** | **33,625** | **36,525** | **22,490** | **31,399** |
| Finance cost | (91) | (171) | (200) | (124) | (111) |
| Finance income | 537 | 1,110 | 673 | 342 | 572 |
| **PBT** | **28,399** | **34,564** | **36,998** | **22,708** | **31,860** |
| Taxation | 242 | (856) | (1,055) | (606) | (850) |
| **PAT** | **28,641** | **33,708** | **35,943** | **22,102** | **31,010** |
| Foreign currency translation differences for foreign operations | - | [(1)]- | 10 | 4 | (78) |
| **Total comprehensive income** | **28,641** | **33,708** | **35,953** | **22,106** | **30,932** |

**Other selected financial information**

| | FYE 31 March | | | FPE 31 October | |
|---|---|---|---|---|---|
| | **2023** | **2024** | **2025** | **2024** | **2025** |
| GP margin (%)[(2)] | 59.1 | 46.8 | 42.2 | 48.1 | 46.1 |
| PBT margin (%)[(3)] | 49.7 | 44.9 | 31.0 | 35.4 | 35.6 |
| PAT margin (%)[(4)] | 50.1 | 43.7 | 30.1 | 34.5 | 34.7 |
| EBITDA (RM'000)[(5)] | 29,331 | 32,026 | 43,361 | 26,001 | 37,224 |
| EBITDA margin (%)[(6)] | 51.3 | 41.6 | 36.3 | 40.6 | 41.6 |
| Basic and diluted EPS (sen)[(7)] | 1.59 | 1.88 | 2.00 | 1.23 | 1.73 |

***Notes:***

*(1) Less than RM100.*

*(2) Computed based on GP over revenue.*

*(3) Computed based on PBT over revenue.*

*(4) Computed based on PAT over revenue.*

*(5) EBITDA is calculated as PAT add (i) taxation, (ii) finance cost; and (iii) depreciation and amortisation, less (iv) finance income. The following table reconciles our PAT to EBITDA for the Financial Years/Periods Under Review:*

| | ***FYE 31 March*** | | | ***FPE 31 October*** | |
|---|---|---|---|---|---|
| | ***2023*** | ***2024*** | ***2025*** | ***2024*** | ***2025*** |
| | ***RM'000*** | ***RM'000*** | ***RM'000*** | ***RM'000*** | ***RM'000*** |
| *PAT* | *28,641* | *33,708* | *35,943* | *22,102* | *31,010* |
| ***Add/(Less):*** | | | | | |
| *Taxation* | *(242)* | *856* | *1,055* | *606* | *850* |
| *Finance cost* | *91* | *171* | *200* | *124* | *111* |
| *Depreciation and amortisation* | *1,378* | *(1,599)* | *6,836* | *3,511* | *5,825* |
| *Finance income* | *(537)* | *(1,110)* | *(673)* | *(342)* | *(572)* |
| ***EBITDA*** | ***29,331*** | ***32,026*** | ***43,361*** | ***26,001*** | ***37,224*** |

*(6) Computed based on EBITDA over revenue.*

*(7) Computed based on PAT over our enlarged issued Shares of 1,796,000,000 upon our Listing.*

**Selected historical consolidated statements of financial position**

| | **Audited** | | | |
|---|---|---|---|---|
| | **FYE 31 March** | | | **FPE 31** |
| | **2023** | **2024** | **2025** | **October 2025** |
| | **RM'000** | **RM'000** | **RM'000** | **RM'000** |
| Total non-current assets | 7,116 | 18,621 | 48,398 | 64,456 |
| Total current assets | 61,280 | 65,293 | 85,547 | 126,133 |
| **Total assets** | **68,396** | **83,914** | **133,945** | **190,589** |
| Share capital | 2,000 | 3,000 | 3,000 | 15,092 |
| ICPS | - | - | 29,250 | 38,408 |
| Reserves | - | (2)- | 10 | (68) |
| Retained earnings | 43,419 | 58,127 | 94,070 | 125,080 |
| **Total equity** | **45,419** | **61,127** | **126,330** | **178,512** |
| Total non-current liabilities | 3,033 | 4,162 | 3,601 | 6,617 |
| Total current liabilities | 19,944 | 18,625 | 4,014 | 5,460 |
| **Total liabilities** | **22,977** | **22,787** | **7,615** | **12,077** |
| **Total equity and liabilities** | **68,396** | **83,914** | **133,945** | **190,589** |
| Lease liabilities | 3,070 | 4,313 | 3,196 | 5,826 |
| Gearing ratio (times)(1) | 0.1 | 0.1 | (3)- | (3)- |

**12. FINANCIAL INFORMATION** *(Cont'd)*

***Notes:***

*(1) Computed based on lease liabilities over total equity.*

*(2) Less than RM100.*

*(3) Less than 0.05 times.*

## 12.2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations is based on our consolidated financial information with respect to the Financial Years/Periods Under Review, which have been derived from the Accountants' Report as set out in Section 13 of this Prospectus.

There are no accounting policies which are peculiar to our Group because of the nature of the business and industry which we are involved in. For further details on the accounting policies of our Group, see Note 3 of the Accountants' Report as set out in Section 13 of this Prospectus.

### 12.2.1 Overview of our business

We are an IC design company specialising in silicon IPs, including standard silicon IPs and custom silicon IPs, as well as silicon products including custom ASICs. We provide licensable silicon IPs to customers to integrate into their IC products. We also design and develop custom ASIC products which are semiconductor chips used for a specific application rather than for general-purpose use.

### 12.2.2 Significant factors affecting our financial condition and results of operations

Significant factors that had affected and are expected to continue to affect our financial condition and results of operations are as follows:

**(a) Our revenue and profitability could vary from year to year or quarter to quarter as they are dependent on our ability to secure new contracts and timing of revenue recognition**

Our revenue and profitability could vary from year to year or quarter to quarter. This is demonstrated by our revenue for the Financial Years/Periods Under Review, where our revenue experienced an increase of 34.8% for the FYE 31 March 2024 compared to the FYE 31 March 2023, followed by growth of 55.1% for the FYE 31 March 2025 compared to the FYE 31 March 2024. For the FPE 31 October 2025, our revenue experienced growth of 39.5% compared to the FPE 31 October 2024. For further details of the year-on-year and period-on-period analysis of our revenue, see Section 12.2.5 of this Prospectus.

As an original designer of silicon IP, we are involved in the design and development of silicon IP mainly based on fixed lump sum contracts where revenue is recognised over time based on completion of work performed. As such, our financial performance is dependent on our ability to secure new contracts to expand our business.

In addition, revenue recognised from our custom ASIC segment comprises product sales as well as revenue recognised over time based on percentage of completion of work performed. Billings are issued based on milestones stipulated in the contract, which may include multiple stages of product development, depending on the contract. For the FYE 31 March 2025 and the FPE 31 October 2025, our revenue from our custom ASIC segment includes revenue from product sales and revenue recognised over time based on the percentage of completion of work performed.

Notwithstanding the above, there can be no assurance that we will be able to achieve a similar growth rate in terms of our financial performance in the future due to internal and/or external factors such as any adverse changes in economic and social conditions and/or regulatory conditions and policies, and competition as well as any delays or failures in executing our business strategies and plans effectively.

**(b) A significant portion of our revenue is derived from a small group of customers, and our inability to secure new customers may negatively impact our financial performance**

For the Financial Years/Periods Under Review, there was customer concentration risks where a large portion of our total revenue was derived from a small group of customers. However, our customer base has increased from 4 customers for the FYE 31 March 2023 to 14 customers for the 31 March 2025, and further increased to 18 customers for the FPE 31 October 2025.

For the Financial Years/Periods Under Review, customers with revenue contribution of more than 10% of our revenue in any of the Financial Years/Periods Under Review, collectively accounted for 89.6% (2 customers), 81.7% (4 customers), 60.5% (3 customers), and 72.1% (5 customers) of our total revenue for the FYEs 31 March 2023, 31 March 2024 and 31 March 2025, and the FPE 31 October 2025 respectively. See Section 5.1.9 of this Prospectus for further details on customer concentration risk.

As the above customers collectively accounted for a significant portion of our total revenue, the loss of any one or a few of these major customers, if they are not replaced promptly either at comparable or higher contract values, could adversely affect our business operations and financial performance. Additionally, we may face difficulties in promptly securing new customers to replace any decline in our sales. While we may be able to secure new customers, there is no assurance that we will achieve comparable or higher sales and profit margins.

**(c) Our business and financial performance is dependent on our ability to keep up with technological advancements**

Our business and financial performance depend on our ability to stay current with technological advancements and meet the growing demands of our customers. This is demonstrated by our revenue growth during the Financial Years/Periods Under Review, where our revenue increased from RM57.2 million for the FYE 31 March 2023 to RM119.5 million for the FYE 31 March 2025, reflecting a CAGR of 44.6%. This growth was driven by the increase in revenue from our standard silicon IP segment, including memory interface IP and Network-on-Chip IP. In addition, the sales of our new custom ASIC products also contributed to our revenue growth during this period.

Failure to promptly adapt to suitable technological changes and innovations could adversely affect our business and financial performance. For further details, see Section 5.1.4 of this Prospectus.

**(d) Availability of funds to support our R&D activities and business expansion**

Our business has been funded by a combination of internal and external sources of funds. The internal sources consist of shareholders' equity and cash generated from our operations, while the external source of funds was mainly government grants received.

We rely on various sources of funding to support our R&D activities, keeping pace with rapid technological advancements, and developing new and enhanced products. Technical staff costs are our primary operating expenses, mainly consisting of the salaries of skilled technical personnel involved in the design and development of silicon IPs and related activities. For the FYEs 31 March 2023, 31 March 2024 and 31 March 2025, and the FPE 31 October 2025, technical staff costs represented 90.2% (RM21.1 million), 89.5% (RM36.7 million), 79.5% (RM54.9 million) and 81.6% (RM39.3 million) of our cost of sales, respectively.

Failure to secure adequate funding, whether internally generated or externally sourced, to sustain our technical resources and on-going innovations may adversely impact our operations and future expansion.

**(e) Our business and financial performance may be affected in the event of any delivery delays, termination or suspension of contracts**

Our arrangements with customers are mainly based on fixed contract values and agreed-upon milestones specified in the contracts. While we closely monitor and manage the progress of the development and adhere to the schedule in the contract, there is a risk that we may not be able to complete our designs on time. The timely completion of our designs is dependent on external factors including unanticipated delays during planning and development or shortage of skilled technical professionals. In addition, our scope of work includes verification and testing, which may require corrections or adjustments, subject to customer evaluation and acceptance tests, and could potentially cause further delays.

In the event of any delays in the timing of our deliverables, we may face penalties, or our contracts may be terminated if we fail to provide a viable solution that meets the customer's acceptance criteria. In the event of any delays that are caused by the customer, we may negotiate for supplemental contracts to cover additional costs incurred due to the delay. For the Financial Years/Periods Under Review and up to the LPD, our business and financial performance have not been materially impacted by delays. For further details, see to Section 5.1.11 of this Prospectus.

**(f) We may be subjected to cost increase, and reputational and legal risks arising from design errors**

We specialise in silicon IPs and custom ASICs, where silicon IPs are integrated into our customers' IC products and custom ASICs are incorporated into electronic systems. Any part of our design and development may be vulnerable to design errors and this could impact the performance of our customers' IC products and/or electronic systems, potentially resulting in financial losses for our customers. If these errors were traced back to us, working relationships with our customers may be negatively affected, our market reputation could suffer and we may face the risk of legal action.

For the Financial Years/Periods Under Review and up to the LPD, we have not experienced any claims from customers arising from design errors.

In addition, our sales cycle for new silicon IP development typically ranges from 3 to 12 months, depending on the complexity of our customers' specifications and requirements for silicon IP. Prolonged sales cycles can lead to increased operational costs due to extended marketing efforts, lengthy customer education and evaluation processes, and additional customer support and engineering resources. Extended sales cycles may also affect demand, delay commercialisation, strain cash liquidity and result in reduced revenue.

**(g) Impact of foreign exchange fluctuations**

We are exposed to foreign currency fluctuations, primarily USD and RMB arising from our export sales of silicon IP and custom ASIC. In addition, our procurement of software tools and design services for our operations are transacted in RM, USD and VND. As such, any unfavourable movement in exchange rates between RM and USD/RMB/VND would negatively affect our financial performance.

For the Financial Years Under Review, our business operations are principally located in Malaysia, where our technical staff costs are mainly denominated in RM. Our technical staff costs accounted for 90.2% (RM21.1 million), 89.5% (RM36.7 million) and 79.5% (RM54.9 million) of our total cost of sales for the FYEs 31 March 2023, 31 March 2024 and 31 March 2025 respectively. For the FPE October 2025, our technical staff costs accounted for 81.6% (RM39.3 million) of our total cost of sales, and 95.4% of our technical staff costs were denominated in RM, while the remaining 4.6% were denominated in VND, following our expansion into Vietnam.

Details of our foreign currency exchange gains and losses during the Financial Years/Periods Under Review are as follows:

| | FYE 31 March | | | FPE 31 October |
|---|---|---|---|---|
| | **2023** | **2024** | **2025** | **2025** |
| | **RM'000** | **RM'000** | **RM'000** | **RM'000** |
| Net realised gain/(loss) on foreign exchange | - | 78 | 78 | (786) |
| Net unrealised (loss)/gain on foreign exchange | (1,573) | 1,365 | (1,171) | (1,525) |
| **Net (loss)/gain** | **(1,573)** | **1,443** | **(1,093)** | **(2,311)** |

Any unfavourable foreign currency exchange rate fluctuations could materially affect our financial performance. As at the LPD, we have utilised approximately RM4.0 million of the total RM45.5 million foreign exchange hedging facilities extended to us. The foreign exchange hedging facilities are intended to manage the risk of losses caused by fluctuations in foreign currency exchange rates.

**(h) Government/economic/fiscal/monetary policies**

The Malaysian government is actively promoting the IC design industry through initiatives and incentives including budget allocations, tax exemptions and the National Industrial Master Plan, which focuses on strengthening IC design capabilities and growth in sectors such as electric vehicles and AI. Furthermore, AI chip collaborations are being pursued to boost IC development. See Section 8 of this Prospectus for further details on the industry outlook and prospects.

For the Financial Years/Periods Under Review, the amortisation of grants contributed RM0.1 million, RM4.1 million, RM0.1 million and RM16,770 to our PAT for the FYEs 31 March 2023, 31 March 2024 and 31 March 2025, and the FPE 31 October 2025 respectively.

On 4 March 2026, we were awarded a grant of RM12.0 million by the Academy of Sciences Malaysia ("**ASM**") on behalf of the Ministry of Science, Technology and Innovation (MOSTI) for the implementation of the Malaysia Science Endowment (MSE) Advanced Packaging research and development program by the semiconductor industry in collaboration with ASM. We will mainly be responsible for the design and development of test chips through tape-out, with completion expected within 24 months.

We also benefitted from approved tax exemption as reflected in our effective tax rate, which was lower than the statutory tax rate of 24% for the Financial Years/Periods Under Review. Our effective tax rate was 2.5%, 2.9% and 2.7% for the FYEs 31 March 2024 and 31 March 2025, and the FPE 31 October 2025 respectively, attributed to the approved tax exemption under Section 127(3A) of the Income Tax Act 1967 for statutory income derived from our activities of design and development of IC, and sales of IP, software and ASIC, which had expired on 9 September 2025. Prior to the expiry, we had, on 9 June 2025, submitted an application to MIDA for a tax exemption under Section 127(3A) of the Income Tax Act 1967 for our IC design activities, and as at the LPD, the application remains under review. While the financial performance of our Malaysia operations would be materially affected after taking into account the potential increase in our effective tax rate and the corresponding impact to the profitability of our Malaysia operations in the event we are not able to obtain the tax exemption from MIDA, we had, on 30 September 2025, obtained confirmation from the Department of Science and Technology of Da Nang City that SkyeChip Da Nang is an enterprise operating in the semiconductor sector, and is therefore entitled to the 5-year corporate income tax exemption commencing from May 2025. We expect to progressively scale up our operations for SkyeChip Da Nang by increasing the headcount of our Vietnam operations from 39 employees as at the LPD to 90 employees by the end of 2026. This will increase the contribution of our Vietnam operations to our Group's revenue and profitability. We expect SkyeChip Da Nang to contribute approximately 12% to 17% of our total revenue for the FYE 31 March 2026 based on anticipated contracts to be secured and progress of existing contracts. The gradual scaling up of our operations in Vietnam is also in line with our Group's business strategy and design and development roadmap. For further details, see Section 7.5.4(i) of this Prospectus.

Therefore, the expiry of the Malaysian tax exemption is not expected to result in our Group being subject to the full prevailing Malaysian statutory corporate income tax rate of 24%, as our Group's effective tax rate for the FYE 31 March 2026 is estimated to be approximately 5.0% or less, taking into consideration (i) the Malaysian tax exemption only expired on 9 September 2025; and (ii) the financial contribution from our Vietnam operations from October 2025 following our business expansion into Vietnam, where such operations benefit from the applicable corporate tax exemption.

With the geographical distribution of our operations between Malaysia and Vietnam as well as the expiry of the Malaysian tax exemption from 10 September 2025 to-date, our Group's effective tax rate for the FYE 31 March 2026 would be higher than our Group's effective tax rate for the FYE 31 March 2025, but still significantly lower than the Malaysian statutory corporate income tax rate of 24%. In addition, in the event that the application for tax exemption from the MIDA is not obtained, we will consider an application for Malaysian Digital (MD) tax incentives from MDEC, where if granted, could lower our Group's effective tax rate.

Our business is subject to risks relating to government, economic, fiscal or monetary policies in Malaysia and foreign countries including countries that we serve. Any unfavourable changes in government policies, economic conditions, or fiscal or monetary policies may materially affect our operations in Malaysia. For further details, see Section 5.2.1 of this Prospectus.

### 12.2.3 Significant accounting estimates and judgements

The preparation of financial statements requires our management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

There are no significant areas of estimation uncertainty and critical judgements in applying accounting policies that have significantly affected the amount that were recognised in the consolidated financial statements other than those disclosed in the following notes:

- Note 3.1 – Judgements made in applying accounting policies; and
- Note 3.2 – Key source of estimation uncertainty.

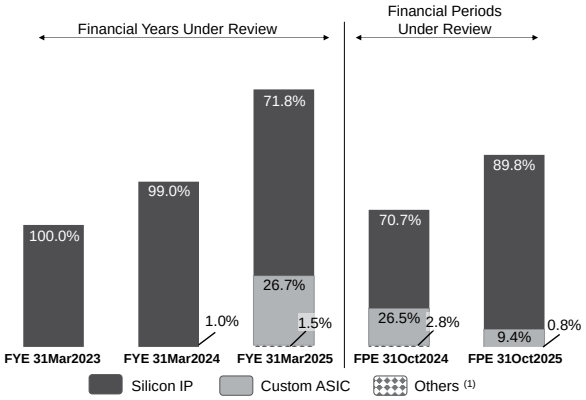
For further details, see Section 13 of this Prospectus.

### 12.2.4 Overview of our results of operations

We are an IC design company specialising in silicon IPs, including standard silicon IPs and custom silicon IPs, as well as silicon products including custom ASICs. For the Financial Years/Periods Under Review, our revenue was mainly derived from custom and standard silicon IP design. Our arrangements with customers are based on fixed contract value and agreed milestones as stipulated in the contracts. Our revenue for the standard and custom silicon IP design is recognised over time based on the percentage of completion.

During the FYE 31 March 2025 and the FPE 31 October 2025, our revenue was also derived from our custom ASIC segment. Revenue is derived from our custom ASIC, including product sales based on confirmed purchase orders as well as revenue recognised over time based on percentage of completion. The billings issued for design and development work are based on milestones stipulated in the contracts.

**Revenue by products and services**




| | FYE 31 March | | | FPE 31 October | |
|---|---|---|---|---|---|
| | 2023 *RM'000* | 2024 *RM'000* | 2025 *RM'000* | 2024 *RM'000* | 2025 *RM'000* |
| Silicon IP segment | 57,159 | 76,327 | 85,739 | 45,298 | 80,247 |
| Custom ASIC segment | - | - | 31,934 | 17,007 | 8,428 |
| Others (1) | - | 736 | 1,830 | 1,774 | 720 |
| **Total revenue** | **57,159** | **77,063** | **119,503** | **64,079** | **89,395** |

***Note:*** *(1) Include design services based on requests from customers for FYEs 31 March 2024 and 31 March 2025, and FPE 31 October 2024, design of memory test system for FYE 31 March 2025, and FPEs 31 October 2024 and 31 October 2025, as well as the engineering services for our custom ASIC products for FPE 31 October 2025.*

For the Financial Years/Periods Under Review, our revenue is transacted in USD, RMB and RM.

Our standard silicon IP was commercialised in the FYE 31 March 2023 and revenue from standard silicon IP comprising the sales of memory interface IP, Network-on-Chip IP and D2D interface IP accounted for 44.6%, 62.4%, 62.6% and 78.7% of our revenue for the FYEs 31 March 2023, 31 March 2024 and 31 March 2025, and the FPE 31 October 2025 respectively.

Revenue contribution from our custom silicon IP accounted for 55.4%, 36.6%, 9.2% and 11.1% of our revenue for the FYEs 31 March 2023, 31 March 2024 and 31 March 2025, and the FPE 31 October 2025 respectively.

Between the FYEs 31 March 2023 and 31 March 2025, our revenue increased at a CAGR of 44.6%, from RM57.2 million for the FYE 31 March 2023 to RM119.5 million for the FYE 31 March 2025. The growth in our revenue was mainly contributed by the increase in demand from our standard silicon IP, including memory interface IP and Network-on-Chip IP, as well as sales of our new custom ASIC products. For the FPE 31 October 2025, our revenue grew by 39.5%, from RM64.1 million in the FPE 31 October 2024 to RM89.4 million in the FPE 31 October 2025.

See Section 12.2.5 of this Prospectus for a year-on-year and period-on-period analysis of revenue by products and services.

### 12.2.5 Revenue

#### (i) By products and services

| | FYE 31 March | | | | | |
|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| Silicon IP segment | 57,159 | 100.0 | 76,327 | 99.0 | 85,739 | 71.8 |
| *Standard silicon IP[1]* | *25,486* | *44.6* | *48,115* | *62.4* | *74,771* | *62.6* |
| *Custom silicon IP* | *31,673* | *55.4* | *28,212* | *36.6* | *10,968* | *9.2* |
| Custom ASIC segment | - | - | - | - | 31,934 | 26.7 |
| Others[2] | - | - | 736 | 1.0 | 1,830 | 1.5 |
| **Total** | **57,159** | **100.0** | **77,063** | **100.0** | **119,503** | **100.0** |

| | FPE 31 October | | | |
|---|---|---|---|---|
| | 2024 | | 2025 | |
| | RM'000 | % | RM'000 | % |
| Silicon IP segment | 45,298 | 70.7 | 80,247 | 89.8 |
| *Standard silicon IP[1]* | *40,104* | *62.6* | *70,381* | *78.7* |
| *Custom silicon IP* | *5,194* | *8.1* | *9,866* | *11.1* |
| Custom ASIC segment | 17,007 | 26.5 | 8,428 | 9.4 |
| Others[2] | 1,774 | 2.8 | 720 | 0.8 |
| **Total** | **64,079** | **100.0** | **89,395** | **100.0** |

***Notes:***

*(1) Includes memory interface IP, Network-on-Chip IP and D2D interface IP, of which the breakdown for the Financial Years/Periods Under Review is as follows:*

| | FYE 31 March | | | | | |
|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| Memory interface IP | 7,482 | 13.1 | 28,099 | 36.4 | 47,169 | 39.5 |
| Network-on-Chip IP | 18,004 | 31.5 | 20,016 | 26.0 | 27,602 | 23.1 |
| D2D interface IP | - | - | - | - | - | - |
| **Total** | **25,486** | **44.6** | **48,115** | **62.4** | **74,771** | **62.6** |

| | FPE 31 October | | | |
|---|---|---|---|---|
| | 2024 | | 2025 | |
| | RM'000 | % | RM'000 | % |
| Memory interface IP | 29,119 | 45.4 | 51,888 | 58.0 |
| Network-on-Chip IP | 10,985 | 17.2 | 14,251 | 16.0 |
| D2D interface IP | - | - | 4,242 | 4.7 |
| **Total** | **40,104** | **62.6** | **70,381** | **78.7** |

*(2) Include design services based on requests from customers for the FYEs 31 March 2024 and 31 March 2025, and the FPE 31 October 2024, design of memory test systems for the FYE 31 March 2025, and the FPEs 31 October 2024 and 31 October 2025, as well as engineering services for our custom ASIC products for the FPE 31 October 2025.*

### (ii) By country of operations

| | FYE 31 March | | | | | |
|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| **Malaysia Operations** | **57,159** | **100.0** | **77,063** | **100.0** | **119,503** | **100.0** |
| Silicon IP segment | 57,159 | 100.0 | 76,327 | 99.0 | 85,739 | 71.8 |
| Custom ASIC segment | - | - | - | - | 31,934 | 26.7 |
| Others | - | - | 736 | 1.0 | 1,830 | 1.5 |
| **Vietnam Operations[(1)]** | - | - | - | - | - | - |
| Silicon IP segment | - | - | - | - | - | - |
| **Total** | **57,159** | **100.0** | **77,063** | **100.0** | **119,503** | **100.0** |

| | FPE 31 October | | | |
|---|---|---|---|---|
| | 2024 | | 2025 | |
| | RM'000 | % | RM'000 | % |
| **Malaysia Operations** | **64,079** | **100.0** | **84,091** | **94.0** |
| Silicon IP segment | 45,298 | 70.7 | 74,943 | 83.8 |
| Custom ASIC segment | 17,007 | 26.5 | 8,428 | 9.4 |
| Others | 1,774 | 2.8 | 720 | 0.8 |
| **Vietnam Operations[(1)]** | - | - | **5,304** | **6.0** |
| Silicon IP segment | - | - | 5,304 | 6.0 |
| **Total** | **64,079** | **100.0** | **89,395** | **100.0** |

***Note:***

*(1) We commenced our initial operations in Vietnam in December 2024.*

### (iii) By geographical markets

| | FYE 31 March | | | | | |
|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| **Malaysia** | **3,984** | **7.0** | **-** | **-** | **9,704** | **8.1** |
| **Foreign countries** | **53,175** | **93.0** | **77,063** | **100.0** | **109,799** | **91.9** |
| - China | 35,171 | 61.5 | 56,124 | 72.8 | 67,473 | 56.5 |
| - Taiwan | 18,004 | 31.5 | 19,136 | 24.8 | 39,997 | 33.5 |
| - Singapore | - | - | 1,803 | 2.4 | 1,237 | 1.0 |
| - Hong Kong | - | - | - | - | 1,092 | 0.9 |

| | FYE 31 March | | | | | |
|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| - USA | - | - | - | - | - | - |
| **Total** | **57,159** | **100.0** | **77,063** | **100.0** | **119,503** | **100.0** |

| | FPE 31 October | | | |
|---|---|---|---|---|
| | 2024 | | 2025 | |
| | RM'000 | % | RM'000 | % |
| **Malaysia** | **-** | **-** | **1,665** | **1.9** |
| **Foreign countries** | **64,079** | **100.0** | **87,730** | **98.1** |
| - China | 39,154 | 61.1 | 65,539 | 73.3 |
| - Taiwan | 22,653 | 35.4 | 15,465 | 17.3 |
| - Singapore | 1,236 | 1.9 | 1,589 | 1.8 |
| - Hong Kong | 1,036 | 1.6 | - | - |
| - USA | - | - | 5,137 | 5.7 |
| **Total** | **64,079** | **100.0** | **89,395** | **100.0** |

**(iv) Number of customers and number of projects**

| | FYE 31 March | | |
|---|---|---|---|
| | 2023 | 2024 | 2025 |
| Number of customers | 4 | 8 | 14 |
| Number of projects | 7 | 13 | 21 |
| - *Standard silicon IP* | *4* | *8* | *15* |
| - *Custom silicon IP* | *3* | *5* | *4* |
| - *Custom ASIC segment* | *-* | *-* | *2* |

| | FPE 31 October | |
|---|---|---|
| | 2024 | 2025 |
| Number of customers | 12 | 18 |
| Number of projects[(1)] | 15 | 27 |
| - *Standard silicon IP* | *10* | *21* |
| - *Custom silicon IP* | *4* | *3* |
| - *Custom ASIC segment* | *1* | *3* |

**(a) FYE 31 March 2024 compared to FYE 31 March 2023**

Our revenue increased by RM19.9 million or 34.8% to RM77.1 million for the FYE 31 March 2024 (FYE 31 March 2023: RM57.2 million), which was mainly attributed to higher revenue from our standard silicon IP segment as follows:

- revenue from standard silicon IP segment increased by RM22.6 million or 88.8% to RM48.1 million for the FYE 31 March 2024 (FYE 31 March 2023: RM25.5 million). This was mainly contributed by the higher number of projects secured for our standard memory interface IPs. In addition, our number of customers of memory interface IP increased from 2 customers for the FYE 31 March 2023 to 5 customers for the FYE 31 March 2024.

  The increase was also partially contributed by the increase in revenue from Network-on-Chip IP due to additional project secured for the Network-on-Chip IP.

The increase was partially moderated by the decrease in revenue of RM3.5 million or 10.9% from our custom silicon IP segment mainly attributed to certain projects nearing completion for the FYE 31 March 2024 as the bulk of design and development works were completed.

For the FYE 31 March 2024, we recorded revenue of RM0.7 million for the provision of design services.

**(b) FYE 31 March 2025 compared to FYE 31 March 2024**

Our revenue increased by RM42.4 million or 55.1% to RM119.5 million for the FYE 31 March 2025 (FYE 31 March 2024: RM77.1 million). This was mainly attributed to revenue from our custom ASIC segment as well as higher revenue from our silicon IP segment driven by standard silicon IP as follows:

- revenue from our custom ASIC segment was RM31.9 million for the FYE 31 March 2025 which was attributed to the completion of the design stages of custom ASIC as well as sales of our new custom ASIC products following the commercialisation of one of our IoT ASICs. This IoT ASIC is a specialised IC designed to optimise for AI edge computing applications.

- revenue from our standard silicon IP increased by RM26.7 million or 55.4% to RM74.8 million for the FYE 31 March 2025 (FYE 31 March 2024: RM48.1 million), mainly contributed by projects secured for a new generation of memory interface IPs, coupled with higher number of projects relating to Network-on-Chip IP.

The increase was partially moderated by the decrease in revenue of RM17.2 million or 61.1% from our custom silicon IP segment mainly due to completion of various projects in relation to the design of custom multi-protocol interface IPs for a customer.

For the FYE 31 March 2025, we recorded revenue of RM1.8 million for the provision of design services as well as the design of memory test systems.

**(c) FPE 31 October 2025 compared to FPE 31 October 2024**

Our revenue increased by RM25.3 million or 39.5% to RM89.4 million for the FPE 31 October 2025 (FPE 31 October 2024: RM64.1 million). For the FPE 31 October 2025, our revenue was mainly derived from our Malaysia operations, which accounted for 94.0% of our total revenue. Meanwhile, revenue from our Vietnam operations accounted for 6.0% of our total revenue for the FPE 31 October 2025 where we commenced our initial operations in Vietnam in December 2024.

Our revenue growth in the FPE 31 October 2025 was mainly driven by higher revenue from the silicon IP segment, primarily driven by standard silicon IP. Revenue from our standard silicon IP increased by RM30.3 million or 75.5% to RM70.4 million for the FPE 31 October 2025 (FPE 31 October 2024: RM40.1 million). This was mainly contributed by projects secured for the new generation of memory interface IPs and our new D2D interface IP.

There was a decrease in revenue of RM8.6 million or 50.4% from our custom ASIC segment in the FPE 31 October 2025, mainly attributed to the delivery of the architecture development work during the design and development phase of the AI inference ASIC in the FPE 31 October 2024.

For the FPE 31 October 2025, we recorded revenue of RM0.7 million for the provision of the design of memory test systems as well as the engineering services for our custom ASIC products.

### 12.2.6 Cost of sales

#### (i) By components

| | FYE 31 March | | | | | |
|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| Technical staff costs[(1)] | 21,088 | 90.2 | 36,737 | 89.5 | 54,924 | 79.5 |
| Software tools costs | 1,046 | 4.5 | 3,145 | 7.7 | 4,776 | 6.9 |
| Depreciation[(2)] | - | - | 628 | 1.5 | 3,785 | 5.5 |
| Others[(3)] | 1,237 | 5.3 | 524 | 1.3 | 5,573 | 8.1 |
| **Total** | **23,371** | **100.0** | **41,034** | **100.0** | **69,058** | **100.0** |

| | FPE 31 October | | | |
|---|---|---|---|---|
| | 2024 | | 2025 | |
| | RM'000 | % | RM'000 | % |
| Technical staff costs[(1)] | 27,917 | 84.0 | 39,344 | 81.6 |
| Software tools costs | 2,679 | 8.1 | 3,862 | 8.0 |
| Depreciation[(2)] | 1,923 | 5.8 | 3,123 | 6.5 |
| Others[(3)] | 714 | 2.1 | 1,876 | 3.9 |
| **Total** | **33,233** | **100.0** | **48,205** | **100.0** |

***Notes:***

*(1) Comprising engineers' salaries and related costs.*

*(2) Comprising depreciation of our prototype equipment and engineering tools.*

*(3) Mainly include outsourcing of IC and/or printed circuit board design and assembly services for the Financial Years/Periods Under Review, the purchase of semiconductor materials and manufacturing services for the FYE 31 March 2025, as well as product sales support services for the FPE 31 October 2025.*

**(ii) By products and services**

| | FYE 31 March | | | | | |
|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | |
| | **RM'000** | **%** | **RM'000** | **%** | **RM'000** | **%** |
| Silicon IP segment | 23,371 | 100.0 | 39,370 | 95.9 | 49,420 | 71.6 |
| *Standard silicon IP* | *9,307* | *39.8* | *28,840* | *70.3* | *44,244* | *64.1* |
| *Custom silicon IP* | *14,064* | *60.2* | *10,530* | *25.6* | *5,176* | *7.5* |
| Custom ASIC segment | - | - | 1,266 | 3.1 | 18,646 | 27.0 |
| Others[(1)] | - | - | 398 | 1.0 | 992 | 1.4 |
| **Total** | **23,371** | **100.0** | **41,034** | **100.0** | **69,058** | **100.0** |

| | FPE 31 October | | | |
|---|---|---|---|---|
| | 2024 | | 2025 | |
| | **RM'000** | **%** | **RM'000** | **%** |
| Silicon IP segment | 24,909 | 75.0 | 42,869 | 88.9 |
| *Standard silicon IP* | *22,594* | *68.0* | *39,055* | *81.0* |
| *Custom silicon IP* | *2,315* | *7.0* | *3,814* | *7.9* |
| Custom ASIC segment | 7,350 | 22.1 | 4,908 | 10.2 |
| Others[(1)] | 974 | 2.9 | 428 | 0.9 |
| **Total** | **33,233** | **100.0** | **48,205** | **100.0** |

***Note:***

*(1) Include design services based on requests from customers for the FYEs 31 March 2024 and 31 March 2025, and the FPE 31 October 2024, design of memory test systems for the FYE 31 March 2025, and the FPEs 31 October 2024 and 31 October 2025, as well as engineering services for our custom ASIC products for the FPE 31 October 2025.*

**(a) Technical staff costs**

Technical staff costs consist of salaries, bonus payments and other related staff costs for professional staff involved directly in design and development for silicon IP and custom ASIC, and related software development activities.

For the FYE 31 March 2024, technical staff costs increased by RM15.6 million or 74.2%, due to an increase in engineering headcount and salaries. Our technical personnel increased from 122 staff as at 31 March 2023 to 222 staff as at 31 March 2024. This was mainly to support the expansion of our business as reflected in our revenue growth of 34.8% for the FYE 31 March 2024.

For the FYE 31 March 2025, technical staff costs increased by RM18.2 million or 49.5%, due to an increase in engineering headcount and salaries. Our technical personnel increased from 222 staff as at 31 March 2024 to 303 staff as at 31 March 2025. This was mainly to support the expansion of our business as reflected in our revenue growth of 55.1% for the FYE 31 March 2025.

For the FPE 31 October 2025, technical staff costs increased by RM11.4 million or 40.9% due to an increase in engineering headcount and salaries. Our technical personnel increased from 305 staff as at 31 October 2024 to 332 staff as at 31 October 2025. The increase in resources was to support the expansion of our business, as reflected in our revenue growth of 39.5% for the FPE 31 October 2025.

**(b) Software tool costs**

Software tool costs comprise mainly licensing fees for the use of EDA tools that are used in design works for our silicon IP and custom ASIC business operations.

For the FYE 31 March 2024, software tool costs increased by RM2.1 million or 200.7% attributed to the higher fees incurred as a result of additional tools and features subscribed.

For the FYE 31 March 2025, software tool costs increased by RM1.6 million or 51.9% attributed to the higher fees incurred as a result of additional tools and features subscribed.

For the FPE 31 October 2025, software tool costs increased by RM1.2 million or 44.2% attributed to the higher fees incurred as a result of additional tools and features subscribed.

**(c) Depreciation**

Depreciation comprised depreciation of our prototype equipment and engineering tools.

For the FYE 31 March 2024, we recorded depreciation costs of RM0.6 million pertaining to prototypes and the mask set (a collection of individual semiconductor photomasks) used for the development of an IoT ASIC.

For the FYE 31 March 2025, depreciation costs increased by RM3.2 million or 502.9% pertaining to the mask set for IoT ASICs and prototypes.

For the FPE 31 October 2025, depreciation costs increased by RM1.2 million or 62.4%, pertaining to the mask set for IoT ASICs and prototypes.

**(d) Others**

Others mainly include outsourcing of IC and/or printed circuit board design and assembly services, where we engaged third parties to perform design and assembly services, including circuit design and custom layout based on our specifications, semiconductor materials and manufacturing services, and product sales support services. The services are provided on an ad-hoc basis as and when it is required.

For the FYE 31 March 2024, other cost of sales decreased by approximately RM0.7 million or 57.6%, which was mainly due to a decrease in costs for outsourcing of IC and printed circuit board design and assembly services during the FYE 31 March 2024.

For the FYE 31 March 2025, other cost of sales increased by RM5.0 million or 963.4%, which was mainly due to the semiconductor materials and manufacturing services purchased for our custom ASIC segment, as well as increase in costs for outsourcing of IC and printed circuit board design and assembly services during the FYE 31 March 2025.

For the FPE 31 October 2025, other cost of sales increased by RM1.2 million or 162.7%, which was mainly due to the increase in costs for outsourcing of IC design services and product sales support services during the FPE 31 October 2025.

**12. FINANCIAL INFORMATION** *(Cont'd)*

### 12.2.7 GP

#### (i) By products and services

| | FYE 31 March | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | 2023 | | | 2024 | | | 2025 | | |
| | GP RM'000 | % | GP margin % | GP RM'000 | % | GP margin % | GP RM'000 | % | GP margin % |
| Silicon IP segment | 33,788 | 100.0 | 59.1 | 36,957 | 102.6 | 48.4 | 36,319 | 72.0 | 42.4 |
| Custom ASIC segment | - | - | - | (1,266) | (3.5) | # | 13,288 | 26.3 | 41.6 |
| Others[(1)] | - | - | - | 338 | 0.9 | 45.9 | 838 | 1.7 | 45.8 |
| **Total / GP margin** | **33,788** | **100.0** | **59.1** | **36,029** | **100.0** | **46.8** | **50,445** | **100.0** | **42.2** |

| | FPE 31 October | | | | | |
|---|---|---|---|---|---|---|
| | 2024 | | | 2025 | | |
| | GP RM'000 | % | GP margin % | GP RM'000 | % | GP margin % |
| Silicon IP segment | 20,389 | 66.1 | 45.0 | 37,378 | 90.7 | 46.6 |
| Custom ASIC segment | 9,657 | 31.3 | 56.8 | 3,520 | 8.5 | 41.8 |
| Others[(1)] | 800 | 2.6 | 45.1 | 292 | 0.8 | 40.6 |
| **Total / GP margin** | **30,846** | **100.0** | **48.1** | **41,190** | **100.0** | **46.1** |

*# Not applicable due to initial development cost incurred.*

***Note:***

*(1) Include design services based on requests from customers for the FYEs 31 March 2024 and 31 March 2025 as well as design of memory test systems for the FYE 31 March 2025.*

**(a) FYE 31 March 2024 compared to FYE 31 March 2023**

Our GP increased by RM2.2 million or 6.6% to RM36.0 million for the FYE 31 March 2024 (FYE 31 March 2023: RM33.8 million), mainly attributed to higher GP contribution from our silicon IP segment. This was attributed to new projects for our standard silicon IP mainly memory interface IP. This was reflected in our revenue growth of 88.8% from standard silicon IP for the FYE 31 March 2024.

Our GP margin decreased from 59.1% for the FYE 31 March 2023 to 46.8% for the FYE 31 March 2024, mainly attributed to the higher technical staff costs for our design and development of silicon IP and custom ASIC. This was reflected in the higher proportion of cost of sales relative to revenue, particularly in technical staff costs where the proportion of technical staff costs against revenue increased from 36.9% for the FYE 31 March 2023 to 47.7% for the FYE 31 March 2024, on the back of an increase in headcount for the design and development works performed.

**(b) FYE 31 March 2025 compared to FYE 31 March 2024**

Our GP increased by RM14.4 million or 40.0% to RM50.4 million for the FYE 31 March 2025 (FYE 31 March 2024: RM36.0 million). This was mainly attributed by GP contribution from our custom ASIC segment due to the completion of the design and sales of our new custom ASIC products. This was also reflected in our revenue of RM31.9 million generated from our custom ASIC segment for the FYE 31 March 2025.

Our GP margin decreased to 42.2% for the FYE 31 March 2025 (FYE 31 March 2024: 46.8%), mainly attributed to the higher depreciation, as well as the purchase of semiconductor materials and manufacturing services for our custom ASIC segment. This was reflected in the higher proportion of the said costs against revenue which increased from 0.8% for the FYE 31 March 2024 to 5.7% for the FYE 31 March 2025. In addition, the decrease in GP margin was also partly attributed to higher outsourcing of IC design expenses for the silicon IP and custom ASIC segments.

**(c) FPE 31 October 2025 compared to FPE 31 October 2024**

Our GP increased by RM10.3 million or 33.5% to RM41.2 million for the FPE 31 October 2025 (FPE 31 October 2024: RM30.8 million), mainly attributed to higher GP contribution from our silicon IP segment. This was attributed to new projects secured for our standard silicon IP, mainly memory interface IPs and our new D2D interface IP. This was also reflected in our revenue growth of 75.5% from standard silicon IP for the FPE 31 October 2025.

Our GP margin decreased to 46.1% for the FPE 31 October 2025 (FPE 31 October 2024: 48.1%), mainly attributed to higher depreciation for our custom ASIC segment. This was reflected in the higher proportion of the said costs against revenue, which increased from 3.0% for the FPE 31 October 2024 to 3.5% for the FPE 31 October 2025.

### 12.2.8 Finance and other income

| | FYE 31 March | | | | | |
|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| Other income: | | | | | | |
| Amortisation of government grants [(1)] | 132 | 12.6 | 4,080 | 51.4 | 104 | 4.6 |
| Gain on foreign exchange | - | - | 1,444 | 18.2 | 84 | 3.7 |
| Miscellaneous income [(2)] | 377 | 36.0 | 508 | 6.4 | 1,102 | 49.2 |
| Gain on disposal of other investments | - | - | 438 | 5.5 | 127 | 5.7 |
| Fair value adjustment on investments | - | - | 361 | 4.5 | 152 | 6.8 |
| | 509 | 48.6 | 6,831 | 86.0 | 1,569 | 70.0 |
| Finance income | 537 | 51.4 | 1,110 | 14.0 | 673 | 30.0 |
| **Total** | **1,046** | **100.0** | **7,941** | **100.0** | **2,242** | **100.0** |

| | FPE 31 October | | | |
|---|---|---|---|---|
| | 2024 | | 2025 | |
| | RM'000 | % | RM'000 | % |
| Other income: | | | | |
| Amortisation of government grants [(1)] | 84 | 6.7 | 17 | 1.0 |
| Gain on foreign exchange | - | - | 19 | 1.2 |
| Miscellaneous income [(2)] | 649 | 51.7 | 765 | 47.3 |
| Gain on disposal of other investments | 127 | 10.1 | 82 | 5.1 |
| Fair value adjustment on investments | 53 | 4.2 | 86 | 5.3 |
| Gain on derecognition of right-of-use assets and lease liabilities | - | - | 78 | 4.8 |
| | 913 | 72.7 | 1,047 | 64.7 |
| Finance income | 342 | 27.3 | 572 | 35.3 |
| **Total** | **1,255** | **100.0** | **1,619** | **100.0** |

***Notes:***

*(1) Government grants were received for the purchase of plant and equipment, patent registration and qualified operating expenses.*

*(2) Mainly includes reimbursement of training from the Human Resource Development Fund, other incentives and subsidies received from the government and refund of employee retention/sign-up/buyout bonuses.*

**(a) FYE 31 March 2024 compared to FYE 31 March 2023**

Our other income increased by RM6.3 million or 1242.0% to RM6.8 million for the FYE 31 March 2024 (FYE 31 March 2023: RM0.5 million). This was mainly attributed to the increase in amortisation of grants by RM3.9 million arising from higher expenses incurred to support the design and development activities. In addition, the increase was partly contributed by RM1.4 million of gains on foreign exchange for the FYE 31 March 2024.

The finance income increased by RM0.6 million or 106.7% to RM1.1 million for the FYE 31 March 2024 (FYE 31 March 2023: RM0.5 million) arising from interest received mainly from short-term investments including bonds and money market instruments.

**(b) FYE 31 March 2025 compared to FYE 31 March 2024**

Our other income decreased by RM5.3 million or 77.0% to RM1.6 million for the FYE 31 March 2025 (FYE 31 March 2024: RM6.8 million) and this was mainly due to the decrease in amortisation of grants during the FYE 31 March 2025, coupled with the decrease in gains on foreign exchange.

The finance income decreased by RM0.4 million or 39.4% to RM0.7 million for the FYE 31 March 2025 (FYE 31 March 2024: RM1.1 million), mainly due to lower interest received following the disposal of short-term bond instruments.

**(c) FPE 31 October 2025 compared to FPE 31 October 2024**

Our other income increased by RM0.1 million or 14.7% to RM1.0 million for the FPE 31 October 2025 (FPE 31 October 2024: RM0.9 million), mainly due to the refund of employee retention, sign-up and buyout bonuses from employees who resigned during the FPE 31 October 2025. These bonuses were previously paid and subject to repayment upon early resignation in accordance with the relevant employment terms.

Our finance income increased by RM0.2 million or 67.2% to RM0.6 million for the FPE 31 October 2025 (FPE 31 October 2024: RM0.3 million), arising from interest income from bank deposits.

**12.2.9 Administrative expenses**

| | FYE 31 March | | | | | |
|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| Directors' remuneration | 952 | 15.0 | 2,273 | 24.6 | 3,324 | 21.5 |
| Depreciation and amortisation [(1)] | 1,510 | 23.8 | 1,852 | 20.1 | 3,154 | 20.4 |
| Staff costs [(2)] | 1,014 | 16.0 | 1,877 | 20.3 | 2,612 | 16.9 |
| Professional fees | 162 | 2.5 | 392 | 4.2 | 1,985 | 12.8 |
| Loss on foreign exchange | 1,573 | 24.8 | 1 | * | 1,177 | 7.6 |
| Office-related expenses | 366 | 5.8 | 568 | 6.2 | 990 | 6.4 |
| Sales and marketing expenses | 104 | 1.6 | 371 | 4.0 | 884 | 5.7 |
| Rental | 10 | 0.2 | 544 | 5.9 | 97 | 0.6 |
| Others [(3)] | 653 | 10.3 | 1,357 | 14.7 | 1,266 | 8.1 |
| **Total** | **6,344** | **100.0** | **9,235** | **100.0** | **15,489** | **100.0** |

**12. FINANCIAL INFORMATION** *(Cont'd)*

| | FPE 31 October | | | |
|---|---|---|---|---|
| | 2024 | | 2025 | |
| | RM'000 | % | RM'000 | % |
| Directors' remuneration | 1,925 | 20.8 | 1,472 | 13.6 |
| Depreciation and amortisation (1) | 1,671 | 18.0 | 2,719 | 25.1 |
| Staff costs (2) | 1,168 | 12.6 | 1,205 | 11.1 |
| Professional fees | 1,150 | 12.4 | 715 | 6.6 |
| Loss on foreign exchange | 2,097 | 22.6 | 2,331 | 21.5 |
| Office-related expenses | 529 | 5.7 | 718 | 6.6 |
| Sales and marketing expenses | 501 | 5.4 | 669 | 6.2 |
| Rental | 19 | 0.2 | 152 | 1.4 |
| Others (3) | 209 | 2.3 | 857 | 7.9 |
| **Total** | **9,269** | **100.0** | **10,838** | **100.0** |

***Notes:***

* Less than 0.1%

*(1) Includes depreciation of plant and equipment, depreciation of right-of-use assets mainly for rental of office premises, and amortisation of intangible assets.*

*(2) Include staff welfare and employee benefits expenses.*

*(3) Others mainly include insurance, licensing fees pertaining to the subscription of office software, membership subscription fees, as well as research grants for the Financial Years/Periods Under Review, fair value loss on other investments for the FYEs 31 March 2023, reversal in amortisation of government grants for the FYE 31 March 2024, and withholding tax and SST expenses for the FYE 31 March 2025 and the FPE 31 October 2025.*

**(a) FYE 31 March 2024 compared to FYE 31 March 2023**

Our administrative expenses increased by RM2.9 million or 45.6% to RM9.2 million for the FYE 31 March 2024 (FYE 31 March 2023: RM6.3 million). This was mainly attributed to higher directors' remuneration which increased by RM1.3 million, as well as an increase in staff costs by RM0.9 million arising from higher referral and sign-up bonuses for engineers, and the hiring of a key senior management personnel and supporting staff. The higher administrative expenses were also partly attributed to the increase of RM0.3 million in depreciation and amortisation mainly relates to the depreciation of right-of-use assets from additional rented office premises for the FYE 31 March 2024.

**(b) FYE 31 March 2025 compared to FYE 31 March 2024**

Our administrative expenses increased by RM6.3 million or 67.7% to RM15.5 million for the FYE 31 March 2025 (FYE 31 March 2024: RM9.2 million), mainly attributed to the following:

- increase in professional fees by RM1.6 million mainly attributed to IPO related expenses and legal fees;
- increase in depreciation and amortisation by RM1.3 million relating to intangible assets, computer and software, and rental of office premises;
- increase in loss of foreign exchange by RM1.2 million mainly arising from bank balances denominated in USD;
- increase in directors' remuneration by RM1.1 million; and
- increase in staff costs by RM0.7 million arising mainly from higher referral and sign-up bonuses for engineers.

**(c) FPE 31 October 2025 compared to FPE 31 October 2024**

Our administrative expenses increased by RM1.6 million or 16.9% to RM10.8 million for the FPE 31 October 2025 (FPE 31 October 2024: RM9.3 million). This was mainly attributed to the increase of RM1.0 million in depreciation and amortisation relating to computer and software, intangible assets and rental of office premises. The higher administrative expenses were also attributed to an increase of RM0.7 million in other expenses, arising mainly from increases in licensing fees for the subscription of office software and withholding tax and SST expenses.

### 12.2.10 Finance cost

| | FYE 31 March | | | | | |
|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| Accretion of interest on lease liabilities | 91 | 100.0 | 171 | 100.0 | 200 | 100.0 |
| **Total** | **91** | **100.0** | **171** | **100.0** | **200** | **100.0** |

| | FPE 31 October | | | |
|---|---|---|---|---|
| | 2024 | | 2025 | |
| | RM'000 | % | RM'000 | % |
| Accretion of interest on lease liabilities | 124 | 100.0 | 111 | 100.0 |
| **Total** | **124** | **100.0** | **111** | **100.0** |

**(a) FYE 31 March 2024 compared to FYE 31 March 2023**

Our finance cost increased by approximately RM80,000 or 87.9% to RM0.2 million for the FYE 31 March 2024 (FYE 31 March 2023: RM91,000), which was mainly due to the higher accretion of interest on lease liabilities. This was attributed to an increase in right-of-use assets recognised for the additional rented office premises for the FYE 31 March 2024.

**(b) FYE 31 March 2025 compared to FYE 31 March 2024**

Our finance cost increased by approximately RM29,000 or 17.0% to RM0.2 million for the FYE 31 March 2025 (FYE 31 March 2024: RM0.2 million), which was mainly due to the higher accretion of interest on lease liabilities in relation to additional rental office premises.

**(c) FPE 31 October 2025 compared to FPE 31 October 2024**

Our finance cost decreased by approximately RM13,000, or 10.5%, to RM0.1 million for the FPE 31 October 2025 (FPE 31 October 2024: RM0.1 million), mainly due to lower accretion of interest on lease liabilities in relation to rental office premises.

### 12.2.11 PBT, PAT and effective tax rate

| | FYE 31 March | | |
|---|---|---|---|
| | **2023** | **2024** | **2025** |
| PBT (RM'000) | 28,399 | 34,564 | 36,998 |
| PBT margin | 49.7% | 44.9% | 31.0% |
| Tax income / (expense) (RM'000) | 242[(1)] | (856) | (1,055) |
| Effective tax rate | - | 2.5% | 2.9% |
| PAT (RM'000) | 28,641 | 33,708 | 35,943 |
| PAT margin | 50.1% | 43.7% | 30.1% |

| | FPE 31 October | |
|---|---|---|
| | **2024** | **2025** |
| PBT (RM'000) | 22,708 | 31,860 |
| PBT margin | 35.4% | 35.6% |
| Tax income / (expense) (RM'000) | (606) | (850) |
| Effective tax rate | 2.7% | 2.7% |
| PAT (RM'000) | 22,102 | 31,010 |
| PAT margin | 34.5% | 34.7% |

***Note:***

*(1) Due to overprovision of deferred tax in the prior year.*

We assume responsibility for the remittance of withholding tax to the relevant tax authorities, on royalty payments made to non-residents.

**(a) FYE 31 March 2024 compared to FYE 31 March 2023**

Our PBT increased by RM6.2 million or 21.7% to RM34.6 million for the FYE 31 March 2024 (FYE 31 March 2023: RM28.4 million). This was mainly contributed by the increase in GP by 6.6% for the FYE 31 March 2024 driven by higher sales of our silicon IP, as well as an increase in other income arising from higher amortisation of government grants for the FYE 31 March 2024. The increase in PBT was partially moderated by an increase of 45.6% in administrative expenses mainly due to higher directors' remuneration and staff costs. Our PBT margin declined from 49.7% for the FYE 31 March 2023 to 44.9% for the FYE 31 March 2024, mainly due to the decrease in GP margin which declined from 59.1% for the FYE 31 March 2023 to 46.8% for the FYE 31 March 2024.

Similarly, our PAT increased by RM5.1 million or 17.7% to RM33.7 million for the FYE 31 March 2024 (FYE 31 March 2023: RM28.6 million) which was in line with the increase in our PBT, while our PAT margin declined from 50.1% for the FYE 31 March 2023 to 43.7% for the FYE 31 March 2024.

For the FYE 31 March 2024, our effective tax rate was 2.5% which was lower than the statutory tax rate of 24% arising from approved tax exemption under promoted activities for our IC design. For further details, see Sections 5.1.7 and 12.2.2(h) of this Prospectus.

**(b) FYE 31 March 2025 compared to FYE 31 March 2024**

Our PBT increased by RM2.4 million or 7.0% to RM37.0 million for the FYE 31 March 2025 (FYE 31 March 2024: RM34.6 million). This was mainly contributed by the increase in GP by 40.0% for the FYE 31 March 2025 driven by GP contribution from our custom ASIC segment. The increase in PBT was partially moderated by an increase of 67.7% in administrative expenses mainly due to higher professional fees, depreciation and amortisation, foreign exchange losses, directors' remuneration, and staff costs. In addition, the increase in PBT was also partially moderated by a decrease in other income by 77.0% mainly due to lower amortisation of government grants during the FYE 31 March 2025. Our PBT margin declined from 44.9% for the FYE 31 March 2024 to 31.0% for the FYE 31 March 2025. The decline was mainly due to the decrease in GP margin which declined from 46.8% for the FYE 31 March 2024 to 42.2% for the FYE 31 March 2025. In addition, the decline in PBT margin was also attributed to the decline in other income and the increase in administrative expenses.

Similarly, our PAT increased by RM2.2 million or 6.6% to RM35.9 million for the FYE 31 March 2025 (FYE 31 March 2024: RM33.7 million) which was in line with the increase in our PBT, while PAT margin declined from 43.7% for the FYE 31 March 2024 to 30.1% for the FYE 31 March 2025.

For the FYE 31 March 2025, our effective tax rate was 2.9% which was lower than the statutory tax rate of 24% arising from approved tax exemption under promoted activities for our IC design. For further details, see Sections 5.1.7 and 12.2.2(h) of this Prospectus.

**(c) FPE 31 October 2025 compared to FPE 31 October 2024**

Our PBT increased by RM9.2 million or 40.3% to RM31.9 million for the FPE 31 October 2025 (FPE 31 October 2024: RM22.7 million). This was mainly contributed by the increase in GP by RM10.3 million for the FPE 31 October 2025 driven by GP contribution from our silicon IP segment. The increase in PBT was partially moderated by an increase of 16.9% in administrative expenses, mainly due to higher depreciation and amortisation, and other administrative expenses. Our PBT margin increased slightly from 35.4% for the FPE 31 October 2024 to 35.6% for the FPE 31 October 2025. The increase in PBT margin was mainly attributed to improved operating efficiency, as reflected in the lower proportion of administrative expense against revenue at 12.1% during the FPE 31 October 2025 (FPE 31 October 2024: 14.5%).

Similarly, our PAT increased by RM8.9 million or 40.3% to RM31.0 million for the FPE 31 October 2025 (FPE 31 October 2024: RM22.1 million), which was in line with the increase in our PBT. The PAT margin increased from 34.5% for the FPE 31 October 2024 to 34.7% for the FPE 31 October 2025.

For the FPE 31 October 2025, our effective tax rate was 2.7% which was lower than the statutory tax rate of 24% arising from the approved tax exemption under promoted activities for our IC design, which had expired on 9 September 2025. For further details, see Sections 5.1.7 and 12.2.2(h) of this Prospectus.

### 12.2.12 Liquidity and capital resources

#### (i) Working capital

Our business has been financed by a combination of internal and external sources of funds. Internal sources comprised shareholders' equity and cash generated from our operations, while the external source was mainly government grants received. The funds were utilised for our business operations and growth.

Based on our audited consolidated statement of financial position as at 31 October 2025, we have:

(i) cash and bank balances of RM57.6 million; and

(ii) working capital of RM120.7 million, being the difference between current assets of RM126.1 million and current liabilities of RM5.4 million.

As at 31 October 2025, we have no borrowings, and our current ratio was 23.1 times.

After taking into consideration the funding requirements for our upcoming capital expenditures and our future plans as set out in Section 7.5 of this Prospectus, our existing level of cash and bank balances and expected cash flows to be generated from our operations and the estimated net proceeds from the Public Issue, our Board is of the view that we have sufficient working capital for 12 months from the date of this Prospectus.

#### (ii) Cash flow

The following is our cash flow for the Financial Years/Periods Under Review based on our audited consolidated financial statements which should be read in conjunction with the Accountants' Report included in Section 13 of this Prospectus

| | FYE 31 March | | | FPE 31 October |
|---|---|---|---|---|
| | **2023** | **2024** | **2025** | **2025** |
| | **RM'000** | **RM'000** | **RM'000** | **RM'000** |
| Net cash from operating activities | 42,571 | 4,774 | 23,734 | 12,404 |
| Net cash (used in)/from investing activities | (33,142) | 2,895 | (20,608) | (16,817) |
| Net cash (used in)/from financing activities | (1,540) | (13,622) | 15,548 | 20,397 |
| Net increase/(decrease) in cash and cash equivalents | 7,889 | (5,953) | 18,674 | 15,984 |
| Effects of foreign exchange rate changes | (1,574) | 1,366 | (1,093) | (802) |
| Cash and cash equivalents at the beginning of the financial year | 23,142 | 29,457 | 24,870 | 42,451 |
| **Cash and cash equivalent at end of the financial year/period** | **29,457** | **24,870** | **42,451** | **57,633** |

All of our cash and cash equivalents are held in USD, RM, RMB, SGD, and VND. We are subject to the availability of distributable profits and reserves, there are no legal, financial or economic restrictions on our subsidiaries' ability to transfer funds to our Company in the form of cash dividends, loans or advances.

**(a) Net cash from operating activities**

**FYE 31 March 2023**

For the FYE 31 March 2023, our net cash from operating activities was RM42.6 million. This was based on the PBT of RM28.4 million, after adjusting for non-cash and non-operating items of RM2.6 million, as well as working capital changes mainly taking into account an increase in contract liabilities by RM11.5 million arising from milestone payment received from a customer.

**FYE 31 March 2024**

For the FYE 31 March 2024, our net cash from operating activities was RM4.8 million. This was based on the PBT of RM34.6 million, after adjusting for non-cash and non-operating items of RM4.7 million, as well as working capital changes after taking into account the following:

- increase in receivables by RM17.5 million, mainly attributed to the outstanding balance of trade receivables arising mainly from the billings issued for our memory interface IP and custom silicon IP.

- decrease in contract liabilities by RM11.5 million as revenue has been recognised upon the works performed for the development of silicon IP.

- increase in payables by RM4.2 million, mainly pertaining to higher accruals of staff costs.

**FYE 31 March 2025**

For the FYE 31 March 2025, our net cash from operating activities was RM23.7 million. This was based on the PBT of RM37.0 million, after adjusting for non-cash and non-operating items of RM7.3 million, as well as working capital changes after taking into account the following:

- increase in receivables by RM17.4 million, mainly attributed to the outstanding balance of trade receivables arising mainly from the billings issued for our custom ASIC, custom silicon IP and Network-on-Chip IP.

  The increase was also partly attributed to the higher other receivables in relation to the prepayment and deposits paid mainly for the purchase of prototypes and computer and software.

- decrease in payables by RM2.3 million, mainly pertaining to lower accruals of staff costs.

- increase in contract assets by RM0.5 million mainly attributable to the work completed prior to invoicing.

**FPE 31 October 2025**

For the FPE 31 October 2025, our net cash from operating activities was RM12.4 million. This was based on the PBT of RM31.9 million, after adjusting for non-cash and non-operating items of RM6.6 million, as well as working capital changes after taking into account the following:

- increase in receivables by RM21.7 million, mainly attributed to the higher outstanding balance of trade receivables arising mainly from billings issued for our silicon IP. In addition, there were past-due trade receivables from customers for our silicon IP and custom ASIC. The increase was also partly attributed to other receivables, mainly related to the prepayment for a software subscription and data centre support services.

- increase in contract assets by RM5.4 million, mainly attributable to the work completed prior to invoicing.

- increase in payables by RM1.1 million, mainly attributed to the outstanding balance of sundry payables arising from deposits received from a customer.

**(b) Net cash (used in)/from investing activities**

**FYE 31 March 2023**

For the FYE 31 March 2023, our net cash used in investing activities was RM33.1 million. This was mainly attributed to the following:

- RM31.5 million used for other investments which were mainly short-term bonds and money market instruments;

- RM1.7 million mainly used to fund the purchase of computer and software, and furniture, fittings and office equipment, as well as renovation of office space and server room at the additional rented office premises; and

- RM0.4 million used to file patents for inventions.

This was partially offset by RM0.5 million of interest received from investments in current accounts and bond instruments.

**FYE 31 March 2024**

For the FYE 31 March 2024, our net cash from investing activities was RM2.9 million after taking into account the following:

- proceeds of RM24.0 million from the disposal of other investments;

- proceeds of RM4.0 million from a government grants received; and

- interest of RM1.1 million from current account, fixed deposits and bond instruments.

This was partially offset by the following:

- RM14.3 million used for other investments mainly short-term bonds and money market instruments;

- RM11.4 million mainly used to fund the investments in development of mask set for our custom ASIC, prototypes as well as purchase of computer and software; and

- RM0.5 million used to file patents for inventions.

**FYE 31 March 2025**

For the FYE 31 March 2025, our net cash used in investing activities was RM20.6 million. This was mainly attributed to the following:

- RM31.2 million mainly used to fund the investments in development of mask set for our custom ASIC, prototypes as well as purchase of computers and software; and

- RM5.6 million mainly used for the acquisition of analysing and optimisation firmware IP.

This was partially offset by the proceeds of RM15.5 million from the disposal of other investments, and interest of RM0.7 million received from the short-term investments in bond instruments.

**FPE 31 October 2025**

For the FPE 31 October 2025, our net cash used in investing activities was RM16.8 million. This was mainly attributed to the following:

- RM17.1 million mainly used to fund the investments in development of mask set for our custom ASIC, prototypes, as well as purchase of computers and software; and

- RM5.0 million used for other investments, namely money market instruments.

This was partially offset by the proceeds of RM5.0 million from the disposal of other investments, namely, money market instruments.

**(c) Net cash (used in)/from financing activities**

**FYE 31 March 2023**

For the FYE 31 March 2023, our net cash used in financing activities was RM1.5 million mainly attributed to the following:

- RM2.0 million of dividends paid; and

- RM0.5 million used for the repayment of lease liabilities arising from rental payments for offices.

This was partially offset by RM1.0 million of proceeds from the issuance of ordinary shares by our Company for working capital.

**FYE 31 March 2024**

For the FYE 31 March 2024, our net cash used in financing activities was RM13.6 million mainly attributed to the following:

- RM13.6 million of dividends paid; and

- RM1.0 million used for the repayment of lease liabilities arising from rental payments for offices.

This was partially offset by RM1.0 million of proceeds from the issuance of ordinary shares by our Company for working capital.

**FYE 31 March 2025**

For the FYE 31 March 2025, our net cash from financing activities was RM15.5 million attributed to RM29.3 million of proceeds from the issuance of the ICPS. This was partially offset by RM12.4 million of dividends paid and RM1.3 million used for the repayment of lease liabilities arising from rental payments for offices.

**FPE 31 October 2025**

For the FPE 31 October 2025, our net cash from financing activities was RM20.4 million attributed to RM12.1 million of proceeds from the issuance of ordinary shares and RM9.2 million of proceeds from the issuance of ICPS. This was partially offset by RM0.9 million used for the repayment of lease liabilities arising from rental payments for offices.

**(iii) Borrowings**

We have no borrowings for the past 3 financial years.

### 12.2.13 Financial instrument, treasury policies and objectives

As at the LPD, we have utilised approximately RM4.0 million of the total RM45.5 million foreign exchange hedging facilities extended to us. Our Group's operations have been funded through shareholders' equity and cash generated from our operations, while the external source of funds was mainly government grants received.

The main objective of our capital management strategy is to maintain sustainable shareholders' equity to ensure our ability to support and grow our business in order to maximise shareholders' value. We will review and manage our capital structure to maintain our capital at an optimal level based on our business requirements and prevailing economic conditions.

### 12.2.14 Material litigation and contingent liabilities

**(i) Material litigation**

Neither we nor our subsidiaries are 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.

**(ii) Contingent liabilities**

As at the LPD, we do not have any other contingent liabilities which, upon becoming enforceable, may have a material adverse impact on our results of operations or financial position.

### 12.2.15 Key financial ratios

Our key financial ratios for the Financial Years/Periods Under Review are as follows:

| | FYE 31 March | | | FPE 31 October |
|---|---|---|---|---|
| | **2023** | **2024** | **2025** | **2025** |
| Trade receivable turnover period (days) [(1)] | - | 67 | 81 | 111 |
| Current ratio (times) [(2)] | 3.1 | 3.5 | 21.3 | 23.1 |

***Notes**:*

*(1) Computed based on trade receivables as at the financial year/period end over total revenue of the financial year/period, and multiplied by the number of days in the financial year/period.*

*(2) Computed based on current assets over current liabilities.*

**(i) Trade receivables**

We deal with our customers on credit terms. The credit terms that we generally grant to our customers are as follows:

| | FYE 31 March | | FPE 31 October |
|---|---|---|---|
| | **2024** | **2025** | **2025** |
| Normal credit terms (days) | 7 - 45 | 7 – 30 | 7 – 60 |

There were no outstanding trade receivable balances as at 31 March 2023.

Our trade receivables turnover period was 67 days for the FYE 31 March 2024, mainly attributed to the outstanding balance of trade receivables arising mainly from the billings issued for our memory interface IP and custom silicon IP.

Our trade receivables turnover period increased from 67 days for the FYE 31 March 2024 to 81 days for the FYE 31 March 2025, mainly attributed to the outstanding balance of trade receivables arising mainly from the billings issued for our custom ASIC, custom silicon IP and Network-on-Chip IP.

Our trade receivables turnover period increased from 81 days for the FYE 31 March 2025 to 111 days for the FPE 31 October 2025, mainly attributed to the higher outstanding balance of trade receivables arising mainly from billings issued for our silicon IPs. In addition, there were past-due trade receivables from customers for our silicon IP and custom ASIC. 66.0% of the trade receivables as at 31 October 2025 has been subsequently collected as at the LPD.

Our trade receivables turnover periods for the FYEs 31 March 2024 and 31 March 2025, and the FPE 31 October 2025 exceeded our normal terms. We have performed recoverability assessments on our trade receivables, which included a review of the ageing profile, customers' creditworthiness, and ongoing discussions with customers on repayment timelines. We have also made constant efforts to recover overdue outstanding amounts through follow-up communications.

The ageing analysis of our Group's trade receivables as at 31 October 2025 is as follows:

| | Trade receivables as at 31 October 2025 | Subsequent collections as at the LPD | Net trade receivables after subsequent collections as at the LPD |
|---|---|---|---|
| | **RM'000** | **RM'000** | **RM'000** |
| Not past due | 14,708 | 7,867 | 6,841 |
| 1 - 60 days past due | 9,487 | 3,670 | 5,817 |
| 61 - 120 days past due | 3,139 | 3,139 | - |
| More than 120 days past due | 19,048 | 15,926 | 3,122 |
| **Total** | **46,382** | **30,602** | **15,780** |

As at the LPD, RM30.6 million or 66.0% of the trade receivables as at 31 October 2025 has been subsequently collected. The remaining RM15.8 million was still outstanding, mainly attributed to the billings issued for our silicon IPs. Our Group is of the view that the outstanding past due trade receivables are recoverable and accordingly, no impairment provision is considered necessary after taking into consideration our recoverability assessments and the progressive collection of these trade receivables.

**(ii) Trade payables**

For the Financial Years/Periods Under Review, there were no outstanding trade payables.

**(iii) Current ratio**

Our current ratio increased from 3.1 times for the FYE 31 March 2023 to 3.5 times for the FYE 31 March 2024. This was mainly attributed to the increase in trade and other receivables of RM17.5 million mainly due to higher outstanding balance of trade receivables arising mainly from billings issued for our memory interface IP and custom silicon IP. In addition, the decrease in current liabilities was due to a decrease in contract liabilities by RM11.5 million as the revenue has been recognised upon the works performed for the development of silicon IP.

Our current ratio increased from 3.5 times for the FYE 31 March 2024 to 21.3 times for the FYE 31 March 2025. This was mainly attributed to the increase in cash and bank balances of RM17.6 million following the issuance of the ICPS, coupled with the increase in trade and other receivables of RM17.4 million due to the outstanding balance of trade receivables arising from the billings issued for our custom ASIC, custom silicon IP and Network-on-Chip IP, as well as increase in other receivables in relation to the prepayment and deposits paid. In addition, the decrease in current liabilities was mainly due to a decrease in other payables by RM14.6 million, arising mainly from the decrease in dividend payable by RM12.4 million.

Our current ratio increased from 21.3 times for the FYE 31 March 2025 to 23.1 times for the FPE 31 October 2025. This was mainly attributed to an increase in current assets arising from higher trade receivables. In addition, the increase in current assets was also attributed to an increase in cash and bank balances by RM15.2 million and the increase in contract assets by RM5.4 million. The increase in current ratio was partially offset by the increase in current liabilities arising from the increase in other payables by RM1.1 million, mainly due to the increase in sundry payables arising from the deposit received from a customer during the FPE 31 October 2025.

### 12.2.16 Trend analysis

Save as disclosed in this section and in Sections 5, 7 and 8 of this Prospectus, to the best of our Board's knowledge and belief, there are no other known trends, uncertainties, demands, commitments or events and factors that are reasonably likely to have a material effect on our business, financial condition and results of operations or that would make our Group's historical financial statements not indicative of future financial performance. Accordingly, taking into consideration of our Group's business strategies and future plans and the expected increase in depreciation in line with the increase in our capital expenditure, we do not expect any material adverse impact to our revenue and operating expenses moving forward.

### 12.2.17 Significant changes/events

Save as disclosed in this Prospectus, no significant changes have occurred which may have a material effect on our financial position and result of operations since 31 October 2025 up to the date of this Prospectus.

### 12.2.18 Order book

As at the LPD, we have 18 on-going contracts with a total unbilled order book of RM130.3 million, the details of which are as follows:

| | | **Expected timeline to be recognised** | | |
|---|---|---|---|---|
| | | **FYE 31 March** | | |
| | **Unbilled order book as at the LPD** | **2026** | **2027** | **2028-2029** |
| | **RM million** | **RM million** | **RM million** | **RM million** |
| Silicon IP segment | 52.3 | - | 46.2 | 6.1 |
| Custom ASIC and other silicon products segment[(1)] | 78.0 | - | 48.4 | 29.6 |
| **Total** | **130.3** | **-** | **94.6** | **35.7** |

***Note:***

*(1) Excludes custom ASIC product sales, which will be based on purchase orders.*

### 12.2.19 Capital expenditures and divestitures

**Capital expenditures**

Our capital expenditures for the Financial Years/Periods Under Review and up to the LPD are as follows:

| | **FYE 31 March** | | | **FPE 31 October** | **From 1 November up to the LPD** |
|---|---|---|---|---|---|
| | **2023** | **2024** | **2025** | **2025** | |
| | **RM'000** | **RM'000** | **RM'000** | **RM'000** | **RM'000** |
| Plant and equipment | 1,744 | 11,398 | 31,177 | 17,128 | 632 |
| - Engineering tools | - | 8,390 | 21,374 | 11,099 | - |
| - Prototype equipment | 232 | 1,469 | 6,211 | 2,024 | 54 |
| - Computer and software | 957 | 1,134 | 3,272 | 3,495 | 424 |
| - Renovation | 252 | 156 | 234 | 475 | - |

**12. FINANCIAL INFORMATION** *(Cont'd)*

| | FYE 31 March | | | FPE 31 October | From 1 November |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | up to the LPD |
| | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 |
| - Furniture, fittings and office equipment | 303 | 249 | 86 | 35 | 154 |
| Intangible assets [(1)] | 376 | 531 | 5,592 | 262 | 16,901 |
| | **2,120** | **11,929** | **36,769** | **17,390** | **17,533** |

***Note:***

*(1) Includes patents and intellectual properties*

Our capital expenditure was primarily funded via a combination of internally generated funds and government grants.

For the FYE 31 March 2023, our capital expenditure of RM2.1 million mainly comprised the following:

- RM1.0 million for the purchase of computers and software;
- RM0.3 million for the purchase of furniture, fittings and office equipment;
- RM0.3 million for the renovation of office space and server room at our rented office premises;
- RM0.3 million for the intangible assets in relation to the patents; and
- RM0.2 million for the prototypes.

For the FYE 31 March 2024, our capital expenditure of RM11.9 million mainly comprised the following:

- RM8.4 million for engineering tools relating to mask set for our custom ASIC;
- RM1.5 million for the prototypes;
- RM1.1 million for the purchase of computers and software;
- RM0.5 million for the intangible assets in relation to the patents;
- RM0.2 million for the purchase of furniture, fittings and office equipment; and
- RM0.2 million for the renovation of office space and server room at our rented office premises.

For the FYE 31 March 2025, our capital expenditure of RM36.8 million mainly comprised the following:

- RM21.4 million for engineering tools for mask set for our custom ASICs;
- RM6.2 million for the prototypes;
- RM5.6 million for the intangible assets in relation to patents and intellectual properties;
- RM3.3 million for the purchase of computers and software;
- RM0.2 million for the renovation of the additional server room at our rented office premises; and
- RM0.1 million for the purchase of furniture, fittings and office equipment.

For the FPE 31 October 2025, our capital expenditure of RM17.4 million mainly comprised the following:

- RM11.1 million for engineering tools for mask set for our custom ASICs;
- RM3.5 million for the purchase of computers and software;
- RM2.0 million for the prototypes;
- RM0.5 million for the renovation of the additional server room at our rented office premises; and
- RM0.3 million for the intangible assets in relation to patents and intellectual properties.

From 1 November 2025 and up to the LPD, our capital expenditure of RM17.5 million mainly comprised the following:

- RM16.9 million for the intangible assets mainly attributed to the acquisition of third-party IPs.
- RM0.4 million for the purchase of computers and software;
- RM0.1 million for the purchase of furniture, fittings and office equipment; and
- RM0.1 million for the prototypes.

**Capital divestitures**

Our capital divestitures for the Financial Years/Periods Under Review and up to the LPD are as follows:

| | FYE 31 March | | | FPE 31 October | From 1 November up to the LPD |
|---|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 | |
| | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 |
| Furniture, fittings and office equipment | 13 | - | - | - | - |
| | **13** | **-** | **-** | **-** | **-** |

**12.2.20 Material commitment for capital expenditures**

As at the LPD, our Group has no material commitments for capital expenditure.

**12.2.21 Financial risk management**

Our key market risk exposures are interest rate risk and foreign currency risk.

**Foreign currency risk**

We are exposed to foreign currency fluctuations, primarily USD and RMB arising from our export sales of silicon IP and custom ASIC. In addition, our procurement of software tools and design services for our operations are transacted in RM, USD and VND. As such, any unfavourable movement in exchange rates between RM and USD/RMB/VND would negatively affect our financial performance.

Details of our foreign currency exchange gains and losses during the Financial Years/Periods Under Review are as follows:

| | FYE 31 March | | | FPE 31 October |
|---|---|---|---|---|
| | 2023 | 2024 | 2025 | 2025 |
| | RM'000 | RM'000 | RM'000 | RM'000 |
| Net realised gain/(loss) on foreign exchange | - | 78 | 78 | (786) |
| Net unrealised (loss)/gain on foreign exchange | (1,573) | 1,365 | (1,171) | (1,525) |
| **Net (loss)/gain** | **(1,573)** | **1,443** | **(1,093)** | **(2,311)** |

**12. FINANCIAL INFORMATION** *(Cont'd)*

Our revenue which is transacted in RM and foreign currencies mainly comprising USD and RMB is as follows:

| | FYE 31 March | | | | | | FPE 31 October | |
|---|---|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | | 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % | RM'000 | % |
| Foreign currencies | 53,175 | 93.0 | 77,063 | 100.0 | 109,799 | 91.9 | 87,730 | 98.1 |
| *USD* | *51,612* | *90.3* | *72,353* | *93.9* | *105,132* | *88.0* | *87,730* | *98.1* |
| *RMB* | *1,563* | *2.7* | *4,710* | *6.1* | *4,667* | *3.9* | - | - |
| Domestic (RM) | 3,984 | 7.0 | - | - | 9,704 | 8.1 | 1,665 | 1.9 |
| **Total revenue** | **57,159** | **100.0** | **77,063** | **100.0** | **119,503** | **100.0** | **89,395** | **100.0** |

Our operational costs mainly for the procurement of software tools, semiconductor materials and manufacturing services, and product sales support to promote silicon IP licensing, as well as our outsourcing of IC and printed circuit board design and assembly services which are transacted in RM, USD and VND are as follows:

| | FYE 31 March | | | | | | FPE 31 October | |
|---|---|---|---|---|---|---|---|---|
| | 2023 | | 2024 | | 2025 | | 2025 | |
| | RM'000 | % | RM'000 | % | RM'000 | % | RM'000 | % |
| USD | 1,878 | 83.2 | 3,252 | 88.6 | 8,690 | 84.0 | 5,114 | 89.1 |
| VND | - | - | - | - | 1,352 | 13.0 | 213 | 3.7 |
| RM | 379 | 16.8 | 417 | 11.4 | 307 | 3.0 | 411 | 7.2 |
| **Total operational costs** | **2,257** | **100.0** | **3,669** | **100.0** | **10,349** | **100.0** | **5,738** | **100.0** |

For the Financial Years Under Review, our business operations are principally located in Malaysia, where our technical staff costs are mainly denominated in RM. Our technical staff costs accounted for 90.2% (RM21.1 million), 89.5% (RM36.7 million) and 79.5% (RM54.9 million) of our total cost of sales for the FYEs 31 March 2023, 31 March 2024 and 31 March 2025 respectively. For the FPE October 2025, our technical staff costs accounted for 81.6% (RM39.3 million) of our total cost of sales, and approximately 95.4% of our technical staff costs were denominated in RM, while the remaining 4.6% were denominated in VND, following our expansion into Vietnam.

We maintain bank accounts in foreign currencies including USD, RMB, VND, and SGD for working capital purposes. In addition, our revenue and operational costs for the procurement of software tools, semiconductor materials and manufacturing services, and product sales support to promote silicon IP licensing, as well as our outsourcing of IC and printed circuit board design and assembly services are primarily denominated in USD, as payments to suppliers are made using the revenue received from customers. To a certain extent, these provide a natural hedge against fluctuations in foreign exchange and reduces our exposure to foreign exchange risk. As at the LPD, we have utilised approximately RM4.0 million of the total RM45.5 million foreign exchange hedging facilities extended to us. The foreign exchange hedging facilities are intended to manage the risk of losses caused by fluctuations in foreign currency exchange rates.

## 12.3 DIVIDEND POLICY

No inference should be made from any of the foregoing statements as to our actual future profitability or our ability to pay dividends in the future.

The actual dividend that our Board may recommend or declare in any particular financial year will be subject to the factors outlined below as well as any other factors deemed relevant by our Board. In considering the level of dividend payments, if any, upon recommendation by our Board, we intend to consider various factors including:

(i) our level of cash, gearing and return on equity and retained earnings;
(ii) our expected financial performance;
(iii) our projected levels of capital expenditure and other investment plans;
(iv) our working capital requirements; and
(v) any contractual restrictions and/or commitments.

We target a payout ratio of up to 25% of our PAT attributable to owners of our Company of each financial year on a consolidated basis after taking into account our Group's working capital and committed capital requirements, subject to any applicable law, licence conditions and contractual obligations, and provided that such distribution will not be detrimental to our cash requirements or any plans approved by our Board.

As at the LPD, there are no dividend restrictions imposed on us or our subsidiaries.

Investors should note that this dividend policy merely describes our present intention and shall not constitute legally binding statements in respect of our future dividends which are subject to modifications (including non-declaration thereof) at our Board's discretion. We cannot assure you that we will be able to pay dividends or that our Board will declare dividends in the future. There can also be no assurance that future dividends declared by our Board, if any, will not differ materially from historical dividend levels. See Section 5 of this Prospectus for factors which may affect or restrict our ability to pay dividends.

The following table sets out the dividends declared and/or paid by our Group for the Financial Years/Periods Under Review and the corresponding dividend payout ratio:

| | FYE 31 March | | | FPE 31 October |
|---|---|---|---|---|
| | **2023** | **2024** | **2025** | **2025** |
| | **RM'000** | **RM'000** | **RM'000** | **RM'000** |
| Dividends declared | 9,000[3] | 19,000[4] | - | - |
| Dividends paid [1] | 2,000 | 13,637 | 12,363 | - |
| PAT | 28,641 | 33,708 | 35,943 | 31,010 |
| Dividend payout ratio [2] | 7.0% | 40.5% | 34.4% | - |

***Notes**:*

*(1) The dividend was funded by internally generated funds sourced from the cash and bank balances of our Group.*
*(2) Computed based on dividends paid divided by PAT.*
*(3) Out of the dividends declared of RM9.0 million for the FYE 31 March 2023, RM2.0 million was paid in the same year and the remaining RM7.0 million was paid during the FYE 31 March 2024.*
*(4) Out of the dividends declared of RM19.0 million for the FYE 31 March 2024, RM6.6 million was paid in the same year and the remaining RM12.4 million was paid during the FYE 31 March 2025.*

Subsequent to the Financial Years/Periods Under Review and up to the LPD, no dividend has been declared, made or paid by our Company, and our Company has no intention to declare any further dividends prior to our Listing.

## 12.4 CAPITALISATION AND INDEBTEDNESS

The table below sets out our capitalisation and indebtedness as at 3 March 2026 and on the assumption that our IPO, our Listing and the use of proceeds from our Public Issue as set out in Section 4.5 of this Prospectus had occurred on 3 March 2026. The pro forma financial information below does not represent our actual capitalisation and indebtedness as at 3 March 2026 and is provided for illustrative purposes only.

| | Unaudited As at 3 March 2026 | Adjustments | Pro Forma After our IPO, Listing and Use of Proceeds |
|---|---|---|---|
| | RM'000 | RM'000 | RM'000 |
| Indebtedness: | | | |
| **Current** | | | |
| Unsecured and unguaranteed | | | |
| Lease liabilities | 1,448 | - | 1,448 |
| **Non-current** | | | |
| Unsecured and unguaranteed | | | |
| Lease liabilities | 3,874 | - | 3,874 |
| **Total indebtedness** | **5,322** | **-** | **5,322** |
| Equity attributable to owners of our Company | 183,396 | 338,717 | (1)522,113 |
| **Total equity / capitalisation** | **183,396** | **338,717** | **522,113** |
| **Total capitalisation and indebtedness** | **188,718** | **338,717** | **527,435** |
| Gearing ratio (times)(2) | 0.03 | | 0.01 |

***Notes:***

*(1) Computed after taking into account the gross proceeds of approximately RM352.0 million from our Public Issue based on the Retail Price and the estimated listing expenses of approximately RM13.3 million.*

*(2) Computed based on lease liabilities over total equity.*

## 12.5 REPORTING ACCOUNTANTS' LETTER ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

**SKYECHIP BERHAD**
**Registration No. 201901014484 (1323812-D)**
(Incorporated in Malaysia)

**PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**
**AS AT 31 OCTOBER 2025**

**GRANT THORNTON MALAYSIA PLT**

**CHARTERED ACCOUNTANTS**

**Member Firm of Grant Thornton International Ltd.**

**SKYECHIP BERHAD**
**Registration No. 201901014484 (1323812-D)**
(Incorporated in Malaysia)

**APPROVAL BY BOARD OF DIRECTORS**

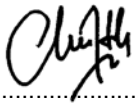
The pro forma consolidated statements of financial position has been approved for issue in accordance with a resolution of the Board of Directors of SkyeChip Berhad.

Signed on behalf of the Board of Directors in accordance with a resolution of the Board of Directors:



……

**Dato' Fong Swee Kiang**



……

**Teh Chee Hak**

**Date: 13 April 2026**

Grant Thornton

**REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

Date: 13 April 2026

**Grant Thornton Malaysia PLT**
Level 5, Menara BHL
51 Jalan Sultan Ahmad Shah
10050 Penang
Malaysia

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The Board of Directors
**SkyeChip Berhad**
1-18-12 Suntech @ Penang Cybercity
Lintang Mayang Pasir 3
11950 Bayan Baru
Pulau Pinang

Dear Sirs/Madams,

**SKYECHIP BERHAD ("SKYECHIP" OR "THE COMPANY") AND ITS SUBSIDIARIES ("SKYECHIP GROUP" OR "THE GROUP")**

**REPORT ON THE COMPILATION OF PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION INCLUDED IN A PROSPECTUS**

We have completed our assurance engagement to report on the compilation of pro forma consolidated statements of financial position of the Company as at 31 October 2025 together with the accompanying notes thereon, for which we have stamped for the purpose of identification. The pro forma consolidated statements of financial position has been compiled by the Board of Directors of the Company for inclusion in the Prospectus in connection with the listing of and quotation for its entire enlarged issued share capital on the Main Market of Bursa Malaysia Securities Berhad ("Listing").

The applicable criteria on the basis of which the Board of Directors has compiled the pro forma consolidated statements of financial position are specified in the Prospectus Guidelines issued by the Securities Commission Malaysia ("Prospectus Guidelines") and described in Note 1 to the pro forma consolidated statements of financial position ("Applicable Criteria").

The pro forma consolidated statements of financial position has been compiled by the Board of Directors to illustrate the impact of the events or transactions as set out in the notes thereon to the pro forma consolidated statements of financial position of the Company as at 31 October 2025 had the events occurred or the transactions been undertaken on 31 October 2025. As part of this process, information about the Group's financial position has been extracted by the Board of Directors from the audited consolidated financial statements of the Company for the financial period ended 31 October 2025, on which a reporting accountants' report dated 13 April 2026 has been issued without any modification.

**Directors' Responsibility for the Pro Forma Consolidated Statements of Financial Position**

The Board of Directors is responsible for compiling the pro forma consolidated statements of financial position on the basis of the Applicable Criteria.



Chartered Accountants
Grant Thornton Malaysia PLT [201906003682 [LLP0022494-LCA] & AF 0737] is a Limited Liability Partnership and is a member firm of Grant Thornton International Ltd (GTIL), a private company limited by guarantee, incorporated in England and Wales.

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**Reporting Accountant's Independence and Quality Management**

We have complied with the independence and other ethical requirement of the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants* (including International Independence Standards) ("IESBA Code"), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our firm applies *International Standard on Quality Management ("ISQM") 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, and accordingly, the firm is required to design, implement and operate a system of quality management including policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

**Reporting Accountants' Responsibilities**

Our responsibility is to express an opinion as required by the Prospectus Guidelines, about whether the pro forma consolidated statements of financial position has been compiled, in all material respects, by the Board of Directors of the Company on the basis of the Applicable Criteria.

We conducted our engagement in accordance with *International Standard on Assurance Engagements (ISAE) 3420 Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by International Auditing and Assurance Standards Board and adopted by the Malaysian Institute of Accountants. This standard requires that we plan and perform procedures to obtain reasonable assurance about whether the Board of Directors has compiled, in all material respects, the pro forma consolidated statements of financial position on the basis of the Applicable Criteria.

For the purpose of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma consolidated statements of financial position, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma consolidated statements of financial position.

The purpose of the pro forma consolidated statements of financial position included in the Prospectus is solely to illustrate the impact of significant events or transactions on unadjusted financial information of SkyeChip Group as if the events had occurred or the transactions had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at that date would have been as presented.

A reasonable assurance engagement to report on whether the pro forma consolidated statements of financial position has been compiled, in all material respects, on the basis of the Applicable Criteria involves performing procedures to assess whether the Applicable Criteria used by the Board of Directors in the compilation of the pro forma consolidated statements of financial position provide a reasonable basis for presenting the significant effects directly attributable to the events or transactions, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The pro forma consolidated statements of financial position reflects the proper application of those adjustments to the unadjusted financial information.

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**Reporting Accountants' Responsibilities (cont'd)**

The procedures selected depend on our judgement, having regard to our understanding of the nature of SkyeChip Group, the events or transactions in respect of which the pro forma consolidated statements of financial position has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma consolidated statements of financial position.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Opinion**

In our opinion, the pro forma consolidated statements of financial position of SkyeChip Group has been compiled, in all material respects, on the basis of the Applicable Criteria.

**Other matter**

This report has been prepared solely for inclusion in the Prospectus in connection with the Listing. As such, this report should not be used or relied upon for any other purpose without the prior written consent from us. Neither the firm nor any member or employee of the firm undertakes responsibility arising in any way whatsoever to any party in respect of this report contrary to the aforesaid purpose.

**Grant Thornton Malaysia PLT**
**AF: 0737**
**201906003682 (LLP0022494-LCA)**
**Chartered Accountants**

**Penang**

**Loo Wei Teng**
**No. 03487/03/2028 J**
**Chartered Accountant**

## 12. FINANCIAL INFORMATION *(Cont'd)*

**SKYECHIP BERHAD AND ITS SUBSIDIARIES ("SKYECHIP GROUP")**
**PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 OCTOBER 2025**

The pro forma consolidated statements of financial position of SkyeChip Group as at 31 October 2025 as set out below have been prepared for illustrative purposes only to show the effects of the transactions as set out in Note 2 to the pro forma consolidated statements of financial position, had the events occurred or the transactions been undertaken on 31 October 2025, and should be read in conjunction with the accompanying notes to the pro forma consolidated statements of financial position.

| | As at 31 October 2025 | Subsequent Event (I) | Pro Forma I After Subsequent Event (I) | Subsequent Event (II) | Pro Forma II After Pro Forma I and Subsequent Event (II) | Public Issue ("IPO") | Pro Forma III After Pro Forma II and Public Issue ("IPO") | Use of Proceeds from IPO | Pro Forma IV After Pro Forma III and Use of Proceeds from IPO |
|---|---|---|---|---|---|---|---|---|---|
| | RM | RM | RM | RM | RM | RM | RM | RM | RM |
| **ASSETS** | | | | | | | | | |
| **Non-current assets** | | | | | | | | | |
| Plant and equipment | 51,443,465 | - | 51,443,465 | - | 51,443,465 | - | 51,443,465 | - | 51,443,465 |
| Intangible assets | 6,109,744 | - | 6,109,744 | - | 6,109,744 | - | 6,109,744 | - | 6,109,744 |
| Right-of-use assets | 5,727,570 | - | 5,727,570 | - | 5,727,570 | - | 5,727,570 | - | 5,727,570 |
| Trade and other receivables | 1,175,333 | - | 1,175,333 | - | 1,175,333 | - | 1,175,333 | - | 1,175,333 |
| **Total non-current assets** | 64,456,112 | | 64,456,112 | | 64,456,112 | | 64,456,112 | | 64,456,112 |
| **Current assets** | | | | | | | | | |
| Trade and other receivables | 55,065,858 | - | 55,065,858 | - | 55,065,858 | - | 55,065,858 | (1,909,696) | 53,156,162 |
| Contract assets | 5,928,051 | - | 5,928,051 | - | 5,928,051 | - | 5,928,051 | - | 5,928,051 |
| Other investments | 7,506,588 | - | 7,506,588 | - | 7,506,588 | - | 7,506,588 | - | 7,506,588 |
| Cash and bank balances | 57,632,670 | - | 57,632,670 | - | 57,632,670 | 352,000,000 | 409,632,670 | (11,373,103) | 398,259,567 |
| **Total current assets** | 126,133,167 | | 126,133,167 | | 126,133,167 | | 478,133,167 | | 464,850,368 |
| **Total assets** | 190,589,279 | | 190,589,279 | | 190,589,279 | | 542,589,279 | | 529,306,480 |
| **EQUITY AND LIABILITIES** | | | | | | | | | |
| **Equity** | | | | | | | | | |
| Share capital | 15,092,045 | 38,407,944 | 53,499,989 | - | 53,499,989 | 352,000,000 | 405,499,989 | (8,391,295) | 397,108,694 |
| Irredeemable convertible preference shares | 38,407,944 | (38,407,944) | - | - | - | - | - | - | - |
| Foreign currency translation reserve | (68,399) | - | (68,399) | - | (68,399) | - | (68,399) | - | (68,399) |
| Retained profits | 125,080,628 | - | 125,080,628 | - | 125,080,628 | - | 125,080,628 | (4,891,504) | 120,189,124 |
| **Total equity** | 178,512,218 | | 178,512,218 | | 178,512,218 | | 530,512,218 | | 517,229,419 |



## 12. FINANCIAL INFORMATION *(Cont'd)*

**SKYECHIP BERHAD AND ITS SUBSIDIARIES ("SKYECHIP GROUP")**
**PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 OCTOBER 2025**

The pro forma consolidated statements of financial position of SkyeChip Group as at 31 October 2025 as set out below have been prepared for illustrative purposes only to show the effects of the transactions as set out in Note 2 to the pro forma consolidated statements of financial position, had the events occurred or the transactions been undertaken on 31 October 2025, and should be read in conjunction with the accompanying notes to the pro forma consolidated statements of financial position. (cont'd)

| | As at 31 October 2025 | Subsequent Event (I) | Pro Forma I After Subsequent Event (I) | Subsequent Event (II) | Pro Forma II After Pro Forma I and Subsequent Event (II) | Public Issue ("IPO") | Pro Forma III After Pro Forma II and Public Issue ("IPO") | Use of Proceeds from IPO | Pro Forma IV After Pro Forma III and Use of Proceeds from IPO |
|---|---|---|---|---|---|---|---|---|---|
| | RM | RM | RM | RM | RM | RM | RM | RM | RM |
| **LIABILITIES** | | | | | | | | | |
| **Non-current liabilities** | | | | | | | | | |
| Lease liabilities | 4,311,698 | - | 4,311,698 | - | 4,311,698 | - | 4,311,698 | - | 4,311,698 |
| Deferred income | 404,534 | - | 404,534 | - | 404,534 | - | 404,534 | - | 404,534 |
| Deferred tax liabilities | 1,901,000 | - | 1,901,000 | - | 1,901,000 | - | 1,901,000 | - | 1,901,000 |
| **Total non-current liabilities** | 6,617,232 | | 6,617,232 | | 6,617,232 | | 6,617,232 | | 6,617,232 |
| **Current liabilities** | | | | | | | | | |
| Other payables | 3,796,334 | - | 3,796,334 | - | 3,796,334 | - | 3,796,334 | - | 3,796,334 |
| Lease liabilities | 1,514,747 | - | 1,514,747 | - | 1,514,747 | - | 1,514,747 | - | 1,514,747 |
| Deferred income | 40,248 | - | 40,248 | - | 40,248 | - | 40,248 | - | 40,248 |
| Current tax liabilities | 108,500 | - | 108,500 | - | 108,500 | - | 108,500 | - | 108,500 |
| **Total current liabilities** | 5,459,829 | | 5,459,829 | | 5,459,829 | | 5,459,829 | | 5,459,829 |
| **Total liabilities** | 12,077,061 | | 12,077,061 | | 12,077,061 | | 12,077,061 | | 12,077,061 |
| **Total equity and liabilities** | 190,589,279 | | 190,589,279 | | 190,589,279 | | 542,589,279 | | 529,306,480 |
| Number of shares in issue (Unit) | | | | | | | | | |
| - Ordinary shares | 304,085,151 | 15,593,900 | 319,679,051 | 1,076,320,949 | 1,396,000,000 | 400,000,000 | 1,796,000,000 | - | 1,796,000,000 |
| - Irredeemable convertible preference shares | 15,593,900 | (15,593,900) | - | - | - | - | - | - | - |
| | 319,679,051 | | 319,679,051 | | 1,396,000,000 | | 1,796,000,000 | | 1,796,000,000 |
| Net assets per share | 0.56 | | 0.56 | | 0.13 | | 0.30 | | 0.29 |

GRANT THORNTON MALAYSIA PLT
FOR IDENTIFICATION PURPOSES ONLY

**SKYECHIP BERHAD AND ITS SUBSIDIARIES**
**PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 OCTOBER 2025**

1. **BASIS OF PREPARATION**

The applicable criteria in the preparation of the pro forma consolidated statements of financial position is in accordance with Chapter 9, Division I – Part II of the Prospectus Guidelines issued by the Securities Commission Malaysia and the Guidance Note for Issuers of Pro Forma Financial Information issued by the Malaysian Institute of Accountants.

The pro forma consolidated statements of financial position of SkyeChip Berhad ("SkyeChip" or "the Company") as at 31 October 2025 together with the notes thereon, for which the Board of Directors of the Company is solely responsible, have been prepared for illustration purposes only for the purpose of inclusion in the Prospectus in connection with the listing of and quotation for the entire enlarged issued share capital of the Company on the Main Market of Bursa Malaysia Securities Berhad ("Listing").

The pro forma consolidated statements of financial position has been prepared based on the audited consolidated financial statements of the Company for the financial period ended 31 October 2025 as contained in the Accountants' Report dated 13 April 2026, which were prepared in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and in a manner consistent with the format of financial statements and the accounting policies of SkyeChip Group, and adjusted for the impacts of the events and transactions as set out in Note 2 to the pro forma consolidated statements of financial position had the events occurred or the transactions been undertaken on 31 October 2025. The pro forma consolidated statements of financial position is not necessarily indicative of the financial position that would have been attained had the Listing actually occurred at the respective dates and such information does not purport to predict the future financial position of SkyeChip Group.

The auditors' report on the Accountants' Report dated 13 April 2026 used in the preparation of the pro forma consolidated statements of financial position was not subject to any audit qualification.

2. **LISTING SCHEME**

(i) **Pro Forma I: Subsequent Event (I)**

**Conversion of ICPS in SkyeChip**

On 1 April 2026, the ICPS has been converted into ordinary shares of the Company on the basis of 1 ordinary share for every 1 ICPS held.

(ii) **Pro Forma II: Subsequent Event (II)**

**Subdivision of Shares in SkyeChip**

On 8 April 2026, in conjunction with the Listing, the Company has undertaken the subdivision of 319,679,051 ordinary shares into 1,396,000,000 ordinary shares.

GRANT THORNTON MALAYSIA PLT
FOR IDENTIFICATION PURPOSES ONLY

**SKYECHIP BERHAD AND ITS SUBSIDIARIES**
**PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 OCTOBER 2025**

2. **LISTING SCHEME (CONT'D)**

(iii) **Pro Forma III: Public Issue ("IPO")**

**Public Issue**

The IPO involves a public issue of 400,000,000 new ordinary shares in SkyeChip at an indicative issue price of RM0.88 per share.

In conjunction with the IPO, the Company will seek the listing of and quotation for its entire enlarged issued share capital comprising 1,796,000,000 ordinary shares in SkyeChip on the Main Market of Bursa Malaysia Securities Berhad.

(iv) **Pro Forma IV: Use of Proceeds from IPO**

Gross proceeds from the IPO of RM352,000,000 are expected to be used as follows:

| Description of use of proceeds | Estimated timeframe for use from the date of the Listing | RM | % |
|---|---|---|---|
| Research and development ("R&D") of integrated circuit products (1) | Within 36 months | 155,103,000 | 44.1 |
| R&D of silicon intellectual properties (1) | Within 36 months | 56,427,000 | 16.0 |
| Expansion of operational facilities and resources (1) | Within 36 months | 19,000,000 | 5.4 |
| Expansion of computing infrastructure and labs (1) | Within 36 months | 38,076,000 | 10.8 |
| Subscription, licensing and/or purchase of electronic design automation ("EDA") and development tools (1) | Within 36 months | 36,707,000 | 10.4 |
| Working capital | Within 36 months | 32,410,000 | 9.2 |
| Defray fees and expenses relating to the Listing ("Listing Expenses") (2) | Within 3 months | 14,277,000 | 4.1 |
| **Total** | | **352,000,000** | **100.0** |

(1) As at the latest practicable date, the Company has yet to enter into any contractual binding arrangements or to issue any purchase orders in relation to the above R&D activities, expansion activities, subscription, licensing and/or purchase of EDA and development tools. Accordingly, the use of proceeds earmarked for the above R&D activities, expansion activities, subscription, licensing and/or purchase of EDA and development tools are not reflected in the pro forma consolidated statements of financial position.

GRANT THORNTON MALAYSIA PLT
FOR IDENTIFICATION PURPOSES ONLY

**SKYECHIP BERHAD AND ITS SUBSIDIARIES**
**PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 OCTOBER 2025**

2. **LISTING SCHEME (CONT'D)**

(iv) **Pro Forma IV: Use of Proceeds from IPO (cont'd)**

(2) If the actual Listing Expenses are higher than the estimated, the deficit will be funded out from portion allocated for working capital. Conversely, if the actual Listing Expenses are lower than the estimated, the excess will be used for working capital purposes.

The Listing Expenses are estimated at RM14,277,000, of which RM994,201 has been paid and charged to the profit or loss. The remaining estimated Listing Expenses will be set off against the share capital by RM8,391,295 and profit or loss by RM4,891,504 respectively.

Out of the total estimated Listing Expenses of RM14,277,000, an amount of RM1,909,696 has been paid and recorded in the prepayments account. It will be charged out from prepayments account accordingly.

(v) **Employee Share Option Scheme ("ESOS")**

In conjunction with the Listing, the Company will establish the ESOS which entails the granting of ESOS options to the eligible directors (excluding independent directors) and employees of the Group.

The ESOS shall be administered by a committee to be appointed by the Board of Directors and governed by the By-Laws. The total number of shares which may be made available under the ESOS shall not in aggregate exceed fifteen percent (15%) of the total number of issued shares (excluding treasury shares, if any) at any point in time during the duration of the ESOS.

The ESOS is not illustrated in the pro forma consolidated statements of financial position as the ESOS options under the ESOS have yet to be granted as of the date of this report.

GRANT THORNTON MALAYSIA PLT
FOR IDENTIFICATION PURPOSES ONLY

## 13. ACCOUNTANTS' REPORT

**SKYECHIP BERHAD**
**Registration No. 201901014484 (1323812-D)**
(Incorporated in Malaysia)

**ACCOUNTANTS' REPORT**
**FOR THE FINANCIAL PERIOD ENDED**
**31 OCTOBER 2025**
**AND FINANCIAL YEARS ENDED**
**31 MARCH 2025, 31 MARCH 2024 AND 31 MARCH 2023**

**GRANT THORNTON MALAYSIA PLT**

**CHARTERED ACCOUNTANTS**

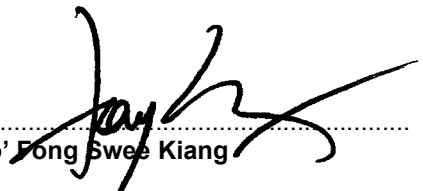
**Member Firm of Grant Thornton International Ltd.**

**SKYECHIP BERHAD**
**Registration No. 201901014484 (1323812-D)**
(Incorporated in Malaysia)

**STATEMENT BY DIRECTORS**

We, Dato' Fong Swee Kiang and Teh Chee Hak, being two of the directors of SkyeChip Berhad, do hereby state that in the opinion of the directors, the accompanying consolidated financial statements set out on pages 5 to 50 are properly drawn up in accordance with Malaysian Financial Reporting Standards and IFRS Accounting Standards so as to give a true and fair view of the consolidated financial position of SkyeChip Berhad as at 31 October 2025, 31 March 2025, 31 March 2024 and 31 March 2023 and of its consolidated financial performance and consolidated cash flows for the financial period/years then ended.

Signed on behalf of the Board of Directors in accordance with a resolution of the Board of Directors:



…… ……

**Dato' Fong Swee Kiang** **Teh Chee Hak**

**Date:** 13 APR 2026

Grant Thornton

Date: 13 April 2026

**Grant Thornton Malaysia PLT**
Level 5, Menara BHL
51 Jalan Sultan Ahmad Shah
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The Board of Directors
**SkyeChip Berhad**
1-18-12 Suntech @ Penang Cybercity
Lintang Mayang Pasir 3
11950 Bayan Baru
Pulau Pinang

Dear Sirs/Madams,

**Reporting Accountants' Opinion on the Consolidated Financial Statements contained in the Accountants' Report of SkyeChip Berhad**

**Opinion**

We have audited the consolidated financial statements of SkyeChip Berhad ("SkyeChip" or "the Company") and its subsidiaries ("SkyeChip Group" or "the Group"), which comprise the consolidated statements of financial position as at 31 October 2025, 31 March 2025, 31 March 2024 and 31 March 2023, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the financial period/years then ended, and notes to the consolidated financial statements, including material accounting policy information, as set out on pages 5 to 50.

The consolidated financial statements of the Company have been prepared for inclusion in the Prospectus of SkyeChip in connection with the listing of and quotation for its entire enlarged issued share capital on the Main Market of Bursa Malaysia Securities Berhad and for no other purposes.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Company as at 31 October 2025, 31 March 2025, 31 March 2024 and 31 March 2023 and of its consolidated financial performance and consolidated cash flows for the financial period/years then ended in accordance with Malaysian Financial Reporting Standards and IFRS Accounting Standards.

**Basis for Opinion**

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the *Reporting Accountants' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Independence and Other Ethical Responsibilities**

We are independent of the Group in accordance with the *By-Laws (on Professional Ethics, Conduct and Practice)* of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants* (including International Independence Standards) ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.



Audit | Tax | Advisory

Chartered Accountants
Grant Thornton Malaysia PLT [201906003682 [LLP0022494-LCA] & AF 0737] is a Limited Liability Partnership and is a member firm of Grant Thornton International Ltd (GTIL), a private company limited by guarantee, incorporated in England and Wales.

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**Responsibilities of the Directors for the Consolidated Financial Statements**

The directors of the Company are responsible for the preparation of consolidated financial statements of the Company that give a true and fair view in accordance with Malaysian Financial Reporting Standards and IFRS Accounting Standards. The directors are also responsible for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements of the Company that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements of the Company, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

**Reporting Accountants' Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue a reporting accountants' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our reporting accountants' report to the related disclosures in the consolidated financial statements of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the Group to cease to continue as a going concern.

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**Reporting Accountants' Responsibilities for the Audit of the Consolidated Financial Statements (cont'd)**

- Evaluate the overall presentation, structure and content of the consolidated financial statements of the Company, including the disclosures, and whether the consolidated financial statements of the Company represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the financial statements of the Group. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

**Other Matter**

The comparative information in respect of the consolidated statements of comprehensive income, consolidated statements of changes in equity, consolidated statements of cash flows and related notes to the consolidated financial statements for the financial period ended 31 October 2024 has not been audited.

**Restriction on Distribution and Use**

This report has been prepared solely to comply with the Prospectus Guidelines - Equity issued by the Securities Commission Malaysia and for inclusion in the Prospectus of SkyeChip in connection with the listing of and quotation for its entire enlarged issued share capital on the Main Market of Bursa Malaysia Securities Berhad and should not be relied upon for any other purposes. We do not assume responsibility to any other person for the content of this report.

**Grant Thornton Malaysia PLT**
**AF: 0737**
**201906003682 (LLP0022494-LCA)**
**Chartered Accountants**

**Penang**

**Loo Wei Teng**
**No. 03487/03/2028 J**
**Chartered Accountant**

**SKYECHIP BERHAD**
**Registration No. 201901014484 (1323812-D)**
(Incorporated in Malaysia)

**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 OCTOBER 2025, 31 MARCH 2025, 31 MARCH 2024 AND 31 MARCH 2023**

| | | Audited | | | |
|---|---|---|---|---|---|
| | NOTE | 31.10.2025 RM | 31.3.2025 RM | 31.3.2024 RM | 31.3.2023 RM |
| **ASSETS** | | | | | |
| **Non-current assets** | | | | | |
| Plant and equipment | 4 | 51,443,465 | 38,958,627 | 12,926,417 | 3,122,273 |
| Intangible assets | 5 | 6,109,744 | 6,406,637 | 1,500,786 | 984,354 |
| Right-of-use assets | 6 | 5,727,570 | 3,032,413 | 4,194,114 | 3,009,754 |
| Trade and other receivables | 7 | 1,175,333 | - | - | - |
| | | 64,456,112 | 48,397,677 | 18,621,317 | 7,116,381 |
| **Current assets** | | | | | |
| Trade and other receivables | 7 | 55,065,858 | 35,231,932 | 17,873,808 | 358,772 |
| Contract assets | 8 | 5,928,051 | 525,076 | - | - |
| Other investments | 9 | 7,506,588 | 7,339,448 | 22,549,575 | 31,463,469 |
| Cash and bank balances | 10 | 57,632,670 | 42,450,627 | 24,869,629 | 29,457,462 |
| | | 126,133,167 | 85,547,083 | 65,293,012 | 61,279,703 |
| **TOTAL ASSETS** | | 190,589,279 | 133,944,760 | 83,914,329 | 68,396,084 |
| **EQUITY AND LIABILITIES** | | | | | |
| Share capital | 11 | 15,092,045 | 3,000,001 | 3,000,001 | 2,000,001 |
| Irredeemable convertible preference shares | 12 | 38,407,944 | 29,250,000 | - | - |
| Foreign currency translation reserve | 13 | (68,399) | 9,966 | (61) | - |
| Retained profits | | 125,080,628 | 94,069,789 | 58,126,578 | 43,419,075 |
| **Total equity** | | 178,512,218 | 126,329,756 | 61,126,518 | 45,419,076 |
| **Non-current liabilities** | | | | | |
| Lease liabilities | 6 | 4,311,698 | 1,992,598 | 3,177,406 | 2,459,744 |
| Deferred income | 14 | 404,534 | 432,803 | 555,007 | 570,750 |
| Deferred tax liabilities | 15 | 1,901,000 | 1,176,000 | 430,000 | 3,000 |
| | | 6,617,232 | 3,601,401 | 4,162,413 | 3,033,494 |
| **Current liabilities** | | | | | |
| Other payables | 16 | 3,796,334 | 2,702,559 | 17,317,952 | 7,758,707 |
| Contract liabilities | 8 | - | - | - | 11,500,409 |
| Lease liabilities | 6 | 1,514,747 | 1,203,708 | 1,135,670 | 610,368 |
| Deferred income | 14 | 40,248 | 28,749 | 10,112 | 74,030 |
| Current tax liabilities | | 108,500 | 78,587 | 161,664 | - |
| | | 5,459,829 | 4,013,603 | 18,625,398 | 19,943,514 |
| **Total liabilities** | | 12,077,061 | 7,615,004 | 22,787,811 | 22,977,008 |
| **TOTAL EQUITY AND LIABILITIES** | | 190,589,279 | 133,944,760 | 83,914,329 | 68,396,084 |

**SKYECHIP BERHAD**
**Registration No. 201901014484 (1323812-D)**
(Incorporated in Malaysia)

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE FINANCIAL PERIOD ENDED 31 OCTOBER 2025 AND FINANCIAL YEARS ENDED 31 MARCH 2025, 31 MARCH 2024 AND 31 MARCH 2023**

| | NOTE | Audited 1.4.2025 to 31.10.2025 (7 months) RM | Unaudited 1.4.2024 to 31.10.2024 (7 months) RM | Audited 1.4.2024 to 31.3.2025 (12 months) RM | Audited 1.4.2023 to 31.3.2024 (12 months) RM | Audited 1.4.2022 to 31.3.2023 (12 months) RM |
|---|---|---|---|---|---|---|
| Revenue | 17 | 89,395,022 | 64,079,362 | 119,503,000 | 77,063,233 | 57,158,562 |
| Cost of sales | 18 | (48,205,042) | (33,233,222) | (69,057,890) | (41,034,117) | (23,370,711) |
| **Gross profit** | | 41,189,980 | 30,846,140 | 50,445,110 | 36,029,116 | 33,787,851 |
| Other income | 19 | 1,047,301 | 913,293 | 1,568,662 | 6,830,684 | 509,615 |
| Administrative expenses | | (10,838,196) | (9,269,176) | (15,488,643) | (9,235,451) | (6,344,308) |
| **Operating profit** | | 31,399,085 | 22,490,257 | 36,525,129 | 33,624,349 | 27,953,158 |
| Finance cost | 20 | (110,501) | (123,855) | (200,056) | (171,380) | (91,346) |
| Finance income | 21 | 572,255 | 342,188 | 673,580 | 1,110,569 | 537,644 |
| **Profit before tax** | 22 | 31,860,839 | 22,708,590 | 36,998,653 | 34,563,538 | 28,399,456 |
| Taxation | 24 | (850,000) | (606,000) | (1,055,442) | (856,035) | 241,535 |
| **Profit for the financial period/year** | | 31,010,839 | 22,102,590 | 35,943,211 | 33,707,503 | 28,640,991 |
| **Other comprehensive (loss)/income, net of tax:** | | | | | | |
| **Item that will be reclassified subsequently to profit or loss:** | | | | | | |
| Foreign currency translation differences for foreign operations | | (78,365) | 3,748 | 10,027 | (61) | - |
| **Total comprehensive income for the financial period/year** | | 30,932,474 | 22,106,338 | 35,953,238 | 33,707,442 | 28,640,991 |
| **Earnings per share attributable to owners of the Company (sen)** | 25 | | | | | |
| - Basic | | 10.29 | 7.37 | 11.98 | 12.60 | 15.98 |
| - Diluted | | 9.79 | 7.37 | 11.50 | 12.60 | 15.98 |

**SKYECHIP BERHAD**
**Registration No. 201901014484 (1323812-D)**
(Incorporated in Malaysia)

**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE FINANCIAL PERIOD ENDED 31 OCTOBER 2025 AND FINANCIAL YEARS ENDED 31 MARCH 2025, 31 MARCH 2024 AND 31 MARCH 2023**

| | | I----------Attributable to Owners of the Company----------I | | | | |
|---|---|---|---|---|---|---|
| | NOTE | Share Capital RM | Irredeemable Convertible Preference Shares RM | Non-distributable Foreign Currency Translation Reserve RM | Distributable Retained Profits RM | Total Equity RM |
| **Audited 31.10.2025** | | | | | | |
| Balance at beginning | | 3,000,001 | 29,250,000 | 9,966 | 94,069,789 | 126,329,756 |
| Total comprehensive income for the financial period | | - | - | (78,365) | 31,010,839 | 30,932,474 |
| *Transactions with owners of the Company:* | | | | | | |
| Issuance of ordinary shares | **11** | 12,092,044 | - | - | - | 12,092,044 |
| Issuance of irredeemable convertible preference shares | **12** | - | 9,157,944 | - | - | 9,157,944 |
| Total transactions with owners | | 12,092,044 | 9,157,944 | - | - | 21,249,988 |
| Balance at end | | 15,092,045 | 38,407,944 | (68,399) | 125,080,628 | 178,512,218 |
| **Audited 31.3.2025** | | | | | | |
| Balance at beginning | | 3,000,001 | - | (61) | 58,126,578 | 61,126,518 |
| Total comprehensive income for the financial year | | - | - | 10,027 | 35,943,211 | 35,953,238 |
| *Transaction with owners of the Company:* | | | | | | |
| Issuance of irredeemable convertible preference shares | **12** | - | 29,250,000 | - | - | 29,250,000 |
| Balance at end | | 3,000,001 | 29,250,000 | 9,966 | 94,069,789 | 126,329,756 |

**SKYECHIP BERHAD**
**Registration No. 201901014484 (1323812-D)**
(Incorporated in Malaysia)

**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE FINANCIAL PERIOD ENDED 31 OCTOBER 2025 AND FINANCIAL YEARS ENDED 31 MARCH 2025, 31 MARCH 2024 AND 31 MARCH 2023 (CONT'D)**

| | | I----------Attributable to Owners of the Company----------I | | | | |
|---|---|---|---|---|---|---|
| | NOTE | Share Capital RM | Irredeemable Convertible Preference Shares RM | Non-distributable Foreign Currency Translation Reserve RM | Distributable Retained Profits RM | Total Equity RM |
| **Audited 31.3.2024** | | | | | | |
| Balance at beginning | | 2,000,001 | - | - | 43,419,075 | 45,419,076 |
| Total comprehensive income for the financial year | | - | - | (61) | 33,707,503 | 33,707,442 |
| *Transactions with owners of the Company:* | | | | | | |
| Issuance of ordinary shares | 11 | 1,000,000 | - | - | - | 1,000,000 |
| Dividends | 26 | - | - | - | (19,000,000) | (19,000,000) |
| Total transactions with owners | | 1,000,000 | - | - | (19,000,000) | (18,000,000) |
| Balance at end | | 3,000,001 | - | (61) | 58,126,578 | 61,126,518 |
| **Audited 31.3.2023** | | | | | | |
| Balance at beginning | | 1,000,001 | - | - | 23,778,084 | 24,778,085 |
| Total comprehensive income for the financial year | | - | - | - | 28,640,991 | 28,640,991 |
| *Transactions with owners of the Company:* | | | | | | |
| Issuance of ordinary shares | 11 | 1,000,000 | - | - | - | 1,000,000 |
| Dividends | 26 | - | - | - | (9,000,000) | (9,000,000) |
| Total transactions with owners | | 1,000,000 | - | - | (9,000,000) | (8,000,000) |
| Balance at end | | 2,000,001 | - | - | 43,419,075 | 45,419,076 |

**SKYECHIP BERHAD**
**Registration No. 201901014484 (1323812-D)**
(Incorporated in Malaysia)

**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE FINANCIAL PERIOD ENDED 31 OCTOBER 2025 AND FINANCIAL YEARS ENDED 31 MARCH 2025, 31 MARCH 2024 AND 31 MARCH 2023 (CONT'D)**

| | I----------Attributable to Owners of the Company----------I | | | | |
|---|---|---|---|---|---|
| | **Share Capital RM** | **Irredeemable Convertible Preference Shares RM** | Non-distributable **Foreign Currency Translation Reserve RM** | Distributable **Retained Profits RM** | **Total Equity RM** |
| **Unaudited 31.10.2024** | | | | | |
| Balance at beginning | 3,000,001 | - | (61) | 58,126,578 | 61,126,518 |
| Total comprehensive income for the financial period | - | - | 3,748 | 22,102,590 | 22,106,338 |
| Balance at end | 3,000,001 | - | 3,687 | 80,229,168 | 83,232,856 |

**SKYECHIP BERHAD**
**Registration No. 201901014484 (1323812-D)**
(Incorporated in Malaysia)

**CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE FINANCIAL PERIOD ENDED 31 OCTOBER 2025 AND FINANCIAL YEARS ENDED 31 MARCH 2025, 31 MARCH 2024 AND 31 MARCH 2023**

| | Audited 1.4.2025 to 31.10.2025 (7 months) RM | Unaudited 1.4.2024 to 31.10.2024 (7 months) RM | Audited 1.4.2024 to 31.3.2025 (12 months) RM | Audited 1.4.2023 to 31.3.2024 (12 months) RM | Audited 1.4.2022 to 31.3.2023 (12 months) RM |
|---|---|---|---|---|---|
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | | | | |
| Profit before tax | 31,860,839 | 22,708,590 | 36,998,653 | 34,563,538 | 28,399,456 |
| Adjustments for: | | | | | |
| Accretion of interest on lease liabilities | 110,501 | 123,855 | 200,056 | 171,380 | 91,346 |
| Amortisation of government grants | (16,770) | (83,988) | (103,567) | (4,079,661) | (131,857) |
| Amortisation of intangible assets | 442,671 | 299,384 | 609,793 | 14,438 | 4,306 |
| Depreciation of: | | | | | |
| - plant and equipment | 4,642,810 | 2,606,265 | 5,145,295 | 1,594,077 | 1,022,792 |
| - right-of-use assets | 756,531 | 688,999 | 1,184,381 | 871,949 | 482,706 |
| Fair value (gain)/loss on other investments | (85,901) | (52,516) | (151,521) | (361,364) | 99,954 |
| Gain on derecognition of right-of-use assets and lease liabilities | (78,441) | - | - | - | - |
| Gain on disposal of other investments | (81,683) | (126,546) | (126,546) | (438,324) | - |
| Intangible assets written off | 1,728 | 9,114 | 9,114 | - | - |
| Interest income | (572,255) | (342,188) | (673,580) | (1,110,569) | (537,644) |
| Loss on disposal of plant and equipment | - | - | - | - | 7,328 |
| Unrealised loss/(gain) on foreign exchange, net | 1,525,437 | 1,316,883 | 1,170,660 | (1,365,555) | 1,573,216 |
| Operating profit before working capital changes | 38,505,467 | 27,147,852 | 44,262,738 | 29,859,909 | 31,011,603 |
| Changes in: | | | | | |
| Receivables | (21,697,036) | (15,399,977) | (17,358,124) | (17,515,036) | (162,782) |
| Payables | 1,093,775 | 4,840,598 | (2,252,665) | 4,196,517 | 224,749 |
| Contract assets | (5,402,975) | (4,616,819) | (525,076) | - | - |
| Contract liabilities | - | 4,002,943 | - | (11,500,409) | 11,500,409 |
| Cash generated from operations | 12,499,231 | 15,974,597 | 24,126,873 | 5,040,981 | 42,573,979 |
| Income tax paid | (95,087) | (153,916) | (392,519) | (267,371) | (3,465) |
| Net cash from operating activities | 12,404,144 | 15,820,681 | 23,734,354 | 4,773,610 | 42,570,514 |

**SKYECHIP BERHAD**
**Registration No. 201901014484 (1323812-D)**
(Incorporated in Malaysia)

**CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE FINANCIAL PERIOD ENDED 31 OCTOBER 2025 AND FINANCIAL YEARS ENDED 31 MARCH 2025, 31 MARCH 2024 AND 31 MARCH 2023 (CONT'D)**

| | NOTE | Audited 1.4.2025 to 31.10.2025 (7 months) RM | Unaudited 1.4.2024 to 31.10.2024 (7 months) RM | Audited 1.4.2024 to 31.3.2025 (12 months) RM | Audited 1.4.2023 to 31.3.2024 (12 months) RM | Audited 1.4.2022 to 31.3.2023 (12 months) RM |
|---|---|---|---|---|---|---|
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | | | | | |
| Interest received | | 572,255 | 342,188 | 673,580 | 1,110,569 | 537,644 |
| Additions of plant and equipment | | (17,127,648) | (20,010,725) | (31,177,505) | (11,398,221) | (1,743,524) |
| Additions of intangible assets | | (262,013) | (3,626,269) | (5,591,974) | (530,870) | (376,078) |
| Additions of other investments | | (5,000,000) | - | - | (14,254,347) | (31,563,423) |
| Proceeds from disposal of plant and equipment | | - | - | - | - | 3,400 |
| Proceeds from disposal of other investments | | 5,000,444 | 15,488,194 | 15,488,194 | 23,967,929 | - |
| Proceeds from government grants | | - | - | - | 4,000,000 | - |
| Net cash (used in)/from investing activities | | (16,816,962) | (7,806,612) | (20,607,705) | 2,895,060 | (33,141,981) |
| **CASH FLOWS FROM FINANCING ACTIVITIES** | | | | | | |
| Dividends paid | | - | (12,362,728) | (12,362,728) | (13,637,272) | (2,000,000) |
| Repayment of lease liabilities | A | (853,609) | (779,803) | (1,339,506) | (984,725) | (539,605) |
| Proceeds from issuance of irredeemable convertible preference shares | | 9,157,944 | - | 29,250,000 | - | - |
| Proceeds from issuance of ordinary shares | | 12,092,044 | - | - | 1,000,000 | 1,000,000 |
| Net cash from/(used in) financing activities | | 20,396,379 | (13,142,531) | 15,547,766 | (13,621,997) | (1,539,605) |
| **NET INCREASE/ (DECREASE) IN CASH AND BANK BALANCES** | | 15,983,561 | (5,128,462) | 18,674,415 | (5,953,327) | 7,888,928 |
| Effects of foreign exchange rates changes | | (801,518) | (616,954) | (1,093,417) | 1,365,494 | (1,573,216) |
| **CASH AND BANK BALANCES AT BEGINNING** | | 42,450,627 | 24,869,629 | 24,869,629 | 29,457,462 | 23,141,750 |
| **CASH AND BANK BALANCES AT END** | | 57,632,670 | 19,124,213 | 42,450,627 | 24,869,629 | 29,457,462 |

**SKYECHIP BERHAD**
**Registration No. 201901014484 (1323812-D)**
(Incorporated in Malaysia)

**CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE FINANCIAL PERIOD ENDED 31 OCTOBER 2025 AND FINANCIAL YEARS ENDED 31 MARCH 2025, 31 MARCH 2024 AND 31 MARCH 2023 (CONT'D)**

**A. Liabilities arising from financing activities**

Reconciliation between the opening and closing balances in the statements of financial position for liabilities arising from financing activities is as follows:

| | Balance at beginning RM | Net cash flows RM | Others [1] RM | Balance at end RM |
|---|---|---|---|---|
| **Audited 31.10.2025** | | | | |
| Lease liabilities, representing total liabilities arising from financing activities | 3,196,306 | (853,609) | 3,483,748 | 5,826,445 |
| **Unaudited 31.10.2024** | | | | |
| Lease liabilities, representing total liabilities arising from financing activities | 4,313,076 | (779,803) | 146,535 | 3,679,808 |
| **Audited 31.3.2025** | | | | |
| Lease liabilities, representing total liabilities arising from financing activities | 4,313,076 | (1,339,506) | 222,736 | 3,196,306 |
| **Audited 31.3.2024** | | | | |
| Lease liabilities, representing total liabilities arising from financing activities | 3,070,112 | (984,725) | 2,227,689 | 4,313,076 |
| **Audited 31.3.2023** | | | | |
| Lease liabilities, representing total liabilities arising from financing activities | 1,150,707 | (539,605) | 2,459,010 | 3,070,112 |

**SKYECHIP BERHAD**
**Registration No. 201901014484 (1323812-D)**
(Incorporated in Malaysia)

**CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE FINANCIAL PERIOD ENDED 31 OCTOBER 2025 AND FINANCIAL YEARS ENDED 31 MARCH 2025, 31 MARCH 2024 AND 31 MARCH 2023 (CONT'D)**

[1] Others consist of non-cash movements as follows:

| | Audited 1.4.2025 to 31.10.2025 (7 months) RM | Unaudited 1.4.2024 to 31.10.2024 (7 months) RM | Audited 1.4.2024 to 31.3.2025 (12 months) RM | Audited 1.4.2023 to 31.3.2024 (12 months) RM | Audited 1.4.2022 to 31.3.2023 (12 months) RM |
|---|---|---|---|---|---|
| Accretion of interest on lease liabilities | 110,501 | 123,855 | 200,056 | 171,380 | 91,346 |
| Additions of lease liabilities | 4,635,520 | - | - | 2,056,309 | 2,367,664 |
| Derecognition | (1,262,273) | - | - | - | - |
| Lease modification | - | 22,680 | 22,680 | - | - |
| | 3,483,748 | 146,535 | 222,736 | 2,227,689 | 2,459,010 |

**SKYECHIP BERHAD**
**Registration No. 201901014484 (1323812-D)**
(Incorporated in Malaysia)

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

## 1. GENERAL INFORMATION

### 1.1 Introduction

This report has been prepared solely to comply with the Prospectus Guidelines - Equity issued by the Securities Commission Malaysia and for inclusion in the Prospectus of SkyeChip Berhad ("SkyeChip" or "the Company") in connection with the listing of and quotation for its entire enlarged issued share capital on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities") and should not be relied upon for any other purposes.

### 1.2 Background

SkyeChip was incorporated on 23 April 2019 under the Companies Act 2016 in Malaysia as a private limited liability company and domiciled in Malaysia. The Company was converted into a public company on 20 March 2025, and was subsequently re-converted into a private limited liability company on 4 August 2025. Thereafter, the Company was converted back into a public company on 17 October 2025.

The registered office of the Company is located at 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang. The principal place of business of the Company is located at 1-18-12, Suntech @ Penang Cybercity, Lintang Mayang Pasir 3, 11950 Bayan Baru, Pulau Pinang.

The principal activities of the Company consist of provision of semiconductor intellectual property, integrated circuit manufacturing, software design and development and engineering consultation whilst the principal activities of the subsidiaries are disclosed in Note 1.3 to the financial statements.

### 1.3 Subsidiaries

The details of the subsidiaries are as follows:

| | Name of entities | Principal place of business | Effective equity interest | Principal activities |
|---|---|---|---|---|
| | SkyeChip Semi Sdn. Bhd. ("SCSSB") | Malaysia | 100% | Provision of semiconductor intellectual property, integrated circuit, software and application specific integrated circuit design and development. |
| | SkyeChip Technology Sdn. Bhd. ("SCTSB") | Malaysia | 100% | Provision of semiconductor intellectual property and integrated circuit and software design and development, integrated circuit manufacturing and engineering consultation, training and services. |
| * | SkyeChip Semiconductor (Shanghai) Co., Ltd. ("SCSCL") | People's Republic of China | 100% | Sales and customer support. |
| * | SkyeChip Pte. Ltd. ("SCPL") | Singapore | 100% | Provision of semiconductor intellectual property, integrated circuit and software design. |

**13. ACCOUNTANTS' REPORT** *(Cont'd)*

| Name of entities | Principal place of business | Effective equity interest | Principal activities |
|---|---|---|---|
| * SkyeChip Solutions Vietnam Company Limited ("SCSVCL") | Vietnam | 100% | Scientific research and technological development in the field of science, engineering and technology. |
| * SkyeChip Technology Vietnam Company Limited ("SCTVCL") | Vietnam | 100% | Scientific research and technological development in the field of science, engineering and technology. |

* Not audited by Grant Thornton Malaysia PLT.

**Subscription of ordinary shares in subsidiaries**

On 24 August 2023, the Company has incorporated a new wholly-owned subsidiary named SCSCL for a cash consideration of RM65. On 19 February 2025, the Company has increased its registered capital in SCSCL at RM226,550 for cash. No changes in the equity interest subsequent to the additional subscription.

On 8 September 2023, the Company has incorporated a new wholly-owned subsidiary named SCPL and subscribed 100,000 ordinary shares in SCPL for a cash consideration of RM3,500.

On 18 November 2024, the Company has incorporated a new wholly-owned subsidiary named SCSSB and subscribed 100,000 ordinary shares in SCSSB for a cash consideration of RM1,000.

On 16 January 2025, the Company has incorporated a new wholly-owned subsidiary named SCSVCL for a cash consideration of RM132,600.

On 22 January 2025, the Company has incorporated a new wholly-owned subsidiary named SCTSB and subscribed 2 ordinary shares in SCTSB for a cash consideration of RM2.

On 5 February 2025, the Company has incorporated a new wholly-owned subsidiary named SCTVCL for a cash consideration of RM44,200.

2. **BASIS OF PREPARATION**

2.1 **Statement of Compliance**

The consolidated financial statements of the Company have been prepared in accordance with applicable Malaysian Financial Reporting Standards ("MFRS") and IFRS Accounting Standards.

2.2 **Basis of Measurement**

The consolidated financial statements of the Company are prepared under the historical cost convention, except for other investments that are measured at fair values.

2.3 **Functional and Presentation Currency**

Ringgit Malaysia ("RM") is the presentation currency of the Group.

RM is also the functional currency of the Company. The functional currency is the currency of the primary economic environment in which the Company operates. The Group's foreign operations have different functional currencies.

2.4 **Standards/Amendments to MFRSs Issued But Not Yet Effective**

The following are accounting standards/amendments to MFRSs that have been issued by the Malaysian Accounting Standards Board but are not yet effective for the Group:

**Effective for annual period beginning on or after 1 January 2026**
*Amendments to MFRS 9 Financial Instruments and MFRS 7 Financial Instruments: Disclosures - Classification and Measurement of Financial Instruments*
*Annual Improvements to MFRS Accounting Standards - Volume 11*
*Amendments to MFRS 9 Financial Instruments and MFRS 7 Financial Instruments: Disclosures - Contracts Referencing Nature-dependent Electricity*

**Effective for annual period beginning on or after 1 January 2027**
*MFRS 18 Presentation and Disclosure in Financial Statements*
*MFRS 19 Subsidiaries without Public Accountability: Disclosures*
*Amendments to MFRS 19 Subsidiaries without Public Accountability: Disclosures*
*Amendments to MFRS 121 The Effects of Changes in Foreign Exchange Rates - Translation to a Hyperinflationary Presentation Currency*

**Effective date yet to be confirmed**
*Amendments to MFRS 10 Consolidated Financial Statements and MFRS 128 Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The initial application of the above standards/amendments to MFRSs is not expected to have any material impact to the financial statements of the Group upon adoption, except for *MFRS 18 Presentation and Disclosure in Financial Statements*.

*MFRS 18* introduces new requirements on presentation within the statements of profit or loss, including specified totals and subtotals. It also requires disclosure of management-defined performance measures and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements and the notes. In addition, there are consequential amendments to *MFRS 107 Statement of Cash Flows* and *MFRS 134 Interim Financial Reporting*.

The amendments will have an impact on the Group's presentation of statements of comprehensive income, statements of cash flows and additional disclosures in the notes to the financial statements but not on the measurement or recognition of any items in the Group's financial statements.

The Group is currently assessing the impact of *MFRS 18* and plans to adopt the new standard on the required effective date.

3. **SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS**

The preparation of consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

3.1 **Judgements made in applying accounting policies**

In the process of applying the Group's accounting policies, management has made the following judgement, apart from those involving estimations, which has the most significant effect on the amounts recognised in the consolidated financial statements:

***Determining the lease term of contracts with renewal and termination options – Group as lessee***

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

The Group has included the extension options period as part of the lease term for leases of offices as it is reasonably certain that the extension options will be exercised. The periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised.

3.2 **Key sources of estimation uncertainty**

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(i) **Revenue recognition – Percentage of completion**

Revenue from silicon intellectual properties and custom application-specific integrated circuits are recognised over time. The amount of revenue recognised at the reporting date depends on the extent to which the performance obligation has been satisfied. This is done by determining the stage of completion. The stage of completion is measured based on the engineer hours spent on the work performed to date as a percentage of the estimated total project hours.

Significant judgement is required in determining the stage of completion, the extent of the engineer hours estimated to be spent on the work to be performed and the estimated total project hours.

**13. ACCOUNTANTS' REPORT** *(Cont'd)*

(ii) **Provision for expected credit losses ("ECL") of receivables**

The Group uses a provision matrix to calculate ECL for receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults in the technology sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECL is a significant estimate. The amount of ECL is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

The information about the ECL on the Group's trade receivables is disclosed in Note 30.3 to the financial statements.

(iii) **Leases – Estimating the incremental borrowing rate ("IBR")**

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its IBR to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use assets in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

4. **PLANT AND EQUIPMENT**

| | Computer and software RM | Prototype equipment RM | Engineering tools RM | Furniture, fittings and office equipment RM | Renovation RM | Total RM |
|---|---|---|---|---|---|---|
| **Audited 31.10.2025** | | | | | | |
| **At cost** | | | | | | |
| Balance at beginning | 6,592,233 | 9,474,072 | 29,763,770 | 699,565 | 732,384 | 47,262,024 |
| Additions | 3,494,983 | 2,023,516 | 11,099,189 | 35,323 | 474,637 | 17,127,648 |
| Balance at end | 10,087,216 | 11,497,588 | 40,862,959 | 734,888 | 1,207,021 | 64,389,672 |
| **Accumulated depreciation** | | | | | | |
| Balance at beginning | 3,128,520 | 2,492,023 | 2,323,444 | 139,320 | 220,090 | 8,303,397 |
| Current charge | 1,379,501 | 1,250,382 | 1,873,024 | 41,972 | 97,931 | 4,642,810 |
| Balance at end | 4,508,021 | 3,742,405 | 4,196,468 | 181,292 | 318,021 | 12,946,207 |
| **Carrying amount** | 5,579,195 | 7,755,183 | 36,666,491 | 553,596 | 889,000 | 51,443,465 |
| **Audited 31.3.2025** | | | | | | |
| **At cost** | | | | | | |
| Balance at beginning | 3,320,195 | 3,263,243 | 8,389,606 | 613,296 | 498,179 | 16,084,519 |
| Additions | 3,272,038 | 6,210,829 | 21,374,164 | 86,269 | 234,205 | 31,177,505 |
| Balance at end | 6,592,233 | 9,474,072 | 29,763,770 | 699,565 | 732,384 | 47,262,024 |
| **Accumulated depreciation** | | | | | | |
| Balance at beginning | 1,932,898 | 815,922 | 214,033 | 74,592 | 120,657 | 3,158,102 |
| Current charge | 1,195,622 | 1,676,101 | 2,109,411 | 64,728 | 99,433 | 5,145,295 |
| Balance at end | 3,128,520 | 2,492,023 | 2,323,444 | 139,320 | 220,090 | 8,303,397 |
| **Carrying amount** | 3,463,713 | 6,982,049 | 27,440,326 | 560,245 | 512,294 | 38,958,627 |

**13. ACCOUNTANTS' REPORT** *(Cont'd)*

| | Computer and software RM | Prototype equipment RM | Engineering tools RM | Furniture, fittings and office equipment RM | Renovation RM | Total RM |
|---|---|---|---|---|---|---|
| **Audited 31.3.2024** | | | | | | |
| **At cost** | | | | | | |
| Balance at beginning | 2,186,382 | 1,793,632 | - | 364,437 | 341,847 | 4,686,298 |
| Additions | 1,133,813 | 1,469,611 | 8,389,606 | 248,859 | 156,332 | 11,398,221 |
| Balance at end | 3,320,195 | 3,263,243 | 8,389,606 | 613,296 | 498,179 | 16,084,519 |
| **Accumulated depreciation** | | | | | | |
| Balance at beginning | 1,086,428 | 401,428 | - | 26,289 | 49,880 | 1,564,025 |
| Current charge | 846,470 | 414,494 | 214,033 | 48,303 | 70,777 | 1,594,077 |
| Balance at end | 1,932,898 | 815,922 | 214,033 | 74,592 | 120,657 | 3,158,102 |
| **Carrying amount** | 1,387,297 | 2,447,321 | 8,175,573 | 538,704 | 377,522 | 12,926,417 |
| **Audited 31.3.2023** | | | | | | |
| **At cost** | | | | | | |
| Balance at beginning | 2,791,578 | - | - | 74,650 | 89,682 | 2,955,910 |
| Additions | 956,747 | 231,689 | - | 302,923 | 252,165 | 1,743,524 |
| Disposals | - | - | - | (13,136) | - | (13,136) |
| Reclassification | (1,561,943) | 1,561,943 | - | - | - | - |
| Balance at end | 2,186,382 | 1,793,632 | - | 364,437 | 341,847 | 4,686,298 |
| **Accumulated depreciation** | | | | | | |
| Balance at beginning | 516,276 | - | - | 7,655 | 19,710 | 543,641 |
| Current charge | 613,539 | 358,041 | - | 21,042 | 30,170 | 1,022,792 |
| Disposals | - | - | - | (2,408) | - | (2,408) |
| Reclassification | (43,387) | 43,387 | - | - | - | - |
| Balance at end | 1,086,428 | 401,428 | - | 26,289 | 49,880 | 1,564,025 |
| **Carrying amount** | 1,099,954 | 1,392,204 | - | 338,148 | 291,967 | 3,122,273 |

**Material accounting policy information**

Plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

Plant and equipment are depreciated on the straight-line method to write off the cost of each asset to its residual value over its estimated useful life, at the following annual rates:

| | |
|---|---|
| Computer and software | 33% |
| Prototype equipment | 20% |
| Engineering tools | 10% |
| Furniture, fittings and office equipment | 10% |
| Renovation | 17% |

5. **INTANGIBLE ASSETS**

| | Patents RM | Intellectual properties RM | Total RM |
|---|---|---|---|
| **Audited 31.10.2025** | | | |
| **At cost** | | | |
| Balance at beginning | 1,973,945 | 5,055,670 | 7,029,615 |
| Additions | 262,013 | - | 262,013 |
| Written offs | (1,728) | - | (1,728) |
| Foreign currency translation | - | (131,378) | (131,378) |
| Balance at end | 2,234,230 | 4,924,292 | 7,158,522 |
| **Accumulated amortisation** | | | |
| Balance at beginning | 236,847 | 386,131 | 622,978 |
| Current charge | 76,772 | 365,899 | 442,671 |
| Foreign currency translation | - | (16,871) | (16,871) |
| Balance at end | 313,619 | 735,159 | 1,048,778 |
| **Carrying amount** | 1,920,611 | 4,189,133 | 6,109,744 |
| **Audited 31.3.2025** | | | |
| **At cost** | | | |
| Balance at beginning | 1,519,530 | - | 1,519,530 |
| Additions | 463,529 | 5,128,445 | 5,591,974 |
| Written offs | (9,114) | - | (9,114) |
| Foreign currency translation | - | (72,775) | (72,775) |
| Balance at end | 1,973,945 | 5,055,670 | 7,029,615 |
| **Accumulated amortisation** | | | |
| Balance at beginning | 18,744 | - | 18,744 |
| Current charge | 218,103 | 391,690 | 609,793 |
| Foreign currency translation | - | (5,559) | (5,559) |
| Balance at end | 236,847 | 386,131 | 622,978 |
| **Carrying amount** | 1,737,098 | 4,669,539 | 6,406,637 |

**13. ACCOUNTANTS' REPORT** *(Cont'd)*

| | Patents RM | Intellectual properties RM | Total RM |
|---|---|---|---|
| **Audited 31.3.2024** | | | |
| **At cost** | | | |
| Balance at beginning | 988,660 | - | 988,660 |
| Additions | 530,870 | - | 530,870 |
| Balance at end | 1,519,530 | - | 1,519,530 |
| **Accumulated amortisation** | | | |
| Balance at beginning | 4,306 | - | 4,306 |
| Current charge | 14,438 | - | 14,438 |
| Balance at end | 18,744 | - | 18,744 |
| **Carrying amount** | 1,500,786 | - | 1,500,786 |
| **Audited 31.3.2023** | | | |
| **At cost** | | | |
| Balance at beginning | 612,582 | - | 612,582 |
| Additions | 376,078 | - | 376,078 |
| Balance at end | 988,660 | - | 988,660 |
| **Accumulated amortisation** | | | |
| Current charge/Balance at end | 4,306 | - | 4,306 |
| **Carrying amount** | 984,354 | - | 984,354 |

**Material accounting policy information**

Intangible assets, which are acquired separately that have finite useful lives, are stated at cost less accumulated depreciation and any accumulated impairment losses.

Intangible assets are amortised on the straight-line method to write off the cost to their residual values over their estimated useful lives, at the following annual rates:

| | |
|---|---|
| Patents | 20 years |
| Intellectual properties | 8 years |

6. **RIGHT-OF-USE ASSETS AND LEASE LIABILITIES**

**Group as a lessee**

The Group has lease contracts for lab and offices used in its operations that have lease terms between 2 to 3 years, with an option to extend the lease for another 2 to 3 years. The lease contracts restrict the Group from assigning and subleasing the leased assets.

The Group also has certain leases of lab, equipment, data storage and offices with lease terms of 12 months or less and leases of office equipment with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

## 13. ACCOUNTANTS' REPORT *(Cont'd)*

***Right-of-use assets***

Set out below are the carrying amounts of right-of-use assets and the movements during the financial period/year:

| | Lab RM | Offices RM | Total RM |
|---|---|---|---|
| **Audited 31.10.2025** | | | |
| Balance at beginning | - | 3,032,413 | 3,032,413 |
| Additions | - | 4,635,520 | 4,635,520 |
| Depreciation | - | (756,531) | (756,531) |
| Derecognition | - | (1,183,832) | (1,183,832) |
| Balance at end | - | 5,727,570 | 5,727,570 |
| **Audited 31.3.2025** | | | |
| Balance at beginning | - | 4,194,114 | 4,194,114 |
| Depreciation | - | (1,184,381) | (1,184,381) |
| Lease modification | - | 22,680 | 22,680 |
| Balance at end | - | 3,032,413 | 3,032,413 |
| **Audited 31.3.2024** | | | |
| Balance at beginning | - | 3,009,754 | 3,009,754 |
| Additions | - | 2,056,309 | 2,056,309 |
| Depreciation | - | (871,949) | (871,949) |
| Balance at end | - | 4,194,114 | 4,194,114 |
| **Audited 31.3.2023** | | | |
| Balance at beginning | 3,294 | 1,121,502 | 1,124,796 |
| Additions | - | 2,367,664 | 2,367,664 |
| Depreciation | (3,294) | (479,412) | (482,706) |
| Balance at end | - | 3,009,754 | 3,009,754 |

## 13. ACCOUNTANTS' REPORT *(Cont'd)*

***Lease liabilities***

Set out below are the carrying amounts of lease liabilities and the movements during the financial period/year:

| | Audited | | | |
|---|---|---|---|---|
| | **31.10.2025 RM** | **31.3.2025 RM** | **31.3.2024 RM** | **31.3.2023 RM** |
| Balance at beginning | 3,196,306 | 4,313,076 | 3,070,112 | 1,150,707 |
| Additions | 4,635,520 | - | 2,056,309 | 2,367,664 |
| Accretion of interest | 110,501 | 200,056 | 171,380 | 91,346 |
| Derecognition | (1,262,273) | - | - | - |
| Lease modification | - | 22,680 | - | - |
| Payments | (853,609) | (1,339,506) | (984,725) | (539,605) |
| Balance at end | 5,826,445 | 3,196,306 | 4,313,076 | 3,070,112 |
| Represented by: | | | | |
| Non-current liabilities | 4,311,698 | 1,992,598 | 3,177,406 | 2,459,744 |
| Current liabilities | 1,514,747 | 1,203,708 | 1,135,670 | 610,368 |
| | 5,826,445 | 3,196,306 | 4,313,076 | 3,070,112 |

The maturity analysis of lease liabilities is disclosed in Note 30.4 to the financial statements.

The following are the amounts recognised in profit or loss:

| | **Audited 1.4.2025 to 31.10.2025 (7 months) RM** | **Unaudited 1.4.2024 to 31.10.2024 (7 months) RM** | Audited | | |
|---|---|---|---|---|---|
| | | | **1.4.2024 to 31.3.2025 (12 months) RM** | **1.4.2023 to 31.3.2024 (12 months) RM** | **1.4.2022 to 31.3.2023 (12 months) RM** |
| Accretion of interest on lease liabilities | 110,501 | 123,855 | 200,056 | 171,380 | 91,346 |
| Depreciation of right-of-use assets | 756,531 | 688,999 | 1,184,381 | 871,949 | 482,706 |
| Expense relating to leases of low-value assets | 7,890 | 7,326 | 14,502 | 9,420 | 5,562 |
| Expense relating to short-term leases | 144,461 | 11,755 | 82,181 | 534,906 | 29,478 |
| Gain on derecognition of right-of-use assets and lease liabilities | (78,441) | - | - | - | - |
| **Total amount recognised in profit or loss** | 940,942 | 831,935 | 1,481,120 | 1,587,655 | 609,092 |
| **Total cash outflows for leases** | 1,005,960 | 798,884 | 1,436,189 | 1,529,051 | 574,645 |

**Material accounting policy information**

**Right-of-use assets**

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets.

Right-of-use assets are depreciated on a straight-line basis over their lease terms of 4 to 6 years.

## 7. TRADE AND OTHER RECEIVABLES

| | Audited | | | |
|---|---|---|---|---|
| | **31.10.2025 RM** | **31.3.2025 RM** | **31.3.2024 RM** | **31.3.2023 RM** |
| **Non-current** | | | | |
| **Other receivable** | | | | |
| Prepayments | 1,175,333 | - | - | - |
| **Current** | | | | |
| **Trade receivables** | | | | |
| Third parties | 46,382,009 | 26,610,225 | 14,045,107 | - |
| **Other receivables** | | | | |
| Refundable deposits | 727,073 | 431,925 | 446,100 | 280,753 |
| Non-refundable deposits | - | 821,535 | - | - |
| Prepayments | 7,956,776 | 7,368,247 | 3,382,601 | 78,019 |
| | 8,683,849 | 8,621,707 | 3,828,701 | 358,772 |
| **Total current trade and other receivables** | 55,065,858 | 35,231,932 | 17,873,808 | 358,772 |
| **Total trade and other receivables** | 56,241,191 | 35,231,932 | 17,873,808 | 358,772 |

The normal credit terms granted to trade receivables range from 7 to 60 days (31.3.2025: 7 to 30 days; 31.3.2024: 7 to 45 days; 31.3.2023: Nil). They are recognised at their original invoice amounts which represent their fair values on initial recognition.

The currency profile of trade and other receivables is as follows:

| | Audited | | | |
|---|---|---|---|---|
| | **31.10.2025 RM** | **31.3.2025 RM** | **31.3.2024 RM** | **31.3.2023 RM** |
| United States Dollar | 48,888,676 | 31,963,857 | 16,161,186 | - |
| Ringgit Malaysia | 7,340,027 | 3,257,631 | 1,712,622 | 358,772 |
| Vietnam Dong | 12,488 | 10,444 | - | - |
| | 56,241,191 | 35,231,932 | 17,873,808 | 358,772 |

8. **CONTRACT ASSETS/(LIABILITIES)**

| | NOTE | Audited 31.10.2025 RM | 31.3.2025 RM | 31.3.2024 RM | 31.3.2023 RM |
|---|---|---|---|---|---|
| **Contract assets** | | | | | |
| - Accrued billings in respect of contracts from silicon intellectual properties | **8.1** | 5,928,051 | 525,076 | - | - |
| **Contract liabilities** | | | | | |
| - Deposits received from customers | **8.2** | - | - | - | (11,500,409) |

8.1 **Contract assets - accrued billings in respect of contracts from silicon intellectual properties**

| | Audited 31.10.2025 RM | 31.3.2025 RM | 31.3.2024 RM | 31.3.2023 RM |
|---|---|---|---|---|
| Balance at beginning | 525,076 | - | - | - |
| Revenue recognised during the financial period/year | 5,402,975 | 18,185,186 | - | - |
| Progress billings during the financial period/year | - | (17,660,110) | - | - |
| Balance at end | 5,928,051 | 525,076 | - | - |

Contract assets primarily relate to the Group's rights to consideration for work completed but not yet billed at the end of the reporting period. The contract assets as at 31.10.2025 and 31.3.2025 are mainly due to recognition of silicon intellectual properties revenue based on the percentage of completion in which the progress billings have yet to be issued to the customers during the financial period/year.

8.2 **Contract liabilities - deposits received from customers**

| | Audited 31.10.2025 RM | 31.3.2025 RM | 31.3.2024 RM | 31.3.2023 RM |
|---|---|---|---|---|
| Balance at beginning | - | - | 11,500,409 | - |
| Advances received during the financial period/year | - | - | - | 11,500,409 |
| Revenue recognised during the financial period/year | - | - | (11,500,409) | - |
| Balance at end | - | - | - | 11,500,409 |

Contract liabilities primarily relate to the Group's obligation to transfer goods or services to customers for which the Group has received advances from customers for sales of silicon intellectual properties.

**13. ACCOUNTANTS' REPORT** *(Cont'd)*

9. **OTHER INVESTMENTS**

| | Audited | | | |
|---|---|---|---|---|
| | **31.10.2025 RM** | **31.3.2025 RM** | **31.3.2024 RM** | **31.3.2023 RM** |
| **At fair value through profit or loss ("FVTPL"):** | | | | |
| Short term investments | 7,506,588 | 7,339,448 | 22,549,575 | 31,463,469 |

The short term investments represent investments in bond and money market instruments with different maturity period and can be redeemed at any time upon notice given to the established asset management firm or financial institution.

The currency profile of other investments is as follows:

| | Audited | | | |
|---|---|---|---|---|
| | **31.10.2025 RM** | **31.3.2025 RM** | **31.3.2024 RM** | **31.3.2023 RM** |
| Ringgit Malaysia | 7,506,588 | 7,339,448 | 22,549,575 | 29,503,947 |
| United States Dollar | - | - | - | 1,959,522 |
| | 7,506,588 | 7,339,448 | 22,549,575 | 31,463,469 |

10. **CASH AND BANK BALANCES**

| | Audited | | | |
|---|---|---|---|---|
| | **31.10.2025 RM** | **31.3.2025 RM** | **31.3.2024 RM** | **31.3.2023 RM** |
| Fixed deposits with a licensed bank | - | - | - | 9,481,120 |
| Short term money market deposits | 32,626,074 | 5,853,063 | 3,917,964 | 2,034,940 |
| Cash in hand and at banks | 25,006,596 | 36,597,564 | 20,951,665 | 17,941,402 |
| | 57,632,670 | 42,450,627 | 24,869,629 | 29,457,462 |

The effective interest rates per annum and maturities of the fixed deposits with a licensed bank and short term money market deposits as at the end of the reporting period are as follows:

| | Audited | | | |
|---|---|---|---|---|
| | **31.10.2025** | **31.3.2025** | **31.3.2024** | **31.3.2023** |
| Fixed deposits with a licensed bank | | | | |
| - Effective interest rates per annum (%) | - | - | - | 4.55 - 4.85 |
| - Maturities (months) | - | - | - | 1 - 3 |
| Short term money market deposits | | | | |
| - Effective interest rates per annum (%) | 3.05 | 1.48 - 3.50 | 1.48 | 0.38 |
| - Maturities (days) | 1 | 1 | 1 | 1 |

**13. ACCOUNTANTS' REPORT** *(Cont'd)*

The currency profile of cash and bank balances is as follows:

| | Audited | | | |
|---|---|---|---|---|
| | **31.10.2025** | **31.3.2025** | **31.3.2024** | **31.3.2023** |
| | **RM** | **RM** | **RM** | **RM** |
| United States Dollar | 42,760,933 | 14,104,843 | 15,410,739 | 27,034,185 |
| Ringgit Malaysia | 13,664,202 | 28,204,240 | 4,744,386 | 2,408,285 |
| Renminbi | 967,445 | 91,337 | 4,711,004 | 14,992 |
| Vietnam Dong | 238,816 | - | - | - |
| Singapore Dollar | 1,274 | 50,207 | 3,500 | - |
| | 57,632,670 | 42,450,627 | 24,869,629 | 29,457,462 |

11. **SHARE CAPITAL**

| | Audited | | | |
|---|---|---|---|---|
| | Number of ordinary shares | | | |
| | **31.10.2025** | **31.3.2025** | **31.3.2024** | **31.3.2023** |
| **Issued and fully paid:** | | | | |
| Balance at beginning | 300,000,001 | 300,000,001 | 200,000,001 | 100,000,001 |
| Issuance of ordinary shares | 4,085,150 | - | 100,000,000 | 100,000,000 |
| Balance at end | 304,085,151 | 300,000,001 | 300,000,001 | 200,000,001 |

| | Audited | | | |
|---|---|---|---|---|
| | Amount | | | |
| | **31.10.2025** | **31.3.2025** | **31.3.2024** | **31.3.2023** |
| | **RM** | **RM** | **RM** | **RM** |
| **Issued and fully paid:** | | | | |
| Balance at beginning | 3,000,001 | 3,000,001 | 2,000,001 | 1,000,001 |
| Issuance of ordinary shares | 12,092,044 | - | 1,000,000 | 1,000,000 |
| Balance at end | 15,092,045 | 3,000,001 | 3,000,001 | 2,000,001 |

12. **IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES ("ICPS")**

| | Audited | | | |
|---|---|---|---|---|
| | Number of ICPS | | | |
| | **31.10.2025** | **31.3.2025** | **31.3.2024** | **31.3.2023** |
| **Issued and fully paid:** | | | | |
| Balance at beginning | 12,500,000 | - | - | - |
| Issuance of ICPS | 3,093,900 | 12,500,000 | - | - |
| Balance at end | 15,593,900 | 12,500,000 | - | - |

| | Audited | | | |
|---|---|---|---|---|
| | Amount | | | |
| | **31.10.2025** | **31.3.2025** | **31.3.2024** | **31.3.2023** |
| | **RM** | **RM** | **RM** | **RM** |
| **Issued and fully paid:** | | | | |
| Balance at beginning | 29,250,000 | - | - | - |
| Issuance of ICPS | 9,157,944 | 29,250,000 | - | - |
| Balance at end | 38,407,944 | 29,250,000 | - | - |

The salient terms of the ICPS are as follows:

(i) The ICPS shall be convertible into ordinary shares of the Company on the basis of 1 ordinary share for every 1 ICPS held prior to the submission of confirmation for registration of the Prospectus;

(ii) The rights to dividends of the holders of the ICPS shall be the same as that of the other ordinary shareholders;

(iii) The ICPS shall rank *pari passu* among themselves. The Company may issue any other class of shares, including those which rank equally with or in priority to the ICPS without approval of the holders of the ICPS;

(iv) The rights attached to the ICPS shall not be modified, varied, changed, abrogated or deleted in any manner whatsoever without the prior written consent of not less than 75% of the holders of the ICPS by voting rights attached to each ICPS;

(v) Any ordinary shares to be issued upon the conversion of the ICPS shall upon allotment and issue rank equal in all respects with the then existing ordinary shares of the Company;

(vi) The ICPS shall rank in priority to the ordinary shares and such other class of shares (if applicable) but junior to the claims of all other present and future creditors of the Company in the event of any winding up of the Company; and

(vii) In the event the Company is wound up, undergoes a merger or consolidation resulting in a change of control in respect of the shareholding, Board of Directors and/or management, or there is a sale of its substantial or all of its assets, the holders of the ICPS shall be entitled to receive the greater of:

(a) the nominal amount on the outstanding ICPS equivalent to the aggregate conversion price for the outstanding number of ICPS held at that time; or

(b) an amount in proportion to the ICPS held (on a fully converted and fully diluted basis) of such distribution,

in priority to the ordinary shareholders.

## 13. FOREIGN CURRENCY TRANSLATION RESERVE

The foreign currency translation reserve represents foreign exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

## 14. DEFERRED INCOME

| | Audited | | | |
|---|---|---|---|---|
| | **31.10.2025 RM** | **31.3.2025 RM** | **31.3.2024 RM** | **31.3.2023 RM** |
| **Government grants** | | | | |
| Balance at beginning | 461,552 | 565,119 | 644,780 | 776,637 |
| Received during the financial period/year | - | - | 4,000,000 | - |
| Recognised in profit or loss | (16,770) | (103,567) | (4,079,661) | (131,857) |
| Balance at end | 444,782 | 461,552 | 565,119 | 644,780 |

| | Audited | | | |
|---|---|---|---|---|
| | **31.10.2025** | **31.3.2025** | **31.3.2024** | **31.3.2023** |
| | **RM** | **RM** | **RM** | **RM** |
| Represented by: | | | | |
| Non-current liabilities | 404,534 | 432,803 | 555,007 | 570,750 |
| Current liabilities | 40,248 | 28,749 | 10,112 | 74,030 |
| | 444,782 | 461,552 | 565,119 | 644,780 |

Government grants have been received for the purchase of plant and equipment, patents registration and qualified operating expenses. There are no unfulfilled conditions or contingencies attached to this grant.

**Material accounting policy information**

The Group has elected to present government grants related to assets as deferred income.

15. **DEFERRED TAX LIABILITIES**

| | Audited | | | |
|---|---|---|---|---|
| | **31.10.2025** | **31.3.2025** | **31.3.2024** | **31.3.2023** |
| | **RM** | **RM** | **RM** | **RM** |
| Balance at beginning | 1,176,000 | 430,000 | 3,000 | 248,000 |
| Recognised in profit or loss | 249,000 | 747,000 | 418,000 | (68,000) |
| | 1,425,000 | 1,177,000 | 421,000 | 180,000 |
| Under/(Over) provision in prior year | 476,000 | (1,000) | 9,000 | (177,000) |
| Balance at end | 1,901,000 | 1,176,000 | 430,000 | 3,000 |

The deferred tax liabilities at the end of the reporting period are made up of the temporary differences arising from:

| | Audited | | | |
|---|---|---|---|---|
| | **31.10.2025** | **31.3.2025** | **31.3.2024** | **31.3.2023** |
| | **RM** | **RM** | **RM** | **RM** |
| Plant and equipment | 2,252,000 | 2,023,000 | 632,000 | 71,000 |
| Right-of-use assets | 1,375,000 | 728,000 | 1,006,000 | 722,000 |
| Lease liabilities | (1,398,000) | (767,000) | (1,035,000) | (737,000) |
| Other deductible temporary differences | (328,000) | (808,000) | (173,000) | (53,000) |
| | 1,901,000 | 1,176,000 | 430,000 | 3,000 |

## 13. ACCOUNTANTS' REPORT *(Cont'd)*

### 16. OTHER PAYABLES

| | Audited | | | |
|---|---|---|---|---|
| | 31.10.2025 RM | 31.3.2025 RM | 31.3.2024 RM | 31.3.2023 RM |
| Sundry payables | 1,935,484 | 649,889 | 34,972 | - |
| Accruals | 1,860,850 | 2,052,670 | 4,920,252 | 758,707 |
| Dividend payable | - | - | 12,362,728 | 7,000,000 |
| | 3,796,334 | 2,702,559 | 17,317,952 | 7,758,707 |

The currency profile of other payables is as follows:

| | Audited | | | |
|---|---|---|---|---|
| | 31.10.2025 RM | 31.3.2025 RM | 31.3.2024 RM | 31.3.2023 RM |
| Ringgit Malaysia | 2,745,664 | 2,604,725 | 17,317,952 | 7,758,707 |
| Renminbi | 943,216 | 50,165 | - | - |
| Singapore Dollar | 106,766 | 47,669 | - | - |
| Vietnam Dong | 688 | - | - | - |
| | 3,796,334 | 2,702,559 | 17,317,952 | 7,758,707 |

### 17. REVENUE

#### 17.1 Disaggregated revenue information

| | Audited | Unaudited | Audited | | |
|---|---|---|---|---|---|
| | 1.4.2025 to 31.10.2025 (7 months) RM | 1.4.2024 to 31.10.2024 (7 months) RM | 1.4.2024 to 31.3.2025 (12 months) RM | 1.4.2023 to 31.3.2024 (12 months) RM | 1.4.2022 to 31.3.2023 (12 months) RM |
| **Revenue by type** | | | | | |
| Silicon intellectual properties ("IP") | 80,246,722 | 45,298,399 | 85,739,178 | 76,326,807 | 57,158,562 |
| Custom application-specific integrated circuits ("ASIC") | 8,427,826 | 17,006,982 | 31,933,687 | - | - |
| Others | 720,474 | 1,773,981 | 1,830,135 | 736,426 | - |
| **Total revenue from contracts with customers** | 89,395,022 | 64,079,362 | 119,503,000 | 77,063,233 | 57,158,562 |

**13. ACCOUNTANTS' REPORT** *(Cont'd)*

| | Audited 1.4.2025 to 31.10.2025 (7 months) RM | Unaudited 1.4.2024 to 31.10.2024 (7 months) RM | Audited 1.4.2024 to 31.3.2025 (12 months) RM | Audited 1.4.2023 to 31.3.2024 (12 months) RM | Audited 1.4.2022 to 31.3.2023 (12 months) RM |
|---|---|---|---|---|---|
| **Geographical markets** | | | | | |
| People's Republic of China | 65,538,820 | 39,154,209 | 67,473,042 | 56,123,800 | 35,170,987 |
| Taiwan | 15,465,300 | 22,652,842 | 39,997,154 | 19,135,998 | 18,003,825 |
| United States of America | 5,137,020 | - | - | - | - |
| Malaysia | 1,665,000 | - | 9,704,339 | - | 3,983,750 |
| Singapore | 1,588,882 | 1,236,600 | 1,236,600 | 1,803,435 | - |
| Hong Kong | - | 1,035,711 | 1,091,865 | - | - |
| **Total revenue from contracts with customers** | 89,395,022 | 64,079,362 | 119,503,000 | 77,063,233 | 57,158,562 |
| **Timing of revenue recognition** | | | | | |
| At a point in time | 1,285,875 | 2,141,687 | 6,200,785 | 2,030,063 | 5,919,029 |
| Over time | 88,109,147 | 61,937,675 | 113,302,215 | 75,033,170 | 51,239,533 |
| **Total revenue from contracts with customers** | 89,395,022 | 64,079,362 | 119,503,000 | 77,063,233 | 57,158,562 |

17.2 **Contract balances**

| | Audited 31.10.2025 RM | Audited 31.3.2025 RM | Audited 31.3.2024 RM | Audited 31.3.2023 RM |
|---|---|---|---|---|
| Trade receivables (Note 7) | 46,382,009 | 26,610,225 | 14,045,107 | - |
| Contract assets (Note 8) | 5,928,051 | 525,076 | - | - |
| Contract liabilities (Note 8) | - | - | - | (11,500,409) |

17.3 **Performance obligations**

The performance obligations of the respective revenue are as follows:

(i) **Silicon IP**

The Group has entered into agreements with the customers where under the terms of the contracts, the control of the silicon IP is transferred over time as the customer simultaneously receives and consumes the benefits provided by the Group. Depending on the type of the silicon IP, the silicon IP can be delivered in multiple stages due to the complexity of the silicon IP being delivered, and the need for the customers to integrate the silicon IP with other IP building blocks in their chip designs.

Revenue from silicon IP is therefore recognised over time by reference to the stage of completion of the project, measured based on the engineer hours spent on the work performed to date as a percentage of the estimated total project hours.

Certain revenue from silicon IP are recognised at a point in time upon granting the right to use the silicon IP, as stated in the agreements with the customers.

Variable consideration

In certain contracts, the Group is entitled to additional revenue if the silicon IP meets certain performance targets specified in the contract.

If the consideration in a contract includes a variable amount, the Group estimates the amount of variable consideration to which it will be entitled to exchange for meeting the performance targets. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

(ii) **Custom ASIC**

The Group has entered into agreements with the customers where under the terms of the contracts, the control of the custom ASIC design is transferred over time as the customer simultaneously receives and consumes the benefits provided by the Group. Depending on the type of the custom ASIC design, the custom ASIC design can be delivered in multiple stages due to the complexity of the custom ASIC design being delivered.

Revenue from custom ASIC design is therefore recognised over time by reference to the stage of completion of the project, measured based on the engineer hours spent on the work performed to date as a percentage of the estimated total project hours.

The physical integrated circuits ("IC") fabricated from the custom ASIC design will be recognised at a point in time when the control of the physical IC is transferred to the customers, generally on delivery of the physical IC.

(iii) **Others**

Others refer to the revenue arising from the design support services and design of memory test system which are recognised at a point in time when the services are rendered and completed.

**Unsatisfied performance obligations**

The transaction price allocated to the remaining performance obligations (unsatisfied or partially satisfied) under revenue from silicon IP and custom ASIC to be fulfilled as follows:

| | Audited | | | |
|---|---|---|---|---|
| | **31.10.2025 RM** | **31.3.2025 RM** | **31.3.2024 RM** | **31.3.2023 RM** |
| Within one year | 34,805,152 | 29,495,988 | 15,519,730 | 24,866,760 |
| More than one year and less than five years | 49,254,112 | 3,900,728 | 9,622,325 | - |

18. **COST OF SALES**

Included in the cost of sales is employee benefits expenses paid to engineers amounting to RM39,344,094 (1.4.2024 to 31.10.2024: RM27,917,434; 1.4.2024 to 31.3.2025: RM54,924,187; 1.4.2023 to 31.3.2024: RM36,737,142; 1.4.2022 to 31.3.2023: RM21,088,402) as disclosed in Note 23 to the financial statements.

## 13. ACCOUNTANTS' REPORT *(Cont'd)*

### 19. OTHER INCOME

| | Audited 1.4.2025 to 31.10.2025 (7 months) RM | Unaudited 1.4.2024 to 31.10.2024 (7 months) RM | Audited 1.4.2024 to 31.3.2025 (12 months) RM | Audited 1.4.2023 to 31.3.2024 (12 months) RM | Audited 1.4.2022 to 31.3.2023 (12 months) RM |
|---|---|---|---|---|---|
| Amortisation of government grants | 16,770 | 83,988 | 103,567 | 4,079,661 | 131,857 |
| Fair value gain on other investments | 85,901 | 52,516 | 151,521 | 361,364 | - |
| Gain on derecognition of right-of-use assets and lease liabilities | 78,441 | - | - | - | - |
| Gain on disposal of other investments | 81,683 | 126,546 | 126,546 | 438,324 | - |
| Gain on foreign exchange: | | | | | |
| - realised | 18,537 | - | 84,301 | 77,643 | - |
| - unrealised | - | - | - | 1,366,312 | - |
| Miscellaneous income | 765,969 | 650,243 | 1,102,727 | 507,380 | 377,758 |
| | 1,047,301 | 913,293 | 1,568,662 | 6,830,684 | 509,615 |

### 20. FINANCE COST

| | Audited 1.4.2025 to 31.10.2025 (7 months) RM | Unaudited 1.4.2024 to 31.10.2024 (7 months) RM | Audited 1.4.2024 to 31.3.2025 (12 months) RM | Audited 1.4.2023 to 31.3.2024 (12 months) RM | Audited 1.4.2022 to 31.3.2023 (12 months) RM |
|---|---|---|---|---|---|
| Accretion of interest on lease liabilities | 110,501 | 123,855 | 200,056 | 171,380 | 91,346 |

## 13. ACCOUNTANTS' REPORT *(Cont'd)*

### 21. FINANCE INCOME

| | Audited 1.4.2025 to 31.10.2025 (7 months) RM | Unaudited 1.4.2024 to 31.10.2024 (7 months) RM | Audited 1.4.2024 to 31.3.2025 (12 months) RM | Audited 1.4.2023 to 31.3.2024 (12 months) RM | Audited 1.4.2022 to 31.3.2023 (12 months) RM |
|---|---|---|---|---|---|
| Interest income from: | | | | | |
| - current accounts | 572,255 | 290,125 | 621,517 | 278,199 | 281,238 |
| - fixed deposits with a licensed bank | - | - | - | 99,447 | - |
| - other investments | - | 52,063 | 52,063 | 732,923 | 256,406 |
| | 572,255 | 342,188 | 673,580 | 1,110,569 | 537,644 |

### 22. PROFIT BEFORE TAX

This is arrived at:

| | Audited 1.4.2025 to 31.10.2025 (7 months) RM | Unaudited 1.4.2024 to 31.10.2024 (7 months) RM | Audited 1.4.2024 to 31.3.2025 (12 months) RM | Audited 1.4.2023 to 31.3.2024 (12 months) RM | Audited 1.4.2022 to 31.3.2023 (12 months) RM |
|---|---|---|---|---|---|
| After charging: | | | | | |
| Amortisation of intangible assets | 442,671 | 299,384 | 609,793 | 14,438 | 4,306 |
| Depreciation of: | | | | | |
| - plant and equipment | 4,642,810 | 2,606,265 | 5,145,295 | 1,594,077 | 1,022,792 |
| - right-of-use assets | 756,531 | 688,999 | 1,184,381 | 871,949 | 482,706 |
| Directors' fees | 80,500 | - | 17,375 | - | - |
| Employee benefits expenses (Note 23) | 41,518,749 | 30,726,675 | 60,116,815 | 40,262,177 | 22,537,320 |
| Expense relating to leases of low-value assets | 7,890 | 7,326 | 14,502 | 9,420 | 5,562 |
| Expense relating to short-term leases | 144,461 | 11,755 | 82,181 | 534,906 | 29,478 |
| Fair value loss on other investments | - | - | - | - | 99,954 |
| Intangible assets written off | 1,728 | 9,114 | 9,114 | - | - |
| License fees | 3,862,077 | 2,678,811 | 4,775,863 | 3,144,668 | 1,045,687 |

**13. ACCOUNTANTS' REPORT** *(Cont'd)*

| | Audited 1.4.2025 to 31.10.2025 (7 months) RM | Unaudited 1.4.2024 to 31.10.2024 (7 months) RM | Audited 1.4.2024 to 31.3.2025 (12 months) RM | Audited 1.4.2023 to 31.3.2024 (12 months) RM | Audited 1.4.2022 to 31.3.2023 (12 months) RM |
|---|---|---|---|---|---|
| Loss on disposal of plant and equipment | - | - | - | - | 7,328 |
| Loss on foreign exchange: | | | | | |
| - realised | 804,984 | 780,225 | 5,925 | - | - |
| - unrealised | 1,525,437 | 1,316,883 | 1,170,660 | 757 | 1,573,216 |
| Refund of government grants | - | - | - | 603,742 | - |

23. **EMPLOYEE BENEFITS EXPENSES**

| | Audited 1.4.2025 to 31.10.2025 (7 months) RM | Unaudited 1.4.2024 to 31.10.2024 (7 months) RM | Audited 1.4.2024 to 31.3.2025 (12 months) RM | Audited 1.4.2023 to 31.3.2024 (12 months) RM | Audited 1.4.2022 to 31.3.2023 (12 months) RM |
|---|---|---|---|---|---|
| Salaries, bonus, allowances and incentive | 37,344,051 | 27,291,053 | 53,393,912 | 35,727,820 | 20,135,597 |
| Defined contribution plan ("EPF") | 3,908,120 | 3,249,301 | 6,319,374 | 4,323,390 | 2,293,128 |
| Social security contribution ("SOCSO") | 240,912 | 167,617 | 366,171 | 189,608 | 97,900 |
| Employment insurance scheme ("EIS") | 25,666 | 18,704 | 37,358 | 21,359 | 10,695 |
| | 41,518,749 | 30,726,675 | 60,116,815 | 40,262,177 | 22,537,320 |
| Less: Charge to cost of sales (Note 18) | (39,344,094) | (27,917,434) | (54,924,187) | (36,737,142) | (21,088,402) |
| | 2,174,655 | 2,809,241 | 5,192,628 | 3,525,035 | 1,448,918 |

**13. ACCOUNTANTS' REPORT** *(Cont'd)*

Included in the employee benefits expenses is directors' emoluments as shown below:

| | Audited 1.4.2025 to 31.10.2025 (7 months) RM | Unaudited 1.4.2024 to 31.10.2024 (7 months) RM | Audited 1.4.2024 to 31.3.2025 (12 months) RM | Audited 1.4.2023 to 31.3.2024 (12 months) RM | Audited 1.4.2022 to 31.3.2023 (12 months) RM |
|---|---|---|---|---|---|
| ***Executive directors*** | | | | | |
| Salaries, allowances and incentive | 1,163,504 | 1,616,480 | 2,769,679 | 1,908,679 | 798,880 |
| EPF | 221,073 | 307,134 | 526,142 | 362,656 | 151,938 |
| SOCSO | 1,250 | 1,070 | 1,963 | 1,783 | 952 |
| EIS | 83 | 71 | 131 | 119 | 59 |
| | 1,385,910 | 1,924,755 | 3,297,915 | 2,273,237 | 951,829 |
| ***Non-executive directors*** | | | | | |
| Allowances | 5,375 | - | 8,750 | - | - |
| | 1,391,285 | 1,924,755 | 3,306,665 | 2,273,237 | 951,829 |

24. **TAXATION**

| | Audited 1.4.2025 to 31.10.2025 (7 months) RM | Unaudited 1.4.2024 to 31.10.2024 (7 months) RM | Audited 1.4.2024 to 31.3.2025 (12 months) RM | Audited 1.4.2023 to 31.3.2024 (12 months) RM | Audited 1.4.2022 to 31.3.2023 (12 months) RM |
|---|---|---|---|---|---|
| Malaysian income tax: | | | | | |
| Based on results for the financial period/year | | | | | |
| - Current tax | (125,000) | - | (250,000) | (300,000) | - |
| - Deferred tax relating to the origination and reversal of temporary differences | (249,000) | (606,000) | (747,000) | (418,000) | 68,000 |
| | (374,000) | (606,000) | (997,000) | (718,000) | 68,000 |
| (Under)/Over provision in prior year | | | | | |
| - Current tax | - | - | (59,442) | (129,035) | (3,465) |
| - Deferred tax | (476,000) | - | 1,000 | (9,000) | 177,000 |
| | (476,000) | - | (58,442) | (138,035) | 173,535 |
| | (850,000) | (606,000) | (1,055,442) | (856,035) | 241,535 |

**13. ACCOUNTANTS' REPORT** *(Cont'd)*

The reconciliation of taxation of the Group is as follows:

| | Audited 1.4.2025 to 31.10.2025 (7 months) RM | Unaudited 1.4.2024 to 31.10.2024 (7 months) RM | Audited 1.4.2024 to 31.3.2025 (12 months) RM | Audited 1.4.2023 to 31.3.2024 (12 months) RM | Audited 1.4.2022 to 31.3.2023 (12 months) RM |
|---|---|---|---|---|---|
| Profit before tax | 31,860,839 | 22,708,590 | 36,998,653 | 34,563,538 | 28,399,456 |
| Income tax at Malaysian statutory tax rate of 24% | (7,646,601) | (5,450,062) | (8,879,677) | (8,295,249) | (6,815,869) |
| Income not subject to tax | 63,071 | 63,132 | 91,592 | 191,925 | - |
| Expenses not deductible for tax purposes | (2,021,836) | (736,474) | (312,862) | (11,548) | (245,551) |
| Pioneer income not subject to tax | 7,930,392 | 5,517,404 | 8,103,947 | 7,396,872 | 7,129,420 |
| Foreign income not subject to tax | 1,300,974 | - | - | - | - |
| | (374,000) | (606,000) | (997,000) | (718,000) | 68,000 |
| (Under)/Over provision in prior year | (476,000) | - | (58,442) | (138,035) | 173,535 |
| | (850,000) | (606,000) | (1,055,442) | (856,035) | 241,535 |

The Group has been granted pioneer status of tax exemption on 100% of statutory income for five years from 10 September 2020 to 9 September 2025 under Section 127(3A) of the Income Tax Act 1967, for the activities of design and development of IC, sales of silicon IP, software and ASIC.

The Company has, on 9 June 2025, submitted an application to the Malaysian Investment Development Authority for income tax exemption incentive under promoted activities for IC design.

A Vietnam subsidiary, SCSVCL, has obtained confirmation from the Department of Science and Technology of Da Nang City on 30 September 2025 that it is an enterprise operating in the semiconductor sector, and is therefore entitled to the 5-year corporate income tax exemption commencing from May 2025.

25. **EARNINGS PER SHARE**

**Basic earnings per share**

Basic earnings per share of the Group is calculated by dividing the profit attributable to owners of the Company for the financial period/year by the weighted average number of ordinary shares in issue during the financial period/year:

**13. ACCOUNTANTS' REPORT** *(Cont'd)*

| | Audited 1.4.2025 to 31.10.2025 (7 months) | Unaudited 1.4.2024 to 31.10.2024 (7 months) | Audited 1.4.2024 to 31.3.2025 (12 months) | Audited 1.4.2023 to 31.3.2024 (12 months) | Audited 1.4.2022 to 31.3.2023 (12 months) |
|---|---|---|---|---|---|
| Profit attributable to owners of the Company (RM) | 31,010,839 | 22,102,590 | 35,943,211 | 33,707,503 | 28,640,991 |
| Weighted average number of ordinary shares in issue | 301,228,435 | 300,000,001 | 300,000,001 | 267,486,340 | 179,178,083 |
| Basic earnings per share (sen) | 10.29 | 7.37 | 11.98 | 12.60 | 15.98 |

**Diluted earnings per share**

Diluted earnings per share of the Group is calculated by dividing the profit attributable to owners of the Company for the financial period/year by the weighted average number of ordinary shares in issue during the financial period/year after adjusting for the dilutive effects of all potential ordinary shares:

| | Audited 1.4.2025 to 31.10.2025 (7 months) | Unaudited 1.4.2024 to 31.10.2024 (7 months) | Audited 1.4.2024 to 31.3.2025 (12 months) | Audited 1.4.2023 to 31.3.2024 (12 months) | Audited 1.4.2022 to 31.3.2023 (12 months) |
|---|---|---|---|---|---|
| Profit attributable to owners of the Company (RM) | 31,010,839 | 22,102,590 | 35,943,211 | 33,707,503 | 28,640,991 |
| Weighted average number of ordinary shares in issue | 301,228,435 | 300,000,001 | 300,000,001 | 267,486,340 | 179,178,083 |
| Adjustment for conversion of ICPS | 15,593,900 | - | 12,500,000 | - | - |
| | 316,822,335 | 300,000,001 | 312,500,001 | 267,486,340 | 179,178,083 |
| Diluted earnings per share (sen) | 9.79 | 7.37 | 11.50 | 12.60 | 15.98 |

**13. ACCOUNTANTS' REPORT** *(Cont'd)*

26. **DIVIDENDS**

| | Audited 1.4.2025 to 31.10.2025 (7 months) RM | Unaudited 1.4.2024 to 31.10.2024 (7 months) RM | Audited 1.4.2024 to 31.3.2025 (12 months) RM | Audited 1.4.2023 to 31.3.2024 (12 months) RM | Audited 1.4.2022 to 31.3.2023 (12 months) RM |
|---|---|---|---|---|---|
| **In respect of the financial year ended 31 March 2024:** | | | | | |
| - First interim single tier dividend of approximately RM0.017 per share | - | - | - | 5,000,000 | - |
| - Second interim single tier dividend of approximately RM0.012 per share | - | - | - | 3,500,000 | - |
| - Special interim single tier dividend of approximately RM0.035 per share | - | - | - | 10,500,000 | - |
| **In respect of the financial year ended 31 March 2023:** | | | | | |
| - Interim single tier dividend of RM0.035 per share | - | - | - | - | 7,000,000 |
| **In respect of the financial year ended 31 March 2022:** | | | | | |
| - Third interim single tier dividend of RM0.02 per share | - | - | - | - | 2,000,000 |
| | - | - | - | 19,000,000 | 9,000,000 |

27. **SEGMENTAL INFORMATION**

**By business segments**

The management determines the business segments based on the reports reviewed and used by the directors for strategic decisions making and resources allocation.

The Group has only one reportable business segment which relates principally to the provision of semiconductor intellectual property, integrated circuit manufacturing, software design and development and engineering consultation. Accordingly, no business segmental information is presented.

**By geographical segments**

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers as disclosed in Note 17.1 to the financial statements. Segment assets are based on the geographical location of assets.

| | Audited | | | |
|---|---|---|---|---|
| | Non-current assets | | | |
| | **31.10.2025** | **31.3.2025** | **31.3.2024** | **31.3.2023** |
| | **RM** | **RM** | **RM** | **RM** |
| Malaysia | 60,266,979 | 43,728,138 | 18,621,317 | 7,116,381 |
| Singapore | 4,189,133 | 4,669,539 | - | - |
| | 64,456,112 | 48,397,677 | 18,621,317 | 7,116,381 |

**Information about major customers**

The following are major customers which individually contributed to more than 10% of the Group's total revenue:

| | **Audited** | **Unaudited** | **Audited** | | |
|---|---|---|---|---|---|
| | **1.4.2025 to 31.10.2025 (7 months)** | **1.4.2024 to 31.10.2024 (7 months)** | **1.4.2024 to 31.3.2025 (12 months)** | **1.4.2023 to 31.3.2024 (12 months)** | **1.4.2022 to 31.3.2023 (12 months)** |
| | **RM** | **RM** | **RM** | **RM** | **RM** |
| Customer 1 | - | * | 12,066,410 | 19,135,998 | 18,003,825 |
| Customer 2 | 8,974,683 | * | * | 18,896,562 | 33,235,707 |
| Customer 3 | * | 16,621,709 | 32,228,682 | 15,610,879 | - |
| Customer 4 | - | * | * | 9,315,647 | - |
| Customer 5 | * | 17,006,982 | 27,930,744 | - | - |
| Customer 6 | 21,799,199 | * | * | - | - |
| Customer 7 | 12,724,500 | - | - | - | - |
| Customer 8 | 11,618,750 | - | - | - | - |
| Customer 9 | 9,362,943 | - | - | - | - |
| | 64,480,075 | 33,628,691 | 72,225,836 | 62,959,086 | 51,239,532 |

* Not applicable as the contribution is less than 10% of the Group's total revenue.

28. **RELATED PARTY DISCLOSURES**

(i) **Identity of related party**

The Group has related party relationships with its key management personnel and the following party:

| Related party | | Relationship |
|---|---|---|
| ICWorks Sdn. Bhd. (in the process of winding up) | : | A company in which the directors of the Company have substantial financial interests. |

(ii) **Significant related party transactions**

Significant related party transactions have been entered into at terms agreed between the parties during the financial period/year.

| | Audited 1.4.2025 to 31.10.2025 (7 months) RM | Unaudited 1.4.2024 to 31.10.2024 (7 months) RM | Audited 1.4.2024 to 31.3.2025 (12 months) RM | Audited 1.4.2023 to 31.3.2024 (12 months) RM | Audited 1.4.2022 to 31.3.2023 (12 months) RM |
|---|---|---|---|---|---|
| Sales of silicon IP to a related party | - | - | - | - | 3,983,750 |
| Transfer of plant and equipment from a related party | - | - | - | 132,663 | - |
| Transfer of deposits from a related party | - | - | - | 81,880 | - |

(iii) **Compensation of key management personnel**

Key management personnel are defined as those persons including directors having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly.

**13. ACCOUNTANTS' REPORT** *(Cont'd)*

The remuneration of the directors and other members of key management personnel during the financial period/year is as follows:

| | Audited 1.4.2025 to 31.10.2025 (7 months) RM | Unaudited 1.4.2024 to 31.10.2024 (7 months) RM | Audited 1.4.2024 to 31.3.2025 (12 months) RM | Audited 1.4.2023 to 31.3.2024 (12 months) RM | Audited 1.4.2022 to 31.3.2023 (12 months) RM |
|---|---|---|---|---|---|
| Fees | 80,500 | - | 17,375 | - | - |
| Salaries, bonus, allowances and incentive | 2,436,735 | 2,382,930 | 4,361,321 | 2,106,420 | 798,880 |
| EPF | 373,118 | 398,919 | 715,594 | 386,390 | 151,938 |
| SOCSO | 3,958 | 2,677 | 5,400 | 2,711 | 952 |
| EIS | 333 | 204 | 430 | 218 | 59 |
| | 2,894,644 | 2,784,730 | 5,100,120 | 2,495,739 | 951,829 |
| Analysed as: | | | | | |
| Directors | 1,471,785 | 1,924,755 | 3,324,040 | 2,273,237 | 951,829 |
| Other key management personnel | 1,422,859 | 859,975 | 1,776,080 | 222,502 | - |
| | 2,894,644 | 2,784,730 | 5,100,120 | 2,495,739 | 951,829 |

29. **CAPITAL COMMITMENTS**

| | Audited 31.10.2025 RM | Audited 31.3.2025 RM | Audited 31.3.2024 RM | Audited 31.3.2023 RM |
|---|---|---|---|---|
| Contracted but not provided for: | | | | |
| - Plant and equipment | 167,780 | 509,603 | - | 66,270 |

30. **FINANCIAL INSTRUMENTS**

30.1 **Categories of financial instruments**

The table below provides an analysis of financial instruments categorised as amortised cost ("AC") and FVTPL.

| | Carrying amount RM | AC RM | FVTPL RM |
|---|---|---|---|
| **Audited 31.10.2025** | | | |
| **Financial assets** | | | |
| Trade and other receivables (excluding prepayments) | 47,109,082 | 47,109,082 | - |
| Other investments | 7,506,588 | - | 7,506,588 |
| Cash and bank balances | 57,632,670 | 57,632,670 | - |
| | 112,248,340 | 104,741,752 | 7,506,588 |

**13. ACCOUNTANTS' REPORT** *(Cont'd)*

| | Carrying amount RM | AC RM | FVTPL RM |
|---|---|---|---|
| **Financial liability** | | | |
| Other payables | 3,796,334 | 3,796,334 | - |
| **Audited 31.3.2025** | | | |
| **Financial assets** | | | |
| Trade and other receivables (excluding non-refundable deposits and prepayments) | 27,042,150 | 27,042,150 | - |
| Other investments | 7,339,448 | - | 7,339,448 |
| Cash and bank balances | 42,450,627 | 42,450,627 | - |
| | 76,832,225 | 69,492,777 | 7,339,448 |
| **Financial liability** | | | |
| Other payables | 2,702,559 | 2,702,559 | - |
| **Audited 31.3.2024** | | | |
| **Financial assets** | | | |
| Trade and other receivables (excluding prepayments) | 14,491,207 | 14,491,207 | - |
| Other investments | 22,549,575 | - | 22,549,575 |
| Cash and bank balances | 24,869,629 | 24,869,629 | - |
| | 61,910,411 | 39,360,836 | 22,549,575 |
| **Financial liability** | | | |
| Other payables (excluding dividend payable) | 4,955,224 | 4,955,224 | - |
| **Audited 31.3.2023** | | | |
| **Financial assets** | | | |
| Trade and other receivables (excluding prepayments) | 280,753 | 280,753 | - |
| Other investments | 31,463,469 | - | 31,463,469 |
| Cash and bank balances | 29,457,462 | 29,457,462 | - |
| | 61,201,684 | 29,738,215 | 31,463,469 |
| **Financial liability** | | | |
| Other payables (excluding dividend payable) | 758,707 | 758,707 | - |

30.2 **Financial risk management**

The Group is exposed to a variety of financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk, interest rate risk, foreign currency risk and equity price risk. The Group operates within clearly defined guidelines that are approved by the Board of Directors and the Group's policy is not to engage in speculative activities.

30.3 **Credit risk**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group's exposure to credit risk arises principally from its trade receivables.

**Trade receivables**

The Group extends credit terms to customers that range between 7 to 60 days (31.3.2025: 7 to 30 days; 31.3.2024: 7 to 45 days; 31.3.2023: Nil). In deciding whether credit shall be extended, the Group will take into consideration factors such as relationship with the customer, its payment history and credit worthiness. The Group subjects new customers to credit verification procedures. In addition, receivables balances are monitored on an on-going basis with the result that the Group's exposure to bad debts is not significant.

The maximum exposure to credit risk arising from trade receivables is represented by the carrying amount as disclosed in Note 7 to the financial statements.

The ageing analysis of trade receivables of the Group as at the end of the reporting period is as follows:

| | Audited | | | |
|---|---|---|---|---|
| | **31.10.2025** | **31.3.2025** | **31.3.2024** | **31.3.2023** |
| | **RM** | **RM** | **RM** | **RM** |
| Not past due | 14,707,824 | 5,674,880 | 244,634 | - |
| 1 to 60 days past due | 9,487,185 | 20,789,535 | 8,919,637 | - |
| 61 to 120 days past due | 3,139,375 | - | 3,548,248 | - |
| More than 120 days past due | 19,047,625 | 145,810 | 1,332,588 | - |
| | 31,674,185 | 20,935,345 | 13,800,473 | - |
| Total | 46,382,009 | 26,610,225 | 14,045,107 | - |

The significant concentration of credit risk of the Group as at the end of the reporting period is as follows:

| | Audited | | | |
|---|---|---|---|---|
| | **31.10.2025** | **31.3.2025** | **31.3.2024** | **31.3.2023** |
| Number of customers | 4 | 4 | 4 | - |
| Outstanding balance over total trade receivables | 59% | 95% | 93% | - |

Trade receivables that are neither past due nor impaired are creditworthy customers with good payment record with the Group. None of the Group's trade receivables that are neither past due nor impaired have been renegotiated during the financial period/year.

Trade receivables that are past due but not impaired are due to the management is of the view that these debts will be collected in due course.

**Maximum exposure to credit risk**

The Group regards the entire trade receivables to be low risk.

In managing the credit risk of the trade receivables, the Group manages its debtors and takes appropriate actions (including but not limited to legal actions) to recover long overdue balances. The Group measures the allowance for ECL of trade receivables at an amount equal to lifetime ECL using a simplified approach. The ECL on trade receivables is estimated based on past default experience and an analysis of the trade receivables' current financial position, adjusted for factors that are specific to the trade receivables such as liquidation and bankruptcy. Forward looking information such as gross domestic products rate has been incorporated in determining the ECL.

Trade receivables are usually collectible and the Group does not have much historical bad debts written off or impairment of trade receivables. There are circumstances where the settlement of trade receivables will take longer than the credit terms given to the customers. The delay in settlement is mainly due to administrative matter. No ECL is provided during the financial period/years under review based on the above assessment as the impact to the Group's financial statements is not material.

30.4 **Liquidity risk**

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as and when they fall due. The Group actively manages its debt maturity profile, operating cash flows and availability of funding so as to ensure that all repayment and funding needs are met. As part of its overall prudent liquidity management, the Group maintains sufficient levels of cash and cash equivalents to meet its working capital requirements.

The table below summarises the maturity profile of the Group's financial liabilities as at the end of each reporting period based on the undiscounted contractual payments:

| | Carrying amount RM | Contractual cash flows RM | Within one year RM | More than one year and less than five years RM | More than five years RM |
|---|---|---|---|---|---|
| **Audited 31.10.2025** | | | | | |
| ***Non-derivative financial liabilities*** | | | | | |
| Other payables | 3,796,334 | 3,796,334 | 3,796,334 | - | - |
| Lease liabilities | 5,826,445 | 6,454,939 | 1,740,643 | 3,989,061 | 725,235 |
| Total undiscounted financial liabilities | 9,622,779 | 10,251,273 | 5,536,977 | 3,989,061 | 725,235 |
| **Audited 31.3.2025** | | | | | |
| ***Non-derivative financial liabilities*** | | | | | |
| Other payables | 2,702,559 | 2,702,559 | 2,702,559 | - | - |
| Lease liabilities | 3,196,306 | 3,437,226 | 1,343,285 | 2,093,941 | - |
| Total undiscounted financial liabilities | 5,898,865 | 6,139,785 | 4,045,844 | 2,093,941 | - |

**13. ACCOUNTANTS' REPORT** *(Cont'd)*

| | Carrying amount RM | Contractual cash flows RM | Within one year RM | More than one year and less than five years RM | More than five years RM |
|---|---|---|---|---|---|
| **Audited 31.3.2024** | | | | | |
| ***Non-derivative financial liabilities*** | | | | | |
| Other payables (excluding dividend payable) | 4,955,224 | 4,955,224 | 4,955,224 | - | - |
| Lease liabilities | 4,313,076 | 4,754,051 | 1,335,725 | 3,418,326 | - |
| Total undiscounted financial liabilities | 9,268,300 | 9,709,275 | 6,290,949 | 3,418,326 | - |
| **Audited 31.3.2023** | | | | | |
| ***Non-derivative financial liabilities*** | | | | | |
| Other payables (excluding dividend payable) | 758,707 | 758,707 | 758,707 | - | - |
| Lease liabilities | 3,070,112 | 3,395,776 | 723,725 | 2,484,499 | 187,552 |
| Total undiscounted financial liabilities | 3,828,819 | 4,154,483 | 1,482,432 | 2,484,499 | 187,552 |

30.5 **Interest rate risk**

The Group's fixed rate instruments are exposed to a risk of change in its fair value due to changes in interest rates.

The interest rate profile of the Group's interest bearing financial instruments based on their carrying amounts as at the end of the reporting period is as follows:

| | Audited | | | |
|---|---|---|---|---|
| | 31.10.2025 RM | 31.3.2025 RM | 31.3.2024 RM | 31.3.2023 RM |
| **Fixed rate instruments** | | | | |
| Financial assets | 32,626,074 | 5,853,063 | 3,917,964 | 11,516,060 |

**Sensitivity analysis for fixed rate instruments**

The Group does not account for any fixed rate financial assets and liabilities at FVTPL, and the Group does not designate derivatives as hedging instruments under a fair value hedge accounting model. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

30.6 **Foreign currency risk**

The objectives of the Group's foreign exchange policies are to allow the Group to manage exposures that arise from business activities effectively within a framework of controls that does not expose the Group to unnecessary foreign exchange risks.

The Group is exposed to foreign currency risk mainly on sales that are denominated in currencies other than the functional currency of the Company. The Group also holds cash and bank balances denominated in foreign currencies for working capital purposes. The currencies giving rise to this risk are primarily United States Dollar ("USD") and Renminbi ("RMB").

**Sensitivity analysis for foreign currency risk**

The following table demonstrates the sensitivity to a reasonably possible change in the foreign currencies exchange rates against RM, with all other variables held constant, of the Group's profit before tax and equity. A 10% strengthening of RM against the following currencies at the end of the reporting period would have decreased profit before tax and equity by the amount shown below and a corresponding weakening would have an equal but opposite effect. This analysis is based on foreign currency exchange rate variances that the Group considered to be reasonably possible at the end of the reporting period.

| | Audited | | | |
|---|---|---|---|---|
| | **31.10.2025 RM** | **31.3.2025 RM** | **31.3.2024 RM** | **31.3.2023 RM** |
| USD | 8,747,794 | 4,071,507 | 3,157,193 | 2,899,371 |
| RMB | 2,423 | 4,117 | 471,100 | 1,499 |
| Decrease in profit before tax | 8,750,217 | 4,075,624 | 3,628,293 | 2,900,870 |
| Decrease in equity | 6,650,165 | 3,097,474 | 2,757,503 | 2,204,661 |

30.7 **Equity price risk**

Market price risk is the risk that the fair value or future cash flows of the Group's financial assets designated at FVTPL will fluctuate because of changes in market prices. Equity price risk arises from the Group's other investments which are the investments in bond and money market instruments.

Management of the Group monitors the investments in bond and money market instruments and it can be redeemed at any time upon notice given to the established asset management firm or financial institution.

**Sensitivity analysis for equity price risk**

A 1% increase in prices of the bond and money market instruments at the end of the reporting period, with all other variables held constant, would have increased the Group's profit before tax and equity by the amount shown below, and a decrease would have an equal but opposite effect, arising as a result of higher/lower fair value gain on other investments.

| | Audited | | | |
|---|---|---|---|---|
| | **31.10.2025 RM** | **31.3.2025 RM** | **31.3.2024 RM** | **31.3.2023 RM** |
| Increase in profit before tax and equity | 75,066 | 73,394 | 225,496 | 314,635 |

31. **FAIR VALUE MEASUREMENT**

The carrying amounts of the Group's financial assets (other than other investments) and financial liabilities as at the end of the reporting period approximate their fair values due to their short-term nature.

**13. ACCOUNTANTS' REPORT** *(Cont'd)*

31.1 **Financial assets that are measured at fair value on a recurring basis**

The table below analyses financial instruments measured at fair value at the end of the reporting period, by the level in the fair value hierarchy:

| | Level 1 RM | Level 2 RM | Level 3 RM | Total fair value RM | Carrying amount RM |
|---|---|---|---|---|---|
| **Audited 31.10.2025** | | | | | |
| **Financial asset** | | | | | |
| Other investments | 7,506,588 | - | - | 7,506,588 | 7,506,588 |
| **Audited 31.3.2025** | | | | | |
| **Financial asset** | | | | | |
| Other investments | 7,339,448 | - | - | 7,339,448 | 7,339,448 |
| **Audited 31.3.2024** | | | | | |
| **Financial asset** | | | | | |
| Other investments | 22,549,575 | - | - | 22,549,575 | 22,549,575 |
| **Audited 31.3.2023** | | | | | |
| **Financial asset** | | | | | |
| Other investments | 31,463,469 | - | - | 31,463,469 | 31,463,469 |

**Level 1 fair value**

Level 1 fair value of the other investments is derived by reference to their quoted market prices in active markets at the end of reporting period.

**Policy on transfer between levels**

The fair value of an asset to be transferred between levels is determined as at the date of the event or change in circumstances that caused the transfer. There were no transfers between level 1, 2 and 3 during the financial period/year.

32. **CAPITAL MANAGEMENT**

The primary objective of the Group's capital management policy is to maintain a strong capital base to support its business and to maximise shareholders' value.

The Group manages its capital structure and makes adjustment to it in the light of changes in economic conditions or expansion of the Group. The Group may adjust the capital structure by issuing new shares, returning capital to shareholders or adjusting the amount of dividends to be paid to shareholders or sell assets to reduce debts. No changes were made in the objective, policy and process during the financial period/year under review as compared to the previous financial year.

33. **EVENTS AFTER REPORTING PERIOD**

(i) On 4 March 2026, the Company was awarded a grant of RM12 million by the Academy of Sciences Malaysia ("ASM") on behalf of the Ministry of Science, Technology and Innovation for the implementation of the Malaysia Science Endowment Advanced Packaging Research and Development Program by the Semiconductor Industry in collaboration with ASM.

The grant is to be disbursed based on reimbursement of eligible expenditures spent over a 24-month period and subject to the terms and conditions stipulated.

(ii) On 18 March 2026 and 7 April 2026 respectively, the Company has obtained the approvals from the Securities Commission Malaysia and Bursa Malaysia Securities Berhad in relation to the listing on Main Market of Bursa Malaysia Securities Berhad. As of the date of this report, the Company is in the process of completing the necessary procedures for its listing on Main Market of Bursa Malaysia Securities Berhad, which is anticipated to be in May 2026.

(iii) On 1 April 2026, the ICPS has been converted into ordinary shares of the Company on the basis of 1 ordinary share for every 1 ICPS held.

(iv) On 8 April 2026, the Company has undertaken the subdivision of 319,679,051 ordinary shares into 1,396,000,000 ordinary shares.

## 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 1 April 2026, 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.

| Word | | Meaning |
|---|---|---|
| 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)*

| Word | | Meaning |
|---|---|---|
| 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)*

| Word | | Meaning |
|---|---|---|
| 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)*

| Word | | Meaning |
|---|---|---|
| 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 198 – 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;

(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 199 – 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 200**

"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 201**

"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 wiling 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 202**

"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."

**Clause 203**

"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 204**

"Shareholders must approve the matters in Clauses 198 to 203 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 213 - 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 220**

"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 224**

"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 246**

"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;

(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 247**

"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 43 – 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 44**

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

**Clause 45**

"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 46**

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

### 14.2.4 Transfer of Shares

**Clause 41 - 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 57**

"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 59**

"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 60**

"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 63**

"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.

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.

**(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.

**(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/Periods 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 RM7.0 million at the Institutional Price.

### 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

Master Cornerstone Placement Agreement dated 13 April 2026 entered into between our Company, the Joint Bookrunners and the Cornerstone Investors, under which the Cornerstone Investors agree to acquire an aggregate of 155,000,000 IPO Shares, representing approximately 8.6% of the enlarged issued Shares, pursuant to the Institutional Offering at RM0.88 per IPO Share or the Institutional Price, whichever is lower, on the terms and subject to the conditions as set out in the Master Cornerstone Placement Agreement and the relevant individual cornerstone placement agreements.

### 14.6.7 Retail Underwriting Agreement

Retail Underwriting Agreement dated 13 April 2026 entered into between our Company, the Managing Underwriter and the Joint Underwriters to underwrite 135,327,200 IPO Shares under the Retail Offering at an underwriting commission calculated at the rate of up to 1.6% (exclusive of applicable tax) of the Retail Price, multiplied by the number of IPO Shares underwritten.

### 14.6.8 Lock-up agreement in relation to our IPO and Listing

Lock-up agreement dated 13 April 2026 issued by our Company to the Joint Bookrunners in relation to the lock-up arrangement for our IPO and Listing, details of which are set out in Section 4.7.3 of this Prospectus.

## 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.

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/Periods Under Review;

(iv) audited financial statements of each of our subsidiaries for the past three financial years (save for certain subsidiaries which are not required to prepare audited financial statements under their respective country's corporation laws);

(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.

## 15. PROCEDURES FOR APPLICATION

**THIS SUMMARY OF PROCEDURES FOR APPLICATION AND ACCEPTANCE DOES NOT CONTAIN THE DETAILED PROCEDURES AND FULL TERMS AND CONDITIONS AND YOU CANNOT RELY ON THIS SUMMARY FOR PURPOSES OF ANY APPLICATION FOR OUR IPO SHARES. YOU MUST REFER TO THE DETAILED PROCEDURES AND TERMS AND CONDITIONS AS SET OUT IN THE "DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE" ACCOMPANYING THE ELECTRONIC COPY OF OUR PROSPECTUS ON THE WEBSITE OF BURSA SECURITIES. YOU SHOULD ALSO CONTACT THE ISSUING HOUSE FOR FURTHER ENQUIRIES.**

**Unless otherwise defined, all words and expressions used in this Section shall carry the same meaning as ascribed to them in our Prospectus.**

**Unless the context otherwise requires, words used in the singular include the plural, and vice versa.**

### 15.1 OPENING AND CLOSING OF APPLICATION

OPENING OF THE APPLICATION PERIOD : 10.00 A.M., 29 APRIL 2026

CLOSING OF THE APPLICATION PERIOD FOR THE RETAIL OFFERING : 5.00 P.M., 6 MAY 2026

CLOSING OF THE APPLICATION PERIOD FOR THE INSTITUTIONAL OFFERING : 5.00 P.M., 7 MAY 2026

In the event there is any change to the dates and times stated above, we will advertise the notice of changes in widely circulated English and Bahasa Malaysia daily newspapers within Malaysia and make an announcement on Bursa Securities' website.

**Late Applications will not be accepted.**

### 15.2 METHODS OF APPLICATION

#### 15.2.1 Application of our IPO Shares under the Retail Offering

All Applications must accord with our Prospectus and our Constitution. The submission of an Application Form does not mean that the Application will succeed.

| Types of Application and category of investors | Application method |
|---|---|
| Applications by the Eligible Persons | Pink Application Form only |
| Applications by the Malaysian Public: | |
| (i) Individuals | White Application Form or Electronic Share Application or Internet Share Application |
| (ii) Non-individuals | White Application Form only |

#### 15.2.2 Application of our IPO Shares under the Institutional Offering

Institutional and selected investors who have been allocated our IPO Shares under the Institutional Offering will be contacted directly by the Lead Bookrunner and Joint Bookrunners and should follow the instructions as communicated by the Lead Bookrunner and Joint Bookrunners.

## 15. PROCEDURES FOR APPLICATION *(Cont'd)*

### 15.3 ELIGIBILITY

#### 15.3.1 General

You must have a CDS account and a correspondence address in Malaysia. If you do not have a CDS account, you may open a CDS account by contacting any of the ADAs set out in the list of ADAs accompanying the electronic copy of our Prospectus on the website of Bursa Securities. The CDS account must be in your own name. **Invalid, nominee or third party CDS accounts** will not be accepted for the Applications.

Only **ONE** Application Form for each category from each applicant will be considered and **APPLICATIONS MUST BE FOR AT LEAST 100 IPO SHARES OR MULTIPLES OF 100 IPO SHARES.**

**MULTIPLE APPLICATIONS WILL NOT BE ACCEPTED UNLESS EXPRESSLY ALLOWED IN THESE TERMS AND CONDITIONS. AN APPLICANT WHO SUBMITS MULTIPLE APPLICATIONS IN HIS OWN NAME OR BY USING THE NAME OF OTHERS, WITH OR WITHOUT THEIR CONSENT, COMMITS AN OFFENCE UNDER SECTION 179 OF THE CMSA AND IF CONVICTED, MAY BE PUNISHED WITH A MINIMUM FINE OF RM 1,000,000 AND A JAIL TERM OF UP TO 10 YEARS UNDER SECTION 182 OF THE CMSA.**

**AN APPLICANT IS NOT ALLOWED TO SUBMIT MULTIPLE APPLICATIONS IN THE SAME CATEGORY OF APPLICATION. PERSONS SUBMITTING THEIR APPLICATIONS BY WAY OF APPLICATION FORMS MAY NOT SUBMIT APPLICATIONS BY WAY OF ELECTRONIC SHARE APPLICATION OR INTERNET SHARE APPLICATION AND VICE VERSA.**

**AN APPLICANT WHO WISHES TO SUBMIT APPLICATIONS USING A JOINT BANK ACCOUNT MUST CONTACT THE FINANCIAL INSTITUTION HANDLING THE APPLICATIONS TO ENSURE THAT THE NAME ON THE JOINT BANK ACCOUNT MATCHES THE NAME ON THEIR CDS ACCOUNT. THIS STEP MINIMISES THE RISK OF REJECTION OF IPO APPLICATIONS DUE TO NAME DISCREPANCIES. OUR COMPANY, PRINCIPAL ADVISER AND ISSUING HOUSE ARE NOT RESPONSIBLE FOR ANY ISSUES ARISING THEREAFTER.**

#### 15.3.2 Application by the Malaysian Public

You can only apply for our IPO Shares if you fulfil all of the following:

(i) you must be one of the following:

  (a) a Malaysian citizen who is at least 18 years old as at the date of the Application for our IPO Shares; or

  (b) a corporation/institution incorporated in Malaysia with a majority of Malaysian citizens on your board of directors/trustees and if you have a share capital, more than half of the issued share capital, excluding preference share capital, is held by Malaysian citizens; or

  (c) a superannuation, co-operative, foundation, provident, pension fund established or operating in Malaysia;

(ii) you must not be a director or employee of the Issuing House or an immediate family member of a director or employee of the Issuing House; and

(iii) you must submit the Application by using only one of the following methods:

(a) White Application Form;

(b) Electronic Share Application; or

(c) Internet Share Application.

### 15.3.3 Application by Eligible Persons

The Eligible Persons (including any entities, wherever established) will be provided with Pink Application Forms and letters from us detailing their respective allocation. The applicants must follow the notes and instructions in the said document and where relevant, in our Prospectus. All duly completed Pink Application Forms should be submitted to our Group through the Finance Department.

## 15.4 PROCEDURES FOR APPLICATION BY WAY OF AN APPLICATION FORM

The Application Form must be completed in accordance with the notes and instructions contained in the respective category of the Application Form. Applications made on the incorrect type of Application Form or which do not conform **STRICTLY** to the terms of our Prospectus or the respective category of Application Form or notes and instructions or which are illegible will not be accepted.

The FULL amount payable is RM0.88 for each IPO Share.

Payment must be made out in favour of "**MIH SHARE ISSUE ACCOUNT NO. 698**" and crossed "**A/C PAYEE ONLY**" and endorsed on the reverse side with your name and address.

The method below is relevant for the White Application Form only whereas for the Pink Application Form, kindly direct the submission of the form to our Company, through the Finance Department.

Each completed Application Form, accompanied by the appropriate remittance and legible photocopy of the relevant documents may be submitted using one of the following methods:

(i) despatch by **ORDINARY POST** in the official envelopes provided to the following address:-

**Malaysian Issuing House Sdn Bhd**
(Registration No. 199301003608 (258345-X))
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan

or

P.O. Box 00010
Pejabat Pos Jalan Sultan
46700 Petaling Jaya
Selangor Darul Ehsan

(ii) **DELIVER BY HAND AND DEPOSIT** in the drop-in boxes provided at the front portion of Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan,

so as to arrive not later than 5.00 p.m. on 6 May 2026 or such other time and date as our Directors, the Managing Underwriter and the Joint Underwriters may, in their absolute discretion, mutually decide as the date or time for closing.

We, together with the Issuing House, will not issue any acknowledgement of the receipt of your Application Form or Application monies. Please direct all enquiries in respect of the White Application Form to the Issuing House.

Please refer to the detailed procedures and terms and conditions of the Application Forms set out in the "**Detailed Procedures for Application and Acceptance**" accompanying the electronic copy of this Prospectus on the website of Bursa Securities or contact the Issuing House for further enquiries.

## 15.5 PROCEDURES FOR APPLICATION BY WAY OF ELECTRONIC SHARE APPLICATION

Only **Malaysian individuals** may apply for our IPO Shares offered to the Malaysian Public by way of Electronic Share Applications.

Electronic Share Applications may be made through the ATM of the following Participating Financial Institutions and their branches, namely, Affin Bank Berhad, Alliance Bank Malaysia Berhad, AmBank (M) Berhad, CIMB Bank Berhad, Malayan Banking Berhad, Public Bank Berhad and RHB Bank Berhad. A processing fee will be charged by the respective Participating Financial Institutions (unless waived) for each Electronic Share Application.

The exact procedures, terms and conditions for Electronic Share Application are set out on the ATM screens of the relevant Electronic Participating Financial Institutions.

Please refer to the detailed procedures and terms and conditions of Electronic Share Application set out in the "**Detailed Procedures for Application and Acceptance**" accompanying the electronic copy of our Prospectus on the website of Bursa Securities or contact the relevant Participating Financial Institutions for further enquiries.

## 15.6 PROCEDURES FOR APPLICATION BY WAY OF INTERNET SHARE APPLICATION

Only **Malaysian individuals** may use the Internet Share Application to apply for our IPO Shares offered to the Malaysian Public.

Internet Share Applications may be made through an internet financial services website of the Internet Participating Financial Institutions or Participating Securities Firms, namely, Affin Bank Berhad, Alliance Bank Malaysia Berhad, CGS International Securities Malaysia Sdn Bhd, Hong Leong Investment Bank Berhad, iFAST Capital Sdn Bhd, Kenanga Investment Bank Berhad, Malacca Securities Sdn Bhd, Malayan Banking Berhad, Moomoo Securities Malaysia Sdn Bhd, Public Bank Berhad, RHB Bank Berhad and UOB Kay Hian (M) Sdn Bhd. A processing fee will be charged by the respective Internet Participating Financial Institutions or Participating Securities Firms (unless waived) for each Internet Share Application.

The exact procedures, terms and conditions for Internet Share Application are set out on the internet financial services website of the respective Internet Participating Financial Institutions or Participating Securities Firms.

Please refer to the detailed procedures and terms and conditions of Internet Share Application set out in the "**Detailed Procedures for Application and Acceptance**" accompanying the electronic copy of our Prospectus on the website of Bursa Securities or contact the relevant Internet Participating Financial Institutions or Participating Securities Firms for further enquiries.

## 15.7 AUTHORITY OF OUR BOARD AND THE ISSUING HOUSE

The Issuing House, on the authority of our Board reserves the right to:

(i) reject the Applications which:

(a) do not conform to the instructions of our Prospectus, Application Forms, Electronic Share Application and Internet Share Application (where applicable); or

(b) are illegible, incomplete or inaccurate; or

(c) are accompanied by an improperly drawn up, or improper form of, remittance; or

(ii) reject or accept any Application, in whole or in part, on a non-discriminatory basis without the need to give any reason; and

(iii) bank in all Application monies (including those from unsuccessful / partially successful applicants) which would subsequently be refunded, where applicable (without interest), in accordance with Section 15.9 of this Prospectus.

If you are successful in your Application, our Board reserves the right to require you to appear in person at the registered office of the Issuing House at any time within 14 days of the date of the notice issued to you to ascertain that your Application is genuine and valid. Our Board shall not be responsible for any loss or non-receipt of the said notice nor shall it be accountable for any expenses incurred or to be incurred by you for the purpose of complying with this provision.

## 15.8 OVER/UNDER-SUBSCRIPTION

In the event of over-subscription for the Retail Offering, the Issuing House will conduct a ballot in the manner approved by our Directors to determine the acceptance of Applications in a fair and equitable manner. In determining the manner of balloting, our Directors will consider the desirability of allotting and allocating our IPO Shares to a reasonable number of applicants for the purpose of broadening the shareholding base of our Company and establishing a liquid and adequate market for our Shares.

The basis of allocation of IPO shares and the balloting results in connection therewith will be furnished by the Issuing House to the SC, Bursa Securities, all major Bahasa Malaysia and English newspapers as well as posted on the Issuing House's website at www.mih.com.my within **one Market Day** after the balloting event.

We are required to have at least 25.0% of our Company's enlarged issued Shares to be held by at least 1,000 public shareholders holding not less than 100 Shares each upon our Listing. We expect to achieve this at the point of our Listing. In the event the above requirement is not met, we may not be allowed to proceed with our Listing. In the event thereof, monies paid in respect of all Applications will be returned in full (without interest).

In the event of an under-subscription of our IPO Shares by the Malaysian Public and/or Eligible Persons, subject to the clawback and reallocation as set out in Section 4.2.4 of our Prospectus, any of the abovementioned IPO Shares not applied for will then be subscribed by the Managing Underwriter and Joint Underwriters based on the terms of the Retail Underwriting Agreement.

## 15. PROCEDURES FOR APPLICATION *(Cont'd)*

### 15.9 UNSUCCESSFUL/PARTIALLY SUCCESSFUL APPLICANTS

If you are unsuccessful/partially successful in your Application, your Application monies (without interest) will be refunded to you in the following manner.

#### 15.9.1 For applications by way of Application Form

(i) The Application monies or the balance of it, as the case may be, will be returned to you through the self-addressed and stamped Official "A" envelope you provided by ordinary post (for fully unsuccessful Applications) or by crediting into your bank account (the same bank account you have provided to Bursa Depository for the purposes of cash dividend/distribution) or if you have not provided such bank account information on Bursa Depository, the balance of Application monies will be refunded via banker's draft sent by ordinary/registered post to your last address maintained with Bursa Depository (for partially successful Applications) within 10 Market Days from the date of the final ballot at your own risk.

(ii) If your Application is rejected because you did not provide a CDS account number, your Application monies will be refunded via banker's draft sent by ordinary/registered post to your address as stated in the National Registration Identity Card or any official valid temporary identity document issued by the relevant authorities from time to time or the authority card (if you are a member of the armed forces or police) at your own risk.

(iii) A number of Applications will be reserved to replace any successfully balloted Applications that are subsequently rejected, which are subject to Bursa Depository's final verification. The Application monies relating to these Applications which are subsequently rejected or unsuccessful or only partly successful will be refunded (without interest) by the Issuing House as per items (i) and (ii) above (as the case may be).

(iv) The Issuing House reserves the right to bank into its bank account all Application monies from unsuccessful applicants. These monies will be refunded (without interest) within 10 Market Days from the date of the final ballot by crediting into your bank account (the same bank account you have provided to Bursa Depository for the purposes of cash dividend/distribution) or by issuance of banker's draft sent by registered post to your last address maintained with Bursa Depository if you have not provided such bank account information to Bursa Depository or as per item (ii) above (as the case may be).

#### 15.9.2 For applications by way of Electronic Share Application and Internet Share Application

(i) The Issuing House shall inform the Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms of the unsuccessful or partially successful Applications within two Market Days after the balloting date. The full amount of the Application monies or the balance of it will be credited without interest into your account with the Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms (or arranged with the Authorised Financial Institutions) within two Market Days after the receipt of confirmation from the Issuing House.

(ii) You may check your account on the fifth Market Day from the balloting date.

## 15. PROCEDURES FOR APPLICATION *(Cont'd)*

(iii) A number of Applications will be reserved to replace any successfully balloted Applications that are subsequently rejected, which are subject to Bursa Depository's final verification. The Application monies relating to these Applications which are subsequently rejected will be refunded (without interest) by the Issuing House by crediting into your account with the Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms (or arranged with the Authorised Financial Institutions) not later than 10 Market Days from the date of the final ballot. For Applications that are held in reserve and which are subsequently unsuccessful or partially successful, the relevant Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms will be informed of the unsuccessful or partially successful Applications within two Market Days after the final balloting date.

The Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms will credit the Application monies or any part thereof (without interest) within two Market Days after the receipt of confirmation from the Issuing House.

### 15.10 SUCCESSFUL APPLICANTS

If you are successful in your Application:

(i) Our IPO Shares allotted to you will be credited into your CDS account.

(ii) A notice of allotment will be despatched to you at your last address maintained with the Bursa Depository, at your own risk, before our Listing. This is your only acknowledgement of acceptance of your Application.

(iii) In accordance with Section 14(1) of the SICDA, Bursa Securities has prescribed our Shares as Prescribed Securities. As such, our IPO Shares issued / offered through our Prospectus will be deposited directly with Bursa Depository and any dealings in these Shares will be carried out in accordance with the SICDA and Rules of Bursa Depository.

(iv) In accordance with Section 29 of the SICDA, all dealings in our Shares will be by book entries through CDS accounts. No physical share certificates will be issued to you and you shall not be entitled to withdraw any deposited securities held jointly with Bursa Depository or its nominee as long as our Shares are listed on Bursa Securities.

(v) In the event that the Final Retail Price is lower than the Retail Price, the difference will be refunded to you without any interest thereon. The refund will be credited into your bank account for purposes of cash dividend distribution if you have provided such bank account information to Bursa Depository or despatched, in the form of cheques, by ordinary post to your address maintained with Bursa Directory if you have not provided such bank account information to Bursa Depository, or by crediting into your account with the Electronic Participating Financial Institutions for Applications made via the Electronic Share Application or by crediting into your account with the Internet Participating Financial Institutions or Participating Securities Firms for Applications made via the Internet Share Application, within 10 Market Days from the date of final ballot of Application, at your own risk.

## 15. PROCEDURES FOR APPLICATION *(Cont'd)*

### 15.11 ENQUIRIES

Enquiries in respect of the Applications may be directed as follows:

| Mode of application | Parties to direct the queries |
|---|---|
| Application Form | Issuing House Enquiry Services Telephone at +603 7890 4700 |
| Electronic Share Application | Participating Financial Institutions |
| Internet Share Application | Internet Participating Financial Institutions or Participating Securities Firms or Authorised Financial Institutions |

You may also check the status of your Application at the Issuing House's website at www.mih.com.my, by entering your CDS Account Number on the site after the allotment date. The status of your Application will be available by 3:00 p.m. Alternatively, you may contact any of the ADAs set out in Section 12 of the Detailed Procedures for Application and Acceptance accompanying the Electronic Prospectus on the website of Bursa Securities.

## ANNEXURE A: OUR TRADEMARKS, BRAND NAMES AND OTHER INTELLECTUAL PROPERTY RIGHTS

Save as disclosed below, as at the LPD, we do not have any other patents, trademarks, brand names, technical assistance agreements, franchises and other intellectual property rights:

### Trademarks

As at the LPD, we have the following trademarks:

**Malaysia**

| No. | Trademark (1) | Registered owner | Registration no. | Place of registration | Expiry date | Class/ Description of trademark |
|---|---|---|---|---|---|---|
| 1. |  | SkyeChip | TM2020003011 | Malaysia | 17 February 2030 | 9: Semiconductors (integrated circuits); simulation software; artificial intelligence software.<br><br>42: Engineering design services; software design; software development; software consultancy; software engineering. |
| 2. |  | SkyeChip | TM2023014414 | Malaysia | 23 May 2033 | 9: Computer software for computer-aided design/computer-aided manufacturing (cad/cam).<br><br>42: Computer aided engineering design services; computer hardware design services; computer system design services; platform as a service (PaaS). |

***Note:***

*(1) Trademark 2 is in colour.*

**ANNEXURE A: OUR TRADEMARKS, BRAND NAMES AND OTHER INTELLECTUAL PROPERTY RIGHTS** *(Cont'd)*

**Patents**

As at the LPD, we have the following patents:

**Malaysia**

| No. | Title of invention | Registered owner / Applicant | Registration / Application no. | Place of registration | Date of grant / Filing date |
|---|---|---|---|---|---|
| **Registered patents** | | | | | |
| 1. | A memory controller system and a method for memory scheduling of a storage device | SkyeChip | MY-205208-A | Malaysia | 7 October 2024 |
| 2. | A memory sequencer system and a method of memory sequencing using thereof | SkyeChip | MY-206628-A | Malaysia | 27 December 2024 |
| 3. | A clocking system and a method of clock synchronisation | SkyeChip | MY-204260-A | Malaysia | 19 August 2024 |
| 4. | A generic physical layer providing a unified architecture for interfacing with an external memory device and methods of interfacing with an external memory device | SkyeChip | MY-205100-A | Malaysia | 2 October 2024 |
| 5. | A voltage clamping circuit for protecting an internal circuitry and a method of operating thereof | SkyeChip | MY-203723-A | Malaysia | 16 July 2024 |
| 6. | An apparatus and a method for synchronising output clock signals across a plurality of phase-locked loops | SkyeChip | MY-205935-A | Malaysia | 21 November 2024 |

**ANNEXURE A: OUR TRADEMARKS, BRAND NAMES AND OTHER INTELLECTUAL PROPERTY RIGHTS** *(Cont'd)*

| No. | Title of invention | Registered owner / Applicant | Registration / Application no. | Place of registration | Date of grant / Filing date |
|---|---|---|---|---|---|
| 7. | An apparatus and a method for handling non-continuous data transfer for a decision feedback equalizer in a memory subsystem | SkyeChip | MY-208672-A | Malaysia | 23 May 2025 |
| 8. | A memory controller for improving data integrity and providing data security and a method of operating thereof | SkyeChip | MY-210319-A | Malaysia | 11 September 2025 |
| 9. | A I/O transmitter circuitry for supporting multi-modes serialisation | SkyeChip | MY-210642-A | Malaysia | 3 October 2025 |
| 10. | A memory controller system and a method of pre-scheduling memory transaction for a storage device | SkyeChip | MY-211977-A | Malaysia | 21 January 2026 |
| 11. | A system and a method for network-on-chip power management | SkyeChip | MY-212187-A | Malaysia | 4 February 2026 |
| 12. | A method and a system for network-on-chip arbitration | SkyeChip | MY-212747-A | Malaysia | 6 March 2026 |
| **Applications under review** | | | | | |
| 1. | A network-on-chip system for optimising data transfer | SkyeChip | PI2022004376 | Malaysia | 12 August 2022 |
| 2. | A system and a method for aligning a programmable clock or strobe | SkyeChip | PI2022007112 | Malaysia | 14 December 2022 |
| 3. | Network-on-chip packetisation and routing method and apparatus for scalable high-performance networking on and off chip | SkyeChip | PI2023001073 | Malaysia | 1 March 2023 |

**ANNEXURE A: OUR TRADEMARKS, BRAND NAMES AND OTHER INTELLECTUAL PROPERTY RIGHTS** *(Cont'd)*

| No. | Title of invention | Registered owner / Applicant | Registration / Application no. | Place of registration | Date of grant / Filing date |
|---|---|---|---|---|---|
| 4. | A method of generating and assigning identifier information to each router in a network-on-chip for arbitrating a data packet | SkyeChip | PI2023006704 | Malaysia | 1 November 2023 |
| 5. | Offset calibration method and apparatus for high bandwidth memory 3 (HBM3) | SkyeChip | PI2023007402 | Malaysia | 5 December 2023 |
| 6. | Network-on-chip region-based routing table generation method | SkyeChip | PI2024000695 | Malaysia | 31 January 2024 |
| 7. | Feedforward regulated circuitry system and method for regulating power supply using thereof | SkyeChip | PI2024000736 | Malaysia | 2 February 2024 |
| 8. | Circuitry system and method for regulating voltage thereof using dynamic decoupling capacitor | SkyeChip | PI2024002016 | Malaysia | 3 April 2024 |
| 9. | A digital delay line of a memory system and method of adjusting timing of clocks using thereof | SkyeChip | PI2024000530 | Malaysia | 24 January 2024 |
| 10. | A coherent system and a method of maintaining cache coherence using thereof | SkyeChip | PI2024000899 | Malaysia | 8 February 2024 |
| 11. | Circuitry for low-dropout regulator with overvoltage protection circuit | SkyeChip | PI2024001998 | Malaysia | 2 April 2024 |
| 12. | Computer-implemented system and method for electronic systems design synchronization | SkyeChip | PI2024002238 | Malaysia | 18 April 2024 |

**ANNEXURE A: OUR TRADEMARKS, BRAND NAMES AND OTHER INTELLECTUAL PROPERTY RIGHTS** *(Cont'd)*

| No. | Title of invention | Registered owner / Applicant | Registration / Application no. | Place of registration | Date of grant / Filing date |
|---|---|---|---|---|---|
| 13. | Method and apparatus of receive enable margining in memory interface | SkyeChip | PI2022000379 | Malaysia | 20 January 2022 |
| 14. | Method of debugging network-on-chip | SkyeChip | PI2022004591 | Malaysia | 24 August 2022 |
| 15. | System and method for transferring configuration, management, debug information and asynchronous events between network-on-chip (NOC) and external interface | SkyeChip | PI2022005661 | Malaysia | 12 October 2022 |
| 16. | Feedforward circuitry system for direct AC-coupling and method for regulating voltage using thereof | SkyeChip | PI2024004618 | Malaysia | 8 August 2024 |
| 17. | Instantiatable and stampable partitions for network-on-chip architecture and method of processing data using thereof | SkyeChip | PI2024004892 | Malaysia | 22 August 2024 |
| 18. | Read transactions management in a memory controller | SkyeChip | PI2025001434 | Malaysia | 4 March 2025 |
| 19. | Command buffer for a memory controller | SkyeChip | PI2025001435 | Malaysia | 4 March 2025 |
| 20. | A method for forwarding and returning packets in a multi-die system-on-chip (SOC) | SkyeChip | PI2025002128 | Malaysia | 8 April 2025 |
| 21. | Method and system for routing packets across multiple dies using orientation aware hierarchical identification (ID) | SkyeChip | PI2025002874 | Malaysia | 9 May 2025 |

**ANNEXURE A: OUR TRADEMARKS, BRAND NAMES AND OTHER INTELLECTUAL PROPERTY RIGHTS** *(Cont'd)*

| No. | Title of invention | Registered owner / Applicant | Registration / Application no. | Place of registration | Date of grant / Filing date |
|---|---|---|---|---|---|
| 22. | Method and apparatus for network on chips (NoCS) tunnelling over universal chiplet interconnect express (UCIe) flit format | SkyeChip | PI2025002873 | Malaysia | 9 May 2025 |
| 23. | Method for performing multicast transaction in a network-on-chip and the system thereof | SkyeChip | PI2025004182 | Malaysia | 10 July 2025 |
| 24. | A computer implemented system and method for managing electronic circuit designs through grouping of design units and creation and reuse of stamp templates | SkyeChip | PI2025004957 | Malaysia | 14 August 2025 |
| 25. | A method for tracking and debugging hardware states and events in an inter-die system | SkyeChip | PI2025006416 | Malaysia | 16 October 2025 |

***Note:***

*As at the LPD, 2 patents are under the process of filing for registration in Malaysia.*

**ANNEXURE A: OUR TRADEMARKS, BRAND NAMES AND OTHER INTELLECTUAL PROPERTY RIGHTS** *(Cont'd)*

**China**

| No. | Title of invention | Registered owner / Applicant | Registration / Application no. | Place of registration | Date of grant / Filing date |
|---|---|---|---|---|---|
| **Registered Patents** | | | | | |
| 1. | A memory controller system and a method for memory scheduling of a storage device | SkyeChip | CN 114281723 B | China | 26 November 2024 |
| 2. | A clocking system and a method of clock synchronisation | SkyeChip | CN 114647598 B | China | 30 August 2024 |
| 3. | A generic physical layer providing a unified architecture for interfacing with an external memory device and methods of interfacing with an external memory device | SkyeChip | CN 114691556 B | China | 16 July 2024 |
| 4. | A voltage clamping circuit for protecting an internal circuitry and a method of operating thereof | SkyeChip | CN 114690825 B | China | 30 January 2024 |
| 5. | A I/O transmitter circuitry for supporting multi-modes serialisation | SkyeChip | CN 114978202 B | China | 26 March 2024 |
| 6. | An apparatus and a method for handling non-continuous data transfer for a decision feedback equalizer | SkyeChip | CN 115116503 B | China | 31 December 2024 |
| 7. | A memory controller for improving data integrity and a method of operating thereof | SkyeChip | CN 114880160 B | China | 24 June 2025 |
| **Applications under review** | | | | | |
| 1. | A memory sequencer system and a method of memory sequencing using thereof | SkyeChip | 202110058327.4 | China | 16 January 2021 |

**ANNEXURE A: OUR TRADEMARKS, BRAND NAMES AND OTHER INTELLECTUAL PROPERTY RIGHTS** *(Cont'd)*

| No. | Title of invention | Registered owner / Applicant | Registration / Application no. | Place of registration | Date of grant / Filing date |
|---|---|---|---|---|---|
| 2. | An apparatus and a method for synchronising output clock signals across a plurality of phase-locked loops | SkyeChip | 202210009515.2 | China | 5 January 2022 |
| 3. | A memory controller system and a method of pre-scheduling memory transaction for a storage device | SkyeChip | 202210089363.1 | China | 25 January 2022 |
| 4. | A network-on-chip system for optimising data transfer | SkyeChip | 202211285979.2 | China | 20 October 2022 |
| 5. | A method and a system for network-on-chip arbitration | SkyeChip | 202310092934.1 | China | 3 February 2023 |
| 6. | A system and a method for aligning a programmable clock or strobe | SkyeChip | 202310189266.4 | China | 23 February 2023 |
| 7. | Network-on-chip packetisation and routing method and apparatus for scalable high-performance networking on and off chip | SkyeChip | 202310573036.8 | China | 19 May 2023 |
| 8. | A system and a method for network-on-chip power management | SkyeChip | 202410059453.5 | China | 16 January 2024 |
| 9. | A method of generating and assigning identifier information to each router in a network on-chip for arbitrating a data packet | SkyeChip | 202410030591.0 | China | 8 January 2024 |
| 10. | Offset calibration method and apparatus for high bandwidth memory 3 (HBM3) | SkyeChip | 202410329118.2 | China | 21 March 2024 |

**ANNEXURE A: OUR TRADEMARKS, BRAND NAMES AND OTHER INTELLECTUAL PROPERTY RIGHTS** *(Cont'd)*

| No. | Title of invention | Registered owner / Applicant | Registration / Application no. | Place of registration | Date of grant / Filing date |
|---|---|---|---|---|---|
| 11. | Network-on-chip region-based routing table generation method | SkyeChip | 202410645999.9 | China | 23 May 2024 |
| 12. | Feedforward regulated circuitry system and method for regulating power supply using thereof | SkyeChip | 202410499863.1 | China | 24 April 2024 |
| 13. | A coherent system and a method of maintaining cache coherence using thereof | SkyeChip | 202410556664.X | China | 7 May 2024 |
| 14. | Method and apparatus of receive enable margining in memory interface | SkyeChip | 202210552248.3 | China | 20 May 2022 |
| 15. | Method of debugging network-on-chip | SkyeChip | 202211255356.0 | China | 13 October 2022 |
| 16. | System and method for transferring configuration, management, debug information and asynchronous events between network-on-chip (NOC) and external interface | SkyeChip | 202310127110.3 | China | 16 February 2023 |
| 17. | A digital delay line of a memory system and method of adjusting timing of clocks using thereof | SkyeChip | 202410973925.8 | China | 19 July 2024 |
| 18. | Circuitry for low-dropout regulator with overvoltage protection circuit | SkyeChip | 202410991670.8 | China | 23 July 2024 |
| 19. | Computer-implemented system and method for electronic systems design synchronisation | SkyeChip | 202410958482.5 | China | 17 July 2024 |

**ANNEXURE A: OUR TRADEMARKS, BRAND NAMES AND OTHER INTELLECTUAL PROPERTY RIGHTS** *(Cont'd)*

| No. | Title of invention | Registered owner / Applicant | Registration / Application no. | Place of registration | Date of grant / Filing date |
|---|---|---|---|---|---|
| 20. | Circuitry system and method for regulating voltage thereof using dynamic decoupling capacitor | SkyeChip | 202411568218.7 | China | 5 November 2024 |
| 21. | Instantiatable and stampable partitions for network-on-chip architecture and method of processing data using thereof | SkyeChip | 202510174896.3 | China | 18 February 2025 |
| 22. | Feedforward circuitry system for direct AC-coupling and method for regulating voltage using thereof | SkyeChip | 202510276336.9 | China | 10 March 2025 |
| 23. | Read transactions management in a memory controller | SkyeChip | 202510509517.1 | China | 22 April 2025 |
| 24. | Command buffer for a memory controller | SkyeChip | 202510509379.7 | China | 22 April 2025 |
| 25. | Method for performing multicast transaction in a network-on-chip and the system thereof | SkyeChip | 202511653069.9 | China | 12 November 2025 |
| 26. | A computer implemented system and method for managing electronic circuit designs through grouping of design units and creation and reuse of stamp templates | SkyeChip | 202511856580.9 | China | 10 December 2025 |

***Note:***

*As at the LPD, 4 patents are under the process of filing for registration in China.*

**ANNEXURE A: OUR TRADEMARKS, BRAND NAMES AND OTHER INTELLECTUAL PROPERTY RIGHTS** *(Cont'd)*

**USA**

| No. | Title of invention | Registered owner / Applicant | Registration / Application no. | Place of registration | Date of grant / Filing date |
|---|---|---|---|---|---|
| **Registered patents** | | | | | |
| 1. | Memory controller system and a method for memory scheduling of a storage device | SkyeChip | 11,609,709 B2 | USA | 21 March 2023 |
| 2. | Memory sequencer system and a method of memory sequencing using thereof | SkyeChip | 11,442,878 B2 | USA | 13 September 2022 |
| 3. | Clocking system and a method of clock synchronisation | SkyeChip | 11,575,383 B2 | USA | 7 February 2023 |
| 4. | Generic physical layer providing a unified architecture for interfacing with an external memory device and methods of interfacing with an external memory device | SkyeChip | 11,373,694 B1 | USA | 28 June 2022 |
| 5. | Voltage clamping circuit for protecting an internal circuitry and a method of operating thereof | SkyeChip | 11,411,394 B2 | USA | 9 August 2022 |
| 6. | Memory controller for improving data integrity and providing data security and a method of operating thereof | SkyeChip | 12,210,633 B2 | USA | 28 January 2025 |
| 7. | I/O transmitter circuitry for supporting multi-modes serialisation | SkyeChip | 11,349,481 B1 | USA | 31 May 2022 |
| 8. | Apparatus and a method for handling non-continuous data transfer for a decision feedback equalizer in a memory subsystem | SkyeChip | 11,349,691 B1 | USA | 31 May 2022 |

**ANNEXURE A: OUR TRADEMARKS, BRAND NAMES AND OTHER INTELLECTUAL PROPERTY RIGHTS** *(Cont'd)*

| No. | Title of invention | Registered owner / Applicant | Registration / Application no. | Place of registration | Date of grant / Filing date |
|---|---|---|---|---|---|
| 9. | Apparatus and a method for synchronising output clock signals across a plurality of phase-locked loops | SkyeChip | 11,509,312 B1 | USA | 22 November 2022 |
| 10. | Memory controller system and a method of pre-scheduling memory transaction for a storage device | SkyeChip | 11,829,643 B2 | USA | 28 November 2023 |
| 11. | Method and a system for network-on-chip arbitration | SkyeChip | 12,199,884 B2 | USA | 14 January 2025 |
| 12. | Method and apparatus of receive enable margining in memory interface | SkyeChip | 12,125,518 B2 | USA | 22 October 2024 |
| 13. | System and method for transferring configuration, management, debug information and asynchronous events between network-on-chip (NOC) and external interface | SkyeChip | 12,149,407 B2 | USA | 19 November 2024 |
| 14. | A network-on-chip system for optimising data transfer | SkyeChip | 12,380,056 B2 | USA | 5 August 2025 |
| 15. | System and a method for network-on-chip power management | SkyeChip | 12,393,255 B2 | USA | 19 August 2025 |
| 16. | System and a method for aligning a programmable clock or strobe | SkyeChip | 12,422,883 B2 | USA | 23 September 2025 |
| 17. | Offset calibration method and apparatus for high bandwidth memory 3 (HBM3) | SkyeChip | 12,469,541 B2 | USA | 11 November 2025 |

**ANNEXURE A: OUR TRADEMARKS, BRAND NAMES AND OTHER INTELLECTUAL PROPERTY RIGHTS** *(Cont'd)*

| No. | Title of invention | Registered owner / Applicant | Registration / Application no. | Place of registration | Date of grant / Filing date |
|---|---|---|---|---|---|
| **Applications under review** | | | | | |
| 1. | Network-on-chip packetisation and routing method and apparatus for scalable high-performance networking on and off chip | SkyeChip | 18/335,062 | USA | 14 June 2023 |
| 2. | Method of generating and assigning identifier information to each router in a network on-chip for arbitrating a data packet | SkyeChip | 18/417,849 | USA | 19 January 2024 |
| 3. | Circuitry system and method for regulating voltage thereof using dynamic decoupling capacitor | SkyeChip | 18/737,958 | USA | 8 June 2024 |
| 4. | Method of debugging network-on-chip | SkyeChip | 17/938,810 | USA | 7 October 2022 |
| 5. | Feedforward regulated circuitry system and method for regulating power supply using thereof | SkyeChip | 18/814,902 | USA | 26 August 2024 |
| 6. | Coherent system and a method of maintaining cache coherence using thereof | SkyeChip | 18/885,842 | USA | 16 September 2024 |
| 7. | Network-on-chip region-based routing table generation method | SkyeChip | 18/787,936 | USA | 29 July 2024 |
| 8. | A digital delay line of a memory system and method of adjusting timing of clocks using thereof | SkyeChip | 18/887,293 | USA | 17 September 2024 |
| 9. | Circuitry for low-dropout regulator with overvoltage protection circuit | SkyeChip | 18/888,779 | USA | 18 September 2024 |

**ANNEXURE A: OUR TRADEMARKS, BRAND NAMES AND OTHER INTELLECTUAL PROPERTY RIGHTS** *(Cont'd)*

| No. | Title of invention | Registered owner / Applicant | Registration / Application no. | Place of registration | Date of grant / Filing date |
|---|---|---|---|---|---|
| 10. | Computer-implemented system and method for electronic systems design synchronisation | SkyeChip | 18/891,668 | USA | 20 September 2024 |
| 11. | Feedforward circuitry system for direct AC-coupling and method for regulating voltage using thereof | SkyeChip | 19/070,683 | USA | 5 March 2025 |
| 12. | Read transactions management in a memory controller | SkyeChip | 19/077,141 | USA | 12 March 2025 |
| 13. | Command buffer for a memory controller | SkyeChip | 19/174,133 | USA | 9 April 2025 |
| 14. | Instantiatable and stampable partitions for network-on-chip architecture and method of processing data using thereof | SkyeChip | 19/203,044 | USA | 8 May 2025 |
| 15. | A computer implemented system and method for managing electronic circuit designs through grouping of design units and creation and reuse of stamp templates | SkyeChip | 19/457,000 | USA | 22 January 2026 |
| 16. | Method for performing multicast transaction in a network-on-chip and the system thereof | SkyeChip | 19/464,204 | USA | 29 January 2026 |
| 17. | Method and apparatus for network on chips (NoCS) tunnelling over universal chiplet interconnect express (UCIe) flit format | SkyeChip | 19/533,082 | USA | 6 February 2026 |
| 18. | A method for forwarding and returning packets in a multi-die system-on-chip (SOC) | SkyeChip | 19/565,416 | USA | 12 March 2026 |

***Note:***

*As at the LPD, 2 patents are under the process of filing for registration in the USA.*

# SKYECHIP BERHAD
# BY-LAWS OF THE LONG-TERM INCENTIVE PLAN

## 1. DEFINITIONS AND INTERPRETATIONS

1.1 Except where the context otherwise requires, the following expression in these By-Laws shall have the following meanings:

| | | |
|---|---|---|
| **Act** | : | Companies Act 2016 |
| **Adviser** | : | A person who is permitted to carry on the regulated activity of advising corporate finance under the CMSA, which includes a Principal Adviser as defined in the Securities Commission Malaysia's Licensing Handbook (Chapter 7A) |
| **Award Letter** | : | A letter of offer to Eligible Person(s) issued pursuant to an offer made by the LTIP Committee under the By-Laws |
| **Board** | : | The Board of Directors of the Company |
| **Bursa Depository** | : | Bursa Malaysia Depository Sdn Bhd (198701006854 (165570-W)) |
| **Bursa Securities** | : | Bursa Malaysia Securities Berhad (200301033577 (635998-W)) |
| **By-Laws** | : | The rules, terms and conditions of the Scheme (as may be modified, varied and/or amended from time to time) |
| **CDS** | : | Central Depository System |
| **CDS Account** | : | An account established by Bursa Depository for a depositor for the recording of deposits and withdrawal of securities and for dealings in such securities by a depositor |
| **Central Depositories Act** | : | The Securities Industry (Central Depositories) Act 1991, as amended from time to time including all subsidiary legislations made thereunder and any re-enactment thereof |
| **CMSA** | : | Capital Markets and Services Act 2007 |
| **Constitution** | : | The constitution of the Company, including any amendments thereto that may be made from time to time |
| **Date of Expiry** | : | Last day of the duration of the Scheme or last day of any extended period pursuant to By-Law 13.2 (as the case may be)<br><br>If such date is not a Market Day, then it shall be the Market Day immediately preceding the said non-Market Day, but excluding those days during that period on which the Record of Depositors is closed |
| **Director** | : | A natural person who holds a directorship in the Company, whether in an executive or non-executive capacity, within the meaning of subsection 2(1) of the CMSA |
| **Effective Date** | : | The date on which the Scheme comes into force as provided in By-Law 13.1 |

| | | |
|---|---|---|
| **Eligible Director(s)** | : | Executive Directors of the Group |
| **Eligible Person(s)** | : | The Eligible Director(s) and employees of the Group (excluding dormant subsidiaries, if any) who fulfil the eligibility criteria for participation in the LTIP as set out in the By-Laws |
| **Employee** | : | A natural person who is employed by and on the payroll of the Company or any company within the Group (excluding dormant subsidiaries) |
| **Entitlement Date** | : | The date as at the close of business on which shareholders' names must appear in the record of depositors of the Company maintained at Bursa Depository in order to be entitled to any dividends, rights, allotments and/or other distributions |
| **ESIS** | : | Employee share issuance scheme as stipulated in Section 1 of these By-Laws |
| **ESIS Award(s)** | : | The award of such number of SkyeChip Shares under the ESIS, to be satisfied through the allotment and issuance of new Shares to the Trustee and subsequently transferred to an Eligible Person(s) in the manner and subject to the terms and conditions provided in these By-Laws |
| **ESIS Award Date(s)** | : | The date of the Award Letter in which an ESIS Award(s) is awarded to any Eligible Person(s) pursuant to the ESIS Award made by the LTIP Committee |
| **ESIS Participant(s)** | : | Eligible Person(s) who has accepted ESIS Award(s) in the manner provided in By-Law 30 |
| **ESIS Share(s)** | : | New SkyeChip Share(s) to be allotted and issued to the Trustee that have been subscribed for by the Trustee pursuant to the ESIS |
| **ESIS Vesting Date(s)** | : | The date upon which all or any parts of the SkyeChip Shares awarded to ESIS Participant(s) are eligible to be vested upon fulfilment of all terms and Vesting Conditions, if any, as determined by the LTIP Committee |
| **ESOS** | : | Employees' share option scheme as stipulated in Section 2 of these By-Laws |
| **ESOS Award(s)** | : | The award of such number of ESOS Option(s) to an Eligible Person(s) to subscribe for the SkyeChip Shares at the Exercise Price in the manner and subject to the terms and conditions provided in these By-Laws |
| **ESOS Award Date(s)** | : | The date of which an ESOS Award(s) is awarded to an Eligible Person(s) pursuant to a LTIP Award letter |
| **ESOS Option(s)** | : | The right of ESOS Participant(s) to subscribe for the SkyeChip Share(s) at the Exercise Price in the manner provided in By-Law 36 |
| **ESOS Participant(s)** | : | Eligible Person(s) who has accepted the ESOS Award(s) in the manner provided in By-Law 35 |

| | | |
|---|---|---|
| **ESOS Vesting Date(s)** | : | The date upon which all or any part of the ESOS Options awarded to ESOS Participant(s) are eligible to be vested and are entitled to exercise the ESOS Options upon fulfilment of all terms and Vesting Conditions, if any, as determined by the LTIP Committee |
| **Exercise Price** | : | The price at which ESOS Participant(s) shall be entitled to subscribe for the SkyeChip Share(s) upon the exercise of the ESOS Option(s), as initially determined and as may be adjusted, pursuant to the provisions of By-Law 38 |
| **Listing Requirements** | : | Main Market Listing Requirements of Bursa Securities including all amendments thereto and any Practice Notes issued in relation thereto |
| **LTIP** | : | Long-term incentive plan comprising the ESIS and the ESOS as stipulated in these By-Laws |
| **LTIP Award(s)** | : | The ESIS Award(s) and/or the ESOS Award(s), as the case may be |
| **LTIP Award Date(s)** | : | The ESIS Award Date(s) and/or the ESOS Award Date(s), as the case may be |
| **LTIP Award Vesting Date(s)** | : | The ESIS Vesting Date(s) and/or the ESOS Vesting Date(s), as the case may be |
| **LTIP Committee** | : | The committee appointed by the Board to administer the Scheme in accordance with By-Law 14, comprising such number of the Directors and/or Senior Management Personnel of the Group identified from time to time |
| **LTIP Participant(s)** | : | The ESIS Participant(s) and/or the ESOS Participant(s), as the case may be |
| **LTIP Scheme or Scheme** | : | LTIP for the LTIP Award(s) to any Eligible Person(s) in accordance with these By-Laws |
| **Market Day** | : | A day on which Bursa Securities is open for trading in securities |
| **Maximum Allowable Allotment** | : | The maximum number of SkyeChip Shares in respect of the LTIP Award(s) that can be made available to an Eligible Person(s) as set out in By-Law 5 hereof |
| **Record of Depositors** | : | A record provided by Bursa Depository to a listed issuer under Chapter 24 of the Rules of Bursa Securities, including any amendment that may be made from time to time |
| **RM and sen** | : | Ringgit Malaysia and sen respectively |
| **Rules of Bursa Depository** | : | The rules of Bursa Depository, as issued pursuant to the Central Depositories Act |
| **Senior Management Personnel** | : | Senior management personnel of the Group who fulfil the eligibility criteria for participation in the ESIS as set out in the By-Laws |

| | | |
|---|---|---|
| **SkyeChip Group or the Group** | : | The Company and its subsidiary companies as defined in Section 4 of the Act, and in the context of the LTIP, shall exclude subsidiary companies which are dormant. Subject to the foregoing, subsidiary companies include subsidiary companies which are existing as at the Effective Date and subsidiary companies which are incorporated or acquired at any time during the duration of the Scheme but exclude subsidiaries which have been divested in the manner provided in By-Law 11 |
| **SkyeChip or the Company** | : | SkyeChip Berhad (201901014484 (1323812-D)) |
| **SkyeChip Share(s) or Share(s)** | : | Ordinary share(s) in SkyeChip |
| **Trust** | : | The trust established to facilitate the implementation of the LTIP |
| **Trust Deed** | : | The trust deed constituting the Trust |
| **Trustee** | : | The trustee for the time being appointed to be the trustee for the LTIP pursuant to By-Law 14.5 |
| **Vesting Conditions** | : | The conditions which are required to be fulfilled by a LTIP Participant(s) before the ESOS Option(s) and/or ESIS Award(s) is capable of being vested onto the LTIP Participant(s) pursuant to the terms of these By-Laws |

1.2 In this By-Laws:

(i) any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision and Listing Requirements and any policies and/or guidelines of the relevant authorities (in each case, whether or not having the force of law but, if not having the force of law, the compliance with which is in accordance with the reasonable commercial practice of persons to whom such requirements, policies and/or guidelines are addressed to by Bursa Securities and/or the relevant authorities);

(ii) any reference to a statutory provision shall include that provision as from time to time modified or re-enacted whether before or after the date of these By-Laws so far as such modification or re-enactment applies or is capable of applying to any LTIP Award(s) awarded and accepted during the duration of the Scheme and shall also include any past statutory provision (as from time to time modified or re-enacted) which such provision has directly or indirectly replaced;

(iii) words denoting the singular shall include the plural and vice versa and references to gender shall include both genders and the neuter;

(iv) any liberty or power which may be exercised or any determination which may be made hereunder by the LTIP Committee may be exercised in the LTIP Committee's absolute discretion and the LTIP Committee shall not be under any obligation to give any reasons thereof, except as may be required by the relevant authorities;

(v) the heading in these By-Laws are for convenience only and shall not be taken into account in the interpretation of these By-Laws;

(vi) for the purpose of these By-Laws, "person connected" shall have the meaning as defined in Paragraph 1.01 of the Listing Requirements;

(vii) if an event is to occur on a stipulated day which is not a Market Day, then the stipulated day will be taken to be the first Market Day after that day;

(viii) any reference to the Company and/or other person shall include a reference to its successors-in-title and permitted assigns; and

(ix) unless otherwise stated herein and whenever applicable, the currency adopted for any matter referred to in this By-Laws is RM and sen, being the lawful currency of Malaysia.

## PART A – GENERAL PROVISIONS OF THE LTIP

Unless otherwise expressly provided, the provisions of Part A shall apply generally to the ESIS and the ESOS.

### 2. NAME AND OBJECTIVE OF SCHEME

2.1 This Scheme shall be called the "**SkyeChip's Long-Term Incentive Plan**".

2.2 The objectives of the Scheme are as follows:

(i) to recognise the contribution of the Eligible Persons whose services are valued and considered vital to the operations and continued growth of the Group;

(ii) to provide an incentive to drive and motivate the Eligible Persons towards improved performance through greater productivity and loyalty;

(iii) to inculcate a greater sense of belonging and dedication as the Eligible Persons are given the opportunity to participate directly in the equity of the Company; and

(iv) to reward the Eligible Persons by allowing them to participate in the Group's profitability and eventually realise any potential capital gains arising from possible appreciation in the value of SkyeChip Shares.

### 3. MAXIMUM NUMBER OF NEW SKYECHIP SHARES AVAILABLE UNDER THE SCHEME

3.1 The maximum number of new SkyeChip Shares which may be made available under the Scheme shall not in aggregate exceed 15% of the total number of issued SkyeChip Shares (excluding treasury shares, if any) at any point of time during the duration of the Scheme as provided in By-Law 13.2.

3.2 Notwithstanding the provision of By-Law 3.1 above and any other provisions contained herein, in the event the total number of the SkyeChip Shares that may be made available under the Scheme exceeds 15% of the total number of issued SkyeChip Shares (excluding treasury shares, if any) as a result of the Company purchasing, cancelling and/or reducing the SkyeChip Shares in accordance with the provisions of the Act or the Company undertaking any corporate proposal and thereby diminishing the total number of issued SkyeChip Shares, then such LTIP Award(s) awarded prior to the adjustment of the issued SkyeChip Shares (excluding treasury shares, if any) shall remain valid and exercisable in accordance with the provisions of this Scheme. However, in such a situation, the LTIP Committee shall not make any further LTIP Award(s) until the total number of SkyeChip Shares under the subsisting LTIP Award(s) falls below 15% of the total number of issued SkyeChip Shares (excluding treasury shares, if any).

3.3 Notwithstanding the above, the Company may implement more than one (1) LTIP during the duration of this Scheme provided that the aggregate SkyeChip Shares available for issuance under all the share issuance schemes implemented by the Company are not more than 15% of the total number of issued SkyeChip Shares (excluding treasury shares, if any) at any one time or such lower or higher limit in accordance with any prevailing guidelines issued by Bursa Securities or any other relevant authorities as amended from time to time.

### 4. ELIGIBILITY

4.1 Subject to the sole discretion of the LTIP Committee, only Eligible Persons who fulfil the following conditions as at the LTIP Award Date shall be eligible to participate in the Scheme:

4.1.1 LTIP Awards

(a) in respect of a director of the Group, he/she:

(i) has attained the age of 18 years and is not an undischarged bankrupt nor subject to any bankruptcy proceedings;

(ii) has been appointed as a Director of the Company or any company within the Group for such periods as may be determined by the LTIP Committee prior to and up to the LTIP Award Date;

(iii) has not given any notice of resignation, received a notice of termination or otherwise ceased or had his/her employment terminated prior to and up to the LTIP Award Date; and

(iv) fulfils any other criteria as may be determined by the LTIP Committee from time to time at its sole discretion,

(b) in respect of an Employee (including Senior Management Personnel), he/she:

(i) has attained the age of 18 years and is not an undischarged bankrupt nor subject to any bankruptcy proceedings;

(ii) is employed on the payroll of any company within the Group (which is not dormant) and such employment has been confirmed prior to and up to the LTIP Award Date;

(iii) has not given any notice of resignation, received a notice of termination or otherwise ceased or had his/her employment terminated prior to and up to the LTIP Award Date; and

(iv) fulfils any other criteria as may be determined by the LTIP Committee from time to time at its sole discretion;

(c) in respect of an Eligible Person who is a Director, major shareholder or chief executive of the Company or persons connected with such Director, major shareholder or chief executive (as defined in the Listing Requirements), shall also be approved by the shareholders of the Company in general meeting to be convened unless such approval is no longer required under the Listing Requirements provided always that such interested parties shall not have voted on the resolution approving their respective allocation,

provided always that the selection of Eligible Person(s) for participation in the LTIP and the number of LTIP Award(s) to be awarded to an Eligible Person(s) under the LTIP shall be at the sole and absolute discretion of the LTIP Committee and the decision of the LTIP Committee shall be final and binding.

4.1.2 ESIS Awards only

Only Eligible Persons who fulfil the eligibility conditions as set out in By-Law 4.1.1 above shall be eligible to participate in the ESIS.

The ESIS Awards may require the performance targets to be met by the Eligible Persons prior to the vesting of the ESIS Awards. The performance targets comprise key performance indicators to be measured against the individual performance of the ESIS Participants and/or the Group as well as the performance of their respective business units within the Group, as may be determined by the Company from time to time.

4.2 Notwithstanding the above, the LTIP Committee may, at its sole and absolute discretion, waive any of the eligibility conditions as set out in By-Law 4.1 above (save for By-Law 4.1.1 and 4.1.2). The selection of Eligible Person(s), eligibility and number of LTIP Award(s) to be awarded to an Eligible Person(s) under the Scheme shall be at the sole and absolute discretion of the LTIP Committee and the decision of the LTIP Committee shall be final and binding. In determining the eligibility of an Eligible Person(s) to participate in the Scheme, the LTIP Committee may take into account among other factors, job grading, performance, length of service, contribution to the Group, the profit after tax of the Group, total shareholder return and/or such other factors that the LTIP Committee may in its sole and absolute discretion deem fit.

4.3 The LTIP Committee shall have the discretion to determine whether any vesting condition has been satisfied (whether fully or partially) or exceeded and in making any such determination, and further to amend any Vesting Conditions if the LTIP Committee decides that a changed performance target would be a fairer measure of performance.

4.4 Any Eligible Person(s) who holds more than 1 position within the Group and by holding such positions, the Eligible Person(s) is in more than 1 category, shall only be entitled to the Maximum Allowable Allotment of any 1 of those category/designation of employment. The LTIP Committee shall be entitled at its sole discretion to determine the applicable category/designation of employment.

4.5 An Employee or a director of a dormant company within the Group is not eligible to participate in the Scheme.

4.6 An Employee or a director of the Group who during the duration of the Scheme becomes an Eligible Person(s) may, at the sole discretion of the LTIP Committee, be eligible to participate in the Scheme, subject to the Maximum Allowable Allotment and the decision of the LTIP Committee shall be final and binding.

4.7 Eligibility under the Scheme does not confer on an Eligible Person(s) any claim or right to participate in or any right whatsoever under the Scheme and an Eligible Person(s) does not acquire or has any right over or in connection with the LTIP Award(s) unless the LTIP Award(s) has been made by the LTIP Committee to the Eligible Person(s) and the Eligible Person(s) has accepted the LTIP Award(s) in accordance with these By-Laws.

## 5. BASIS OF ALLOCATION AND MAXIMUM ALLOWABLE ALLOCATION

5.1 The allocation of the SkyeChip Shares to be made available for the LTIP Award(s) under the Scheme shall be determined by the LTIP Committee.

5.2 Subject to By-Law 3 and any adjustment which may be made under By-Law 9, the maximum number of LTIP Awards that may be allocated to an Eligible Person(s) under the Scheme at any point of time in each LTIP Award shall be at the sole and absolute discretion of the LTIP Committee after taking into consideration, inter alia, the Eligible Person(s)' seniority, job grading, performance, length of service, contribution to the Group and/or such other matters as the LTIP Committee deems fit in its sole and absolute discretion, and subject to the following conditions:

(i) the total number of new SkyeChip Shares made available under the Scheme shall not exceed the amount in By-Law 3.1 above;

(ii) not more than 10% of the total number of new SkyeChip Shares under the Scheme shall be allocated to any Eligible Person(s) who, either singly or collectively through persons connected (as defined in the Listing Requirements) with the Eligible Person(s), holds 20% or more of the total number of issued SkyeChip Shares (excluding treasury shares, if any); and

(iii) the Eligible Person(s) shall not participate in the deliberation or discussion of their respective allocations as well as to persons connected with them, if any;

provided always that it is in accordance with the Listing Requirements or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

5.3 The LTIP Committee shall determine the maximum number of new SkyeChip Shares for the LTIP Award(s) that will be made available to an Eligible Person(s) under the Scheme, subject to the provisions of these By-Laws, and the decision of the LTIP Committee shall be final and binding. For the avoidance of doubt, the LTIP Committee shall not be obliged in any way to offer an Eligible Person(s) the LTIP Award(s) for all the specified Maximum Allowable Allotment applicable to such Eligible Person(s) under the Scheme.

5.4 In the event that an Employee is promoted and becomes an Eligible Person(s), the Maximum Allowable Allotment applicable to such Eligible Person(s) shall be the Maximum Allowable Allotment that may be awarded corresponding to the category of employee of which he/she then is a party, subject always to the maximum number of new SkyeChip Shares available under the Scheme as stipulated under By-Law 3.1.

5.5 In the event that an Eligible Person(s) who is demoted/re-designated to a lower grade for whatsoever reason shall only be entitled to the allocation of that lower grade unless an award has been made and accepted by him before such demotion/re-designation and where he has accepted an award which exceeds his Maximum Allowable Allotment under that lower grade, he shall not be entitled to any further allocation for that lower grade.

5.6 The Company shall ensure that the LTIP Award(s) awarded pursuant to the Scheme is verified by the Audit and Risk Management Committee of the Group at the end of each financial year as being in compliance with the award criteria of the LTIP Award(s) which have been disclosed to the Eligible Person(s).

5.7 The LTIP Committee may at its sole and absolute discretion determine whether the LTIP Award(s) to the Eligible Person(s) will be made on staggered basis over the duration of the Scheme or in a single award and/or whether the LTIP Award(s) are subject to any vesting period and if so, to determine the Vesting Conditions.

5.8 If any Eligible Person(s) is a member of the LTIP Committee, such Eligible Person(s) shall not participate in the deliberation or discussion of his/her LTIP Award(s).

5.9 The selection of any Eligible Person(s) to participate in the Scheme will be at the sole discretion of the LTIP Committee and the decision of the LTIP Committee shall be final and binding.

5.10 At the time the LTIP Award(s) is awarded in accordance with these By-Laws, the LTIP Committee shall set out the basis of award, identifying the category or grade of the Eligible Person(s) and the Maximum Allowable Allotment that may be awarded to such Eligible Person(s) under the LTIP Award(s).

5.11 Subject to By-Law 5.2, nothing herein shall prevent the LTIP Committee from awarding more than 1 LTIP Award(s) to an Eligible Person(s) provided that the total aggregate number of SkyeChip Shares comprised in the LTIP Award(s) awarded to such Eligible Person(s) during the duration of the Scheme shall not exceed the Maximum Allowable Allotment that an Eligible Person(s) is entitled under the LTIP Award(s).

## 6. RIGHTS OF LTIP PARTICIPANT(S)

6.1 The LTIP Award(s) shall not carry any right to vote at any general meeting of the Company or rank for any distributions in the event of any voluntary or involuntary liquidation or dissolution of the Company until and unless such SkyeChip Shares have been issued, allotted and credited into the CDS Account of the LTIP Participant(s).

6.2 The SkyeChip Shares which are credited into the LTIP Participant(s)' CDS Account upon vesting of the ESIS Awards and/or exercising of the ESOS Options, would carry rights to vote at the general meeting of the Company, if the LTIP Participant(s) is registered in the Record of Depositors on the Entitlement Date to be entitled to attend and vote at the general meeting.

6.3 A LTIP Participant(s) shall not be entitled to any dividends, rights and/or other distributions or entitlements on his/her unvested ESIS Awards and/or unexercised ESOS Options.

## 7. RIGHTS ATTACHING TO THE SKYECHIP SHARES

7.1 The SkyeChip Shares arising upon vesting of the ESIS Awards and/or exercising of the ESOS Options shall, upon allotment and issuance, rank equally in all respects with the existing SkyeChip Shares and together with the SkyeChip Shares procured by the Company, shall:

(i) be subject to the provisions of the Constitution; and

(ii) rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing SkyeChip Shares, the record date for which is on or after the date on which the SkyeChip Shares are credited into the CDS Account of the LTIP Participant(s) and shall in all other respects rank equally with other existing SkyeChip Shares then in issue.

7.2 Notwithstanding any provision in these By-Laws, the LTIP Participant(s) shall not be entitled to any rights, dividends, allotments or other distributions attached to the SkyeChip Shares prior to the date on which such SkyeChip Shares are credited into their respective CDS Accounts or of which is prior to the date of allotment of such SkyeChip Shares.

## 8. RETENTION PERIOD

8.1 The SkyeChip Shares to be allotted and issued to the ESIS Participants and/or ESOS Participants, as the case may be, pursuant to the LTIP will not be subjected to any retention period or restriction on transfer. However, LTIP Participant(s) are encouraged to hold the SkyeChip Shares as a long-term investment and not for any speculative and/or capitalisation of any immediate gain. The expression "retention period" shall mean the period in which the SkyeChip Shares awarded and issued pursuant to the Scheme must not be sold, transferred, assigned or otherwise disposed of by the LTIP Participant(s).

8.2 Notwithstanding the above By-Law 8.1, the LTIP Committee shall be entitled to prescribe or impose, in relation to any LTIP Award(s), any condition relating to any retention period or restriction on the transfer of the SkyeChip Shares to be issued pursuant to the LTIP as the LTIP Committee deems fit.

## 9. ALTERATION OF SHARE CAPITAL AND ADJUSTMENT

9.1 Subject to By-Law 9.5 hereof, in the event of any alteration in the capital structure of the Company during the duration of the Scheme, whether by way of capitalisation of profits or reserves, rights issue, bonus issue, capital reduction, capital repayment, sub-division or consolidation of capital (save for set-off against accumulated losses), declaration of any special dividend or distribution or any other variation of capital howsoever shall take place during the duration of the Scheme, the Company shall cause such adjustment to be made:

(i) in relation to ESIS:

(a) the number of ESIS Shares comprised in the ESIS Award(s) to the extent not yet vested; and/or

(b) the method and/or manner in the vesting of the ESIS Shares comprised in the ESIS Award(s).

(ii) in relation to ESOS:

(a) the Exercise Price and/or number of ESOS Options comprised in the ESOS Award(s) to the extent not yet vested or exercised; and/or

(b) the method and/or manner in the vesting of the ESOS Options comprised in the ESOS Awards.

9.2 The following provisions shall apply in relation to an adjustment which is made pursuant to By-Law 9.1:

(i) any adjustment to the Exercise Price shall be rounded up to the nearest 1 sen; and

(ii) in determining a LTIP Participant(s)' entitlement to have the SkyeChip Shares vested and/or to exercise the ESOS Options, any fractional entitlements will be disregarded.

9.3 Subject to By-Law 9.2, the Exercise Price for the ESOS Award(s) and/or the number of new SkyeChip Shares unvested/ESOS Options relating to the LTIP Award(s) awarded to each LTIP Participant(s) may from time to time be adjusted, calculated and determined by the LTIP Committee in accordance with the following relevant provisions in consultation with the external auditors of the Company or adviser identified by the LTIP Committee (acting as experts and not arbitrators) who must confirm the adjustment (where required in compliance with the provisions of the Listing Requirements) in writing to be in their opinion, fair and reasonable (for the avoidance of doubt, such confirmation shall be final and binding, and shall not transfer or create any responsibility or third-party rights against the auditors or advisers):

**(1) <u>Consolidation and subdivision</u>**

Whenever a SkyeChip Share by reason of any consolidation or subdivision, the total number of issued shares shall be different. Then, the Exercise Price for the ESOS Award(s) and/or the number of additional SkyeChip Shares/ESOS Options relating to the LTIP Award(s) to be issued shall be adjusted, calculated or determined in the following formula:

(a) New Exercise Price

$$\text{New Exercise Price} = EP \times \frac{\text{Former total number of issued shares before the consolidation or subdivision}}{\text{Revised total number of issued shares after the consolidation or subdivision}}$$

(b) Number of additional SkyeChip Shares/ESOS Options

$$\text{Number of additional SkyeChip Shares/ESOS Options} = T \times \frac{\text{Revised total number of issued shares after the consolidation or subdivision}}{\text{Former total number of issued shares before the consolidation or subdivision}} - T$$

Where:

EP = Existing Exercise Price; and

T = Existing number of SkyeChip Shares/ESOS Options relating to the LTIP Award(s) awarded.

Such adjustment will be effective from the close of business on the Market Day immediately following the Entitlement Date on which the consolidation or subdivision becomes effective (being the date when the SkyeChip Shares are traded on Bursa Securities), or such other period as may be prescribed by Bursa Securities.

**(2) Capitalisation of profits/reserves**

If and whenever the Company shall make any issue of new SkyeChip Shares to ordinary shareholders credited as fully paid-up, by way of bonus issue or capitalisation issue from profits or reserves (whether of a capital or income nature and including any capital redemption reserve fund), the Exercise Price for the ESOS Award(s) shall be adjusted by multiplying it by the following fraction:

$$\frac{A}{A+B}$$

and the number of additional SkyeChip Shares/ESOS Options relating to the LTIP Award(s) to be issued shall be calculated as follows:

Number of additional SkyeChip Shares/ESOS Options =

$$T \times \left[\frac{A+B}{A}\right] - T$$

Where:

A = the aggregate number of issued and fully paid-up SkyeChip Shares immediately before such bonus issue or capitalisation issue;

B = the aggregate number of SkyeChip Shares to be issued pursuant to any allotment to ordinary shareholders of the Company credited as fully paid-up by way of bonus issue or capitalisation of profits or reserves (whether of a capital or income nature and including any capital redemption reserve fund); and

T = as T above

Such adjustment will be effective (if appropriate, retroactively) from the commencement of the next Market Day following the Entitlement Date for such issue.

If and whenever the Company shall make:

**(3) Capital Distribution**

a Capital Distribution (as defined below) to ordinary shareholders whether on a reduction of capital or otherwise (but excluding any cancellation of capital which is lost or unrepresented by available assets); or

**(a) Rights issue of SkyeChip Shares**

any offer or invitation to its ordinary shareholders where under they may acquire or subscribe for new SkyeChip Shares by way of rights; or

**(b) Rights issue of convertible securities**

any offer or invitation to ordinary shareholders by way of rights where under they may acquire or subscribe for securities convertible into new SkyeChip Shares or securities with rights to acquire or subscribe for new SkyeChip Shares attached thereto,

then and in respect of each such case, the Exercise Price for the ESOS Award(s) shall be adjusted by multiplying it by the following fraction:

$$\frac{C-D}{C}$$

and in respect of the case referred to in By-Law 9.3(iii)(b) hereof, the number of additional SkyeChip Shares/ESOS Options comprised in the LTIP Award(s) to be issued shall be calculated as follows:

Number of additional SkyeChip Shares/ESOS Options =

$$T \times \left[\frac{C}{C-D^*}\right] - T$$

Where:

T = as T above;

C = the current market price of each SkyeChip Share on the Market Day immediately preceding the date on which the Capital Distribution or, as the case may be, the offer or invitation is publicly announced to Bursa Securities or (failing any such announcement) immediately preceding the date of the Capital Distribution or, as the case may be, of the offer or invitation; and

D = (aa) in the case of an offer or invitation to acquire or subscribe for new SkyeChip Shares under By-Law 9.3(iii)(b) above or for securities convertible into SkyeChip Shares or securities with rights to acquire or subscribe for new SkyeChip Shares under By-Law 9.3(iii)(c) above, the value of rights attributable to 1 existing SkyeChip Share (as defined below); or

(bb) in the case of any other transaction falling within By-Law 9.3(iii) hereof, the fair market value as determined by the external auditor of the Company of that portion of the Capital Distribution attributable to 1 existing SkyeChip Share.

D* = the value of rights attributable to 1 existing SkyeChip Share (as defined below).

For the purpose of definition "(aa)" of D above, the "**value of rights attributable to 1 existing SkyeChip Share**" shall be calculated in accordance with the formula:

$$\frac{C-E}{F+1}$$

Where:

C = as C above;

E = the subscription price for 1 additional SkyeChip Share under the terms of such offer or invitation to acquire or subscribe for the SkyeChip Share or subscription price of 1 additional security convertible into SkyeChip Shares or 1 additional security with rights to acquire or subscribe for the SkyeChip Shares;

F = the number of existing SkyeChip Shares which is necessary to hold in order to be offered or invited to acquire or subscribe for 1 additional SkyeChip Share or subscribe for security convertible into 1 additional SkyeChip Share or rights to acquire or subscribe for 1 additional SkyeChip Share; and

For the purpose of definition "D*" above, the "**value of rights attributable to 1 existing SkyeChip Share**" shall be calculated in accordance with the formula:

$$\frac{C-E^*}{F^*+1}$$

Where:

C = as C above;

E* = the subscription price for 1 additional SkyeChip Share under the terms of such offer or invitation to acquire or subscribe for SkyeChip Shares; and

F* = the number of existing SkyeChip Shares which is necessary to hold in order to be offered or invited to acquire or subscribe for 1 additional SkyeChip Share.

For the purpose of By-Law 9.3(iii) hereof, "**Capital Distribution**" shall (without prejudice to the generality of that expression) include distributions in cash or specie (other than dividends) or by way of issue of new SkyeChip Shares (not falling under By-Law 9.3(ii) hereof) or other securities issued by way of capitalisation of profits or reserves of the Company (whether of a capital or income nature and including any capital redemption reserve fund).

Any distribution out of profits or reserves (including any capital redemption reserve fund) made (whenever paid and howsoever described) shall be deemed to be a Capital Distribution unless the distribution is paid out of the aggregate of the net profits attributable to the ordinary shareholders as shown in the audited consolidated statements of profit or loss and other comprehensive income of the Company.

Such adjustment will be effective (if appropriate, retroactively) from the commencement of the next Market Day following the Entitlement Date for such issue.

**(4) <u>Capitalisation of profits/reserves and rights issue of SkyeChip Shares/ convertible securities</u>**

If and whenever the Company makes any allotment to its ordinary shareholders as provided in By-Law 9.3(ii) above and also makes any offer or invitation to its ordinary shareholders as provided in By-Law 9.3(iii)(b) or (c) above and Entitlement Date for the purpose of the allotment is also the Entitlement Date for the purpose of the offer or invitation, the Exercise Price for the ESOS Award(s) shall be adjusted by multiplying it by the following fraction:

$$\frac{(G \times C) + (H \times I)}{(G + H + B) \times C}$$

and where the Company makes any allotment to its ordinary shareholders as provided in By-Law 9.3(ii) above and also makes any offer or invitation to its ordinary shareholders as provided in By-Law 9.3(iii)(b) above and the Entitlement Date for the purpose of the allotment is also the Entitlement Date for the purpose of the offer or invitation, the number of additional SkyeChip Shares comprised in the LTIP Award(s) to be issued shall be calculated as follow:

Number of additional SkyeChip Shares (ESOS Options) =

$$T \times \left[ \frac{(G + H^* + B) \times C}{(G \times C) + (H^* \times I^*)} \right] - T$$

Number of additional SkyeChip Shares (ESIS Award) =

$$T \times \left[ \frac{(G + H + B) \times C}{(G \times C) + (H \times I)} \right] - T$$

Where:

B = as B above;

C = as C above;

G = the aggregate number of issued and fully paid-up SkyeChip Shares on the Entitlement Date;

H = the aggregate number of new SkyeChip Shares under an offer or invitation to acquire or subscribe for the SkyeChip Shares by way of rights, or under an offer or invitation by way of rights to acquire or subscribe for securities convertible into the SkyeChip Shares or rights to acquire or subscribe for the SkyeChip Shares (if required), as the case may be;

H* = the aggregate number of new SkyeChip Shares under an offer or invitation to acquire or subscribe for the SkyeChip Shares by way of rights;

I = the subscription price of 1 additional SkyeChip Share under the offer or invitation to acquire or subscribe for the SkyeChip Shares, or the conversion price on conversion of such securities or exercise of such rights to acquire or subscribe for 1 additional SkyeChip Share (if required), as the case may be;

I* = the subscription price of 1 additional SkyeChip Share under the offer or invitation to acquire or subscribe for the SkyeChip Shares; and

T = as T above.

Such adjustment will be effective (if appropriate, retroactively) from the commencement of the next Market Day following the Entitlement Date for such issue.

**(5) <u>Rights issue of the SkyeChip Shares and rights issue of convertible securities</u>**

If and whenever the Company makes any offer or invitation to its ordinary shareholders to acquire or subscribe for new SkyeChip Shares as provided in By-Law 9.3(iii)(b) above together with an offer or invitation to acquire or subscribe for securities convertible into new SkyeChip Shares or securities with rights to acquire or subscribe for new SkyeChip Shares as provided in By-Law 9.3(iii)(c) above and the Entitlement Date for the purpose of the allotment is also the Entitlement Date for the purpose of the offer or invitation, the Exercise Price for the ESOS Award(s) shall be adjusted by multiplying it by the following fraction:

$$\frac{(G \times C) + (H \times I) + (J \times K)}{(G + H + J) \times C}$$

And the number of additional SkyeChip Shares/ESOS Options comprised in the LTIP Award(s) shall be calculated as follows:

Number of additional SkyeChip Shares (ESOS Options) =

$$T \times \left[ \frac{(G + H^*) \times C}{(G \times C) + (H^* \times I^*)} \right] - T$$

Number of additional SkyeChip Shares (ESIS Award) =

$$T \times \left[ \frac{(G + H + J) \times C}{(G \times C) + (H \times I) + (J \times K)} \right] - T$$

Where:

C = as C above;

G = as G above;

H = as H above;

H* = as H* above;

I = as I above;

I* = as I* above;

J = the aggregate number of the SkyeChip Shares to be issued to its ordinary shareholders upon conversion of such securities or exercise of such rights to subscribe for the SkyeChip Shares by the ordinary shareholders;

K = the exercise price on conversion of such securities or exercise of such rights to acquire or subscribe for 1 additional SkyeChip Share; and

T = as T above.

Such adjustment will be effective (if appropriate, retroactively) from the commencement of the next Market Day following the Entitlement Date for such issue.

**(6) <u>Capitalisation of profits/reserve, rights issue of the SkyeChip Shares and rights issue of convertible securities</u>**

If and whenever the Company makes any offer or invitation to its ordinary shareholders to acquire or subscribe for new SkyeChip Shares as provided in By-Law 9.3(iii)(b) above together with an offer or invitation to acquire or subscribe for securities convertible into new SkyeChip Shares or securities with rights to acquire or subscribe for new SkyeChip Shares as provided in By-Law 9.3(iii)(c) above and the Entitlement Date for the purpose of the allotment is also the Entitlement Date for the purpose of the offer or invitation, the Exercise Price for the ESOS Award(s) shall be adjusted by multiplying it by the following fraction:

$$\frac{(G \times C) + (H \times I) + (J \times K)}{(G + H + J + B) \times C}$$

and the number of additional SkyeChip Shares/ESOS Options comprised in the LTIP Award(s) shall be calculated as follows:

Number of additional SkyeChip Shares (ESOS Options) =

$$T \times \left[ \frac{(G + H^* + B) \times C}{(G \times C) + (H^* \times I^*)} \right] - T$$

Number of additional SkyeChip Shares (ESIS Award) =

$$T \times \left[ \frac{(G + H^* + B) \times C}{(G \times C) + (H^* \times I^*) + (J \times K)} \right] - T$$

Where:

B = as B above;

C = as C above;

G = as G above;

H = as H above;

H* = as H* above;

I = as I above;

I* = as I* above;

J = as J above;

K = as K above; and

T = as T above

Such adjustment will be effective (if appropriate, retroactively) from the commencement of the next Market Day following the Entitlement Date for such issue.

**(7) <u>Others</u>**

If and whenever (otherwise than pursuant to a rights issue available to all ordinary shareholders of the Company and requiring an adjustment under By-Laws 9.3(iii)(b), (iii)(c), (iv), (v) or (vi) above), the Company shall issue either new SkyeChip Shares or any securities convertible into new SkyeChip Shares or any rights to acquire or subscribe for the SkyeChip Shares, and in any such case, the Total Effective Consideration per SkyeChip Share (as defined below) is less than 90% of the Average Price (as defined below) for one (1) SkyeChip Share or, as the case may be, the price at which the SkyeChip Shares will be issued upon conversion of such securities or exercise of such rights is determined, the Exercise Price for the ESOS Award(s) shall be adjusted by multiplying it by the following fraction:

$$\frac{L + M}{L + N}$$

Where:

L = the number of the SkyeChip Shares in issue at the close of business on Bursa Securities on the Market Day immediately preceding the date on which the relevant adjustment becomes effective;

M = the number of the SkyeChip Shares which the Total Effective Consideration (as defined below) would have purchased at the Average Price (as defined below) (exclusive of expenses); and

N = the aggregate number of the SkyeChip Shares so issued or, in the case of securities convertible into the SkyeChip Shares or securities with rights to acquire or subscribe for the SkyeChip Shares, the maximum number (assuming no adjustment of such rights) of the SkyeChip Shares issuable upon full conversion of such securities or the exercise in full of such rights.

For the purpose of By-Law 9.3(vii), the "**Total Effective Consideration**" shall be determined by the LTIP Committee with the concurrence of the external auditor of the Company and shall be:

(a) in the case of the issue of new SkyeChip Shares, the aggregate consideration receivable by the Company on payment in full for such SkyeChip Shares; or

(b) in the case of the issue by the Company of securities wholly or partly convertible into new SkyeChip Shares, the aggregate consideration receivable by the Company on payment in full for such securities or such part of the securities as is convertible together with the total amount receivable by the Company upon full conversion of such securities (if any); or

(c) in the case of the issue by the Company of securities with rights to acquire or subscribe for new SkyeChip Shares, the aggregate consideration attributable to the issue of such rights together with the total amount receivable by the Company upon full exercise of such rights;

in each case without any deduction of any commissions, discounts or expenses paid, allowed or incurred in connection with the issue thereof, and the "**Total Effective Consideration per SkyeChip Share**" shall be the Total Effective Consideration divided by the number of new SkyeChip Shares issued as aforesaid or, in the case of securities convertible into new SkyeChip Shares or securities with rights to acquire or subscribe for new SkyeChip Shares, by the maximum number of new SkyeChip Shares issuable on full conversion of such securities or on exercise in full of such rights.

For the purpose of By-Law 9.3(vii), "**Average Price**" of a SkyeChip Share shall be the average market price of 1 SkyeChip Share as derived from the last traded prices for one or more board lots of SkyeChip Shares as quoted on Bursa Securities on the Market Days comprised in the period used as a basis upon which the issue price of such SkyeChip Shares is determined.

Such adjustment will be calculated (if appropriate, retroactively) from the close of business on Bursa Securities on the Market Day immediately following the date on which the issue is announced, or (failing any such announcement) on the next Market Day immediately following the date on which the Company determines the subscription price of such SkyeChip Shares. Each such adjustment will be effective (if appropriate, retroactively) from the commencement of the next Market Day immediately following the completion of the above transaction.

For the purpose of By-Laws 9.3(iii), (iv), (v) and (vi), the current market price in relation to 1 existing SkyeChip Share for any relevant day shall be the based on the volume weighted average market price of the SkyeChip Shares for the 5 consecutive Market Days before such date or during such other period as may be determined in accordance with any guidelines issued, from time to time, by the relevant authorities.

Such adjustment must be confirmed in writing by the external auditors of the Company for the time being (acting as experts and not as arbitrators), upon reference to them by the LTIP Committee, to be in their opinion, fair and reasonable, provided always that:

(i) any adjustment to the Exercise Price shall be rounded up to the nearest 1 sen;

(a) in the event that a fraction of a new SkyeChip Share arising from the adjustment referred to in these By-Laws would otherwise be required to be issued upon vesting of the ESIS Awards and/or exercising of the ESOS Option by the LTIP Participant(s), the LTIP Participant(s)' entitlement shall be round down to the nearest whole number;

(b) upon any adjustment being made pursuant to these By-Laws, the LTIP Committee shall, within 30 days of the effective date of the alteration in the capital structure of the Company, notify the LTIP Participant(s) (or his legal representatives where applicable) in writing informing him of the adjusted Exercise Price for the ESOS Award(s) thereafter in effect and/or the number of the SkyeChip Shares/ESOS Options comprised in the LTIP Award(s);

(c) any adjustments made must be in compliance with the provisions for adjustments provided in these By-Laws.

For avoidance of doubt, any adjustments to the Exercise Price for the ESOS Award(s) and/or the number of the SkyeChip Shares/ESOS Options comprised in the LTIP Award(s) so far as unvested and/or unexercised arising from bonus issue, subdivision or consolidation of the SkyeChip Shares need not be confirmed in writing by the external auditors of the Company.

9.4 Save as expressly provided for herein, the external auditors of the Company must confirm in writing that the adjustments are in their opinion fair and reasonable. The opinion of the external auditors of the Company shall be final, binding and conclusive.

For the avoidance of doubt, nothing in these By-Laws shall be construed as conferring any vested right on any Participant, and all determinations of the LTIP Committee shall be conclusive and binding.

9.5 The provisions of By-Law 9 shall not apply where the alteration in the capital structure of the Company arises from any of the following:

(i) an issue of new SkyeChip Shares pursuant to the vesting and/or exercise of the LTIP Award(s) under the Scheme; or

(ii) an issue of securities as consideration or part consideration for an acquisition of any other securities, assets or business; or

(iii) private placement or restricted issue or special issue of new SkyeChip Shares by the Company; or

(iv) a special issue of securities to Bumiputera parties or investors nominated by the Ministry of Investment, Trade and Industry and/or other government authority to comply with the government's policy on Bumiputera capital participation; or

(v) a purchase by the Company of its own SkyeChip Shares and cancellation of all or a portion of such SkyeChip Shares purchased pursuant to Section 127 of the Act; or

(vi) an issue of new SkyeChip Shares arising from the exercise of any conversion rights attached to securities convertible to new SkyeChip Shares or upon exercise of any other rights including warrants and convertible loan stocks or other instruments (if any) issued by the Company.

9.6 In the event that the Company enters into any scheme of arrangement or reconstruction pursuant to Part III (Division 7, Subdivision 2) of the Act, By-Law 9.1 shall be applicable in respect of such part(s) of the scheme which involves any alteration(s) in the capital structure of the Company to which By-Law 9.1 is applicable, but By-Law 9.1 shall not be applicable in respect of such part(s) of the scheme which involves any alteration(s) in the capital structure of the Company to which By-Law 9.1 is not applicable as described in By-Law 9.5.

9.7 An adjustment pursuant to By-Law 9.1 shall be made according to the following terms:

(i) in the case of a right issue, bonus issue or other capitalisation issue, on the next Market Day following the Entitlement Date in respect of such issue; or

(ii) in the case of a consolidation or subdivision of the SkyeChip Shares or reduction of capital, on the next Market Day immediately following the date on which the consolidation or subdivision or capital reduction becomes effective or such period as may be prescribed by Bursa Securities.

Upon any adjustment being made, the LTIP Committee shall give notice in writing within 30 days from the date of adjustment to the LTIP Participant(s), or his/her legal representative, where applicable, to inform him/her of the adjustment and the event giving rise thereto.

9.8 Notwithstanding the provisions referred to in these By-Laws, the LTIP Committee may exercise its sole discretion to determine whether any adjustments to the Exercise Price for ESOS Award(s) and/or the number of the SkyeChip Shares/ESOS Options comprised in the LTIP Award(s) be calculated on a different basis or date or should take effect on a different date or that such adjustments be made to the Exercise Price for the ESOS Award(s) and/or the number of the SkyeChip Shares/ESOS Options comprised in the LTIP Award(s) notwithstanding that no such adjustment formula has been explicitly set out in these By-Laws.

## 10. TAKE-OVERS AND MERGERS, SCHEMES OF ARRANGEMENT, AMALGAMATIONS, RECONSTRUCTIONS AND DISPOSAL OF ASSETS

10.1 In the event of:

(i) a take-over offer being made for, under the Malaysian Code on Take-Overs and Mergers 2016 and Rules on Take-Overs, Mergers and Compulsory Acquisitions (or any replacement thereof), to acquire the whole of the issued ordinary share capital of the Company (or such part thereof not at the time held by the person making the take- over ("**Offeror**") or any persons acting in concert with the Offeror); or

(ii) the Offeror becoming entitled or bound to exercise the right of compulsory acquisition of the SkyeChip Shares under the provisions of any applicable statutes, rules and/or regulations and gives notice to the LTIP Participant(s) that it intends to exercise such rights on a specific date ("**Specified Date**"); or

(iii) the Company disposes of all or substantially all of its assets and the disposal becomes unconditional;

the LTIP Committee may at its discretion to the extent permitted by law permit the vesting and/or exercise of the LTIP Award(s) and the LTIP Participant(s) will be entitled within such period to be determined by the LTIP Committee, to subscribe and/or exercise all or any of his/her LTIP Award(s) and the Directors of the Company shall use their best endeavours to procure that such a general offer be extended to the SkyeChip Shares that may be issued pursuant to the LTIP Award(s) under these By-Law.

In the foregoing circumstances, all LTIP Award(s) which the LTIP Committee permits to be vested and/or exercisable, shall automatically lapse and become null and void to the extent remain unvested and/or unexercised by the date prescribed by the LTIP Committee notwithstanding that the LTIP Award Vesting Date has not commenced or has not expired.

10.2 Notwithstanding to the provisions of these By-Laws and subject to the sole discretion of the LTIP Committee, in the event of the court sanctioning a compromise or arrangement between the Company and its members proposed for the purpose of, or in connection with, a scheme of arrangement and reconstruction of the Company under Section 366 of the Act or its amalgamation with any other company or companies under Section 370 or any other provisions of the Act or the Company decided to merge with other company or companies, the LTIP Committee may at its absolute discretion decide whether a LTIP Participant(s) may be entitled to be vested and/or to exercise all or any of his/her unvested and/or unexercised LTIP Award(s) at any time commencing from the date upon which the compromise or arrangement is sanctioned by the court and ending on the date upon which it becomes effective provided always that no LTIP Award(s) shall be vested and LTIP Award(s) shall be subscribed and/or exercised after the expiry of the LTIP Award Vesting Date. Upon the compromise or arrangement becoming effective, all unvested and/or unexercised LTIP Award(s) shall automatically lapse and become null and void and of no further force and effect.

## 11. DIVESTMENT FROM AND TRANSFER TO/FROM THE GROUP

11.1 If a LTIP Participant(s) is in the employment of a company within the Group and such company is subsequently divested, wholly or in part, from the Group, the LTIP Participant(s):

(i) shall cease to be capable of being vested with any unvested LTIP Award(s) awarded to him/her under the Scheme from the date of completion of such divestment or the Date of Expiry, whichever expires first; and

(ii) will not be entitled to exercise any unexercised ESOS Options from the date of completion of such divestment,

unless the LTIP Committee at its discretion permit such exercise of the unexercised ESOS Option or the vesting of the unvested LTIP Award(s) including its allocation thereof. For the avoidance of doubt, save and except to the extent permitted by the LTIP Committee, all existing LTIP Award(s) shall automatically lapse and become null and void and of no further force and effect; and

(iii) shall not be eligible to participate for further LTIP Award(s) under the Scheme as from the date of completion of such divestment.

11.2 For the purposes of By-Law 11.1 above, a company shall be deemed to be divested from the Group or disposed of from the Group in the event that the effective interest of the Company in such company is reduced from above 50% to 50% or below so that such company would no longer be a subsidiary of the Company pursuant to Section 4 of the Act (other than pursuant to a takeover, scheme of arrangement, amalgamation, reconstruction, merger or otherwise as provided under the By-Law 10).

11.3 In the event that:

(i) an employee who was employed in a company which is not related to the Company pursuant to Section 7 of the Act (that is to say, a company which does not fall within the definition of ("**the Group**")) and is subsequently transferred from such company to any company within the Group; or

(ii) an employee who was in the employment of a company which subsequently becomes a company within the Group as a result of a restructuring or acquisition exercise or otherwise involving the Company and/or any company within the Group with any of the first mentioned company stated in (i) above;

(the first abovementioned company in (i) and (ii) herein referred to as the "**Previous Company**"), such an employee of the Previous Company will be eligible to participate in this Scheme for the remaining duration of the Scheme, if the affected employee becomes an "Eligible Person" within the meaning under these By-Laws.

For the avoidance of doubt, in the event of any acquisition or incorporation of any company into the Group pursuant to part (ii) above as a subsidiary as defined in Section 4 of the Act or any other statutory regulation in place thereof during the duration of the Scheme, the Scheme shall apply to the employees of such company on the date of such company becomes a subsidiary of the Group (provided that such subsidiary is not dormant) falling within the meaning of the expression of "**Eligible Person**" under By-Law 1 and the provisions of these By-Laws shall apply.

## 12. WINDING UP

12.1 All outstanding LTIP Award(s) under the Scheme shall be automatically terminated and be of no further force and effect in the event that a resolution is passed or a court order is made for the winding up of the Company commencing from the date of such resolution or the date of the court order. In the event a petition is presented in court for the winding-up or liquidation of the Company, all rights to vest in the LTIP Award(s) and/or exercise the ESOS Options pursuant to the Scheme shall automatically be suspended from the date of the presentation of the petition. Conversely, if the petition for winding-up is dismissed by the court, the right to vest the LTIP Award(s)and/or exercise the ESOS Options pursuant to the Scheme shall accordingly be lifted from suspension.

## 13. DURATION AND TERMINATION OF THE SCHEME

13.1 The Effective Date for the implementation of the Scheme shall be at the date of full compliance with all relevant requirements in the Listing Requirements, including but not limited to the following:

(i) submission of the final copy of the By-Laws to Bursa Securities together with a letter of a compliance pursuant to Paragraph 2.12 of the Listing Requirements and checklist showing compliance with Appendix 6E of the Listing Requirements;

(ii) receipt of the approval or approval-in-principle, as the case may be, from Bursa Securities for the listing of and quotation for the SkyeChip Shares to be issued under the Scheme;

(iii) procurement of the shareholders' approval for the Scheme in a general meeting;

(iv) receipt of the approval of any other relevant authorities whose approvals are necessary in respect of the Scheme; and

(v) fulfilment or waiver (as the case may be) of all conditions attached to any of the abovementioned approvals, if any.

The Company shall through its Adviser submit a confirmation letter to Bursa Securities of full compliance with the relevant requirements of Bursa Securities stating the Effective Date of implementation of the Scheme together with a certified true copy of the relevant resolution passed by the shareholders of the Company in the general meeting. The confirmation letter shall be submitted to Bursa Securities no later than 5 Market Days after the Effective Date.

13.2 The Scheme, when implemented, shall be in force for a period of 5 years from the Effective Date. The Company may, if the Board deems fit and upon recommendation of the LTIP Committee, extend the LTIP for a period of up to another 5 years immediately from the expiry of the first 5 years, and shall not in aggregate exceed 10 years from the Effective Date.

13.3 LTIP Award(s) can only be made from the Effective Date and before the Date of Expiry.

13.4 Notwithstanding anything to the contrary, all unvested LTIP Award(s) and/or unexercised ESOS Options shall lapse and become null and void on the Date of Expiry.

13.5 Subject to compliance with the requirements of Bursa Securities and any other relevant authorities, the Scheme may be terminated by the LTIP Committee at any time before the Date of Expiry PROVIDED THAT an announcement is released to Bursa Securities on the following:

(i) the effective date of termination ("**Termination Date**");

(ii) the number of the SkyeChip Shares vested pursuant to the ESIS and/or number of ESOS Option(s) exercised pursuant to the ESOS; and

(iii) the reasons and justification for termination.

13.6 In the event of termination as stipulated in By-Law 13.5 above, the following provisions shall apply:

(i) no further LTIP Award(s) shall be awarded by the LTIP Committee from the Termination Date;

(ii) all LTIP Award(s) which have yet to be accepted by the Eligible Person(s) shall automatically lapse and become null and void on the Termination Date; and

(iii) any LTIP Award(s) which have yet to be vested or exercised (as the case may be and whether fully or partially) awarded under the Scheme shall automatically lapse and be deemed cancelled and be null and void.

13.7 Subject to the requirements under the Listing Requirements, approval or consent of the shareholders of the Company by way of a resolution in a general meeting and written consent of LTIP Participant(s) who have yet to vest their LTIP Award(s) and/or exercise their ESOS Options are not required to effect a termination of the Scheme.

## 14. ADMINISTRATION AND IMPLEMENTATION OF THE SCHEME

14.1 The Scheme shall be administered by the LTIP Committee. The LTIP Committee shall, subject to these By-Laws, administer the Scheme in such manner as it shall deem fit and with such powers and duties as are conferred upon it by the Board. The decision of the LTIP Committee shall be final and binding.

14.2 Without limiting the generality of By-Law 14.1, the LTIP Committee may, for the purpose of administering the Scheme, do all acts and things, rectify any error(s) in the LTIP Award(s), execute all documents and delegate any of its powers and duties relating to the Scheme as it may at its sole discretion consider to be necessary or desirable for giving effect to the Scheme including the powers to:

(i) subject to the provisions of the Scheme, construe and interpret the Scheme and LTIP Award(s) awarded under it, to define the terms therein and to recommend to the Board to establish, amend and revoke rules and regulations relating to the Scheme and its administration. The LTIP Committee in the exercise of this power may correct any defects, supply any omission, or reconcile any inconsistency in the Scheme or in any agreement providing for the LTIP Award(s) in a manner and to the extent it shall deem necessary to expedite and make the Scheme fully effective; and

(ii) determine all question of policy and expediency that may arise in the administration of the Scheme and generally exercise such powers and perform such acts as are deemed necessary and/or expedient to promote the best interests of the Company.

14.3 The Board shall have power at any time and from time to time to approve, rescind and/or revoke the appointment of any person in the LTIP Committee as it shall deem fit.

14.4 In implementing the Scheme, the LTIP Committee may at its absolute discretion decide that the LTIP Award(s) be satisfied by the following methods:

(i) for the ESIS, allotment and issuance of new SkyeChip Shares to the Trustee that have been subscribed for by the Trustee, which will in turn be transferred to the ESIS Participants;

(ii) for the ESOS, allotment and issuance of new SkyeChip Shares to the ESOS participants;

(iii) any other methods as may be permitted by the Act and the Listing Requirements, as amended from time to time and any re-enactment thereof, or cash payments, if any; or

(iv) a combination of any of the above.

14.5 The Board and/or the LTIP Committee will establish a Trust to be administered by the Trustee consisting of such trustee appointed by the Company from time to time, subject to the provisions set out in the Trust Deed, for purposes of subscribing for new SkyeChip Shares and transferring them to the ESIS Participant(s) at such time as the LTIP Committee may direct. To enable the Trustee to subscribe for new SkyeChip Shares for purposes of implementing the aforesaid and to pay expenses in relation to the administration of the Trust, the Trustee will, to the extent permitted by law, be entitled from time to time to accept funding and/or assistance, financial or otherwise, from the Company and its subsidiaries.

14.6 The Trustee shall exercise the voting rights attached to such SkyeChip Shares in such manner and extent as may be directed by the LTIP Committee in writing.

14.7 The Trustee shall administer the Trust in accordance with the Trust Deed. For purposes of administering the Trust, the Trustee shall do all such acts and things and enter into any transactions, agreements, deeds, documents or arrangements and make rules, regulations or impose terms and conditions or delegate part of its power relating to the administration of the Trust as the LTIP Committee may in its discretion direct for the implementation and administration of the Trust.

14.8 The Company and/or the LTIP Committee shall have the power from time to time, appoint or rescind the appointment of any Trustee as it deems fit in accordance with the provisions of the Trust Deed.

## 15. MODIFICATION, VARIATION AND/OR AMENDMENT TO THE SCHEME

15.1 Subject to By-Law 15.2 and compliance with the Listing Requirements and other requirements of Bursa Securities and any other relevant authorities, the LTIP Committee may at any time and from time to time recommend to the Board any additions, modifications or amendments to or deletions of these By-Laws as it shall at its sole discretion deem fit and the Board shall have the power, at any time, by resolution to, add, amend, modify and/or delete all or any of the terms in these By-Laws upon such recommendation and the Company will submit the amended By-Laws together with a confirmation letter to Bursa Securities confirming that such amendment and/or modification is in compliance with the provisions of the Listing Requirements pertaining to the Scheme and the Rules of Bursa Depository.

15.2 Subject to By-Law 15.3, the approval of the shareholders of the Company in general meeting shall not be required in respect of any additions, modifications or amendments to or deletions of these By-Laws provided that no additions, modifications or amendments to or deletions of these By-Laws shall be made which will:

(i) prejudice any rights which would have accrued to any LTIP Participant(s) without the prior consent or sanction of that LTIP Participant(s); or

(ii) increase the number of the SkyeChip Shares available under the Scheme beyond the maximum amount set out in By-Law 5 above; or

(iii) prejudice any rights of the shareholders of the Company; or

(iv) alter to the advantage of an Eligible Person(s) and/or LTIP Participant(s) in respect of any matters which are required to be contained in these By-Laws without the prior approval of the Company's shareholders obtained in a general meeting unless allowed by the provisions of the Listing Requirements.

Such amendment or modification to the By-Laws does not need the prior approval of Bursa Securities. However, the Company shall submit to Bursa Securities a confirmation letter that the amendment or modification does not contravene any of the provisions of the Listing Requirements pertaining to the Scheme no later than 5 Market Days after the effective date of the said amendment or modification is made.

15.3 The LTIP Committee shall within 10 Market Days of any amendment and/or modification made pursuant to these By-Laws notify the LTIP Participant(s) in writing of any amendment and/or modification made pursuant to these By-Laws.

## 16. INSPECTION OF THE AUDITED ACCOUNTS

16.1 All LTIP Participant(s) are entitled to inspect the latest audited accounts of the Company at the registered office of the Company during normal business hours on any working day of the registered office.

## 17. SCHEME NOT A TERM OF EMPLOYMENT

17.1 This Scheme shall not confer or be construed to confer on an Eligible Person(s) any special rights or privileges over the Eligible Person(s)' terms and conditions of employment in the Group under which the Eligible Person(s) are employed nor any rights additional to any compensation or damages that the Eligible Person(s) may be normally entitled to arising from the cessation of such employment. The Scheme shall not form part of or constitute or be in any way construed as a term or condition of employment of any Eligible Person(s).

## 18. NO COMPENSATION FOR TERMINATION

18.1 No Eligible Person(s) shall be entitled to any compensation for damages arising from the termination of the LTIP Award(s) or this Scheme pursuant to the provisions of these By-Laws.

18.2 Notwithstanding any provisions of these By-Laws:

(i) this Scheme shall not form part of any contract of employment between the Company or any company within the Group and any Eligible Person(s) of any company of the Group. The rights of any Eligible Person(s) under the terms of his/her office and/or employment with any company within the Group shall not be affected by his/her participation in the Scheme, nor shall such participation or the LTIP Award(s) or consideration for the LTIP Award(s) afford such Eligible Person(s) any additional rights to compensation or damages in consequence of the termination of such office or employment for any reason;

(ii) this Scheme shall not confer on any person any legal or equitable right or other rights under any other law (other than those constituting the LTIP Award(s)) against the Company or any company within the Group, directly or indirectly, or give rise to any course of action in law or in equity or under any other law against any company within the Group.

(iii) no LTIP Participant(s) or his/her personal or legal representative (as the case may be) shall bring any claim, action or proceeding against any company within the Group, the LTIP Committee or any other party for compensation, loss or damages whatsoever and howsoever arising from the suspension/cancellation of his/her rights to his/her LTIP Award(s) or his/her LTIP Award(s) ceasing to be valid pursuant to the provisions of these By-Laws; and

(iv) the Company, the Board (including Directors that had resigned but were on the Board during the duration of the Scheme) or the LTIP Committee shall in no event be liable to the LTIP Participant(s) or his/her personal or legal representative (as the case may be) or any other person or entity for any third party claim, loss of profits, loss of opportunity, loss of savings or any punitive, incidental or consequential damage, including without limitation lost profits or savings, directly or indirectly arising from the breach or non-performance of these By-Laws or any loss suffered by reason of any change in the price of the SkyeChip Shares or from any other cause whatsoever whether known or unknown, contingent, absolute or otherwise, whether based in contract, tort, equity, indemnity, breach of warranty or otherwise and whether pursuant to common law, statute, equity or otherwise, even if any company within the Group, the Board or the LTIP Committee has been advised of the possibility of such damage.

## 19. DISPUTES

19.1 In case any dispute or difference shall arise between the LTIP Committee and an Eligible Person(s) or a LTIP Participant(s) or in the event of an appeal by an Eligible Person(s), as the case may be, as to any matter of any nature arising hereunder, such dispute or appeal must have been referred to and received by the LTIP Committee during the duration of the Scheme. The LTIP Committee then shall determine such dispute or difference by a written decision (without the obligation to give any reason thereof) given to the Eligible Person(s) and/or the LTIP Participant(s), as the case may be provided that where the dispute is raised by a member of the LTIP Committee, the said member shall abstain from voting in respect of the decision of the LTIP Committee in that instance. In the event the Eligible Person(s) or the LTIP Participant(s), as the case may be, shall dispute the same by written notice to the LTIP Committee within 14 days of the receipt of the written decision, then such dispute or difference shall be referred to the Board, whose decision shall be final and binding in all respects, provided that any Director of the Company who is also in the LTIP Committee shall abstain from voting and no person shall be entitled to dispute any decision or certification which is stated to be final and binding under these By-Laws. Notwithstanding anything herein to the contrary, any costs and expenses incurred in relation to any dispute or difference or appeal brought by any party to the LTIP Committee shall be borne by such party.

19.2 Notwithstanding the foregoing provisions of By-Law 19.1 above, matters concerning adjustments made pursuant to By-Law 9 (where required in compliance with the provisions of the Listing Requirements) shall be referred to external auditors of the Company or the Adviser of the Company who shall act as experts and not as arbitrators, to confirm in writing that such adjustments are, in their opinion, fair and reasonable. Such confirmation shall be final and binding.

## 20. COSTS AND EXPENSES

20.1 Unless otherwise stipulated by the Company in the LTIP Award(s), all fees, costs and expenses incurred in relation to the Scheme including but not limited to the fees, costs and expenses relating to the allotment and issuance and/or transfer of the SkyeChip Shares pursuant to the vesting and/or exercise of the LTIP Award(s), shall be borne by the Company. Notwithstanding this, the LTIP Participant(s) shall bear any fees, costs and expenses incurred in relation to his/her acceptance of the LTIP Award(s) and/or exercise of the ESOS Option(s) under the Scheme and any holding or dealing of the SkyeChip Shares after the SkyeChip Shares have been successfully issued and allotted or transferred to the LTIP Participant(s) pursuant to the LTIP Award(s), including but not limited to the opening and maintenance of his or her own CDS Account, brokerage commissions and stamp duties.

## 21. CONSTITUTION

21.1 In the event of a conflict between any of the provisions of these By-Laws and the Constitution, the provisions of the Constitution shall at all times prevail save and except where such provisions of the By-Laws are included pursuant to the Listing Requirements.

## 22. TAXES

22.1 For the avoidance of doubt, all other costs, fees, levies, charges and/or taxes (including, without limitation, income tax), if any, arising from the acceptance and vesting of the SkyeChip Shares pursuant to the ESIS Award(s) and/or exercising of the ESOS Option(s) and any holding or dealing of such SkyeChip Shares (including but not limited to brokerage commissions and stamp duty) under the Scheme shall be borne by the LTIP Participant(s) for his own account and the Company shall not be liable for any one or more of such costs, fees, levies, charges and/or taxes.

## 23. LISTING OF AND QUOTATION FOR THE SHARES

23.1 An application will be made by the Company for the listing of and quotation for the SkyeChip Shares to be issued pursuant to LTIP Award(s) on the Main Market of Bursa Securities.

23.2 The Company and the LTIP Committee shall not under any circumstances be held liable for any costs, losses, expenses and damages whatsoever and however relating to the delay on the part of the Company in allotting and issuing the SkyeChip Shares or in procuring Bursa Securities to list the SkyeChip Shares for which the LTIP Participant(s) are entitled to.

## 24. NOTICE

24.1 Any notice under the Scheme required to be given to or served upon the LTIP Committee by an Eligible Person(s) or LTIP Participant(s) or any correspondence to be made between an Eligible Person(s) or LTIP Participant(s) to the LTIP Committee shall be given or made in writing and either delivered by hand or sent to the LTIP Committee or the Company by email or ordinary letter. Notwithstanding the foregoing, proof of posting shall not be evidence of receipt of the letter.

24.2 Any notice or request which the Company is required to give, or may desire to give, to any Eligible Person(s) or the LTIP Participant(s) pursuant to the Scheme shall be in writing and shall be deemed to be sufficiently given;

(i) if it is sent by ordinary post by the Company to the Eligible Person(s) or the LTIP Participant(s) at the last address known to the Company as being his/her address such notice or request shall be deemed to have been received 3 Market Days after posting;

(ii) if it is delivered by hand to the Eligible Person(s) or the LTIP Participant(s), such notice or request shall be deemed to have been received on the date of delivery; and

(iii) if it is sent by electronic media, including but not limited to electronic mail to the Eligible Person(s) or the LTIP Participant(s), such notice or request shall be deemed to have been received by the recipient on the Market Day immediately following the day on which the electronic mail is sent or (in the case of communication by other digital means) on the Market Day immediately following the day on which such communication is effected.

Any change of address of the Eligible Person(s) or the LTIP Participant(s) shall be communicated in writing to the Company by email or ordinary letter.

24.3 Where any notice which the Company or the LTIP Committee is required to give, or may desire to give, in relation to matters which may affect all the Eligible Person(s) or all the LTIP Participant(s) (as the case may be) pursuant to the Scheme, the Company or the LTIP Committee may give such notice through an announcement to all employees of the Group to be made in such manner deemed appropriate by the LTIP Participant(s) (including via electronic media). Upon the making of such an announcement, the notice to be made under By-Law 24.2 above shall be deemed to be sufficiently given, served or made to all affected Eligible Person(s) or LTIP Participant(s), as the case may be.

## 25. SEVERABILITY

25.1 Any term, condition, stipulation or provision in these By-Laws which is or becomes illegal, void, prohibited or unenforceable shall be ineffective to the extent of such illegality, voidness, prohibition or unenforceability without invalidating the remaining provisions hereof, and any such illegality, voidness, prohibition or unenforceability shall not invalidate or render illegal, void or unenforceable any other term, condition, stipulation or provision herein contained.

## 26. DISCLOSURES IN ANNUAL REPORT

26.1 The Company will make such disclosures in its annual report for as long as the Scheme continues in operation as from time to time required by the Listing Requirements.

## 27. SUBSEQUENT LONG-TERM INCENTIVE PLAN

27.1 Subject to the approval of Bursa Securities and other relevant authorities, the Company may establish a new long-term incentive plan after the expiry date of this Scheme or upon termination of this Scheme.

27.2 The Company may implement more than 1 scheme provided that the aggregate number of shares available under all the Schemes does not breach the maximum limit prescribed in the prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

## 28. GOVERNING LAW AND JURISDICTION

28.1 The Scheme, these By-Laws, all LTIP Award(s) awarded and actions taken under the Scheme shall be governed by and construed in accordance with the laws of Malaysia.

28.2 The Eligible Person(s), by accepting the LTIP Award(s) in accordance with these By-Laws and terms of the Scheme and the Constitution, irrevocably submit to the exclusive jurisdiction of the courts in Malaysia.

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## PART B

### Section 1 – ESIS

The provisions of this Section 1 shall only apply to the ESIS.

### 29. ESIS AWARD

29.1 During the duration of the Scheme as provided under By-Law 13, the LTIP Committee may, at its sole discretion, at any time and from time to time award the ESIS Award(s) in writing to an Eligible Person(s) subject to the Maximum Allowable Allotment as set out in By-Law 5 and further subject to other terms and conditions of these By-Laws. Each ESIS Award awarded to the selected Eligible Person(s) shall be separate and independent from any previous or subsequent ESIS Award(s) awarded by the LTIP Committee to that Eligible Person(s).

29.2 The actual number of the SkyeChip Shares which may be awarded to an Eligible Person(s) shall be at the discretion of the LTIP Committee, subject to any adjustments that may be made under By-Law 9. The number of the SkyeChip Shares arising from the vesting of the ESIS Award(s) shall not be less than 100 SkyeChip Shares nor more than the Maximum Allowable Allotment as set out in By-Law 5 and shall be in multiples of 100 SkyeChip Shares. The LTIP Committee may stipulate any terms and conditions it deems appropriate in an ESIS Award(s) and the terms and conditions of each may differs.

29.3 The LTIP Committee shall, in its LTIP Award letter to an Eligible Person(s), state, among others:

(i) the number of the SkyeChip Shares which the Eligible Person(s) shall be entitled upon acceptance of the ESIS Award(s);

(ii) the ESIS Award Date;

(iii) the manner of acceptance of the ESIS Award(s);

(iv) the closing date for acceptance of the ESIS Award(s);

(v) the Vesting Conditions, if any;

(vi) the ESIS Vesting Date(s); and

(vii) any other terms and conditions deemed necessary by the LTIP Committee.

29.4 Under the ESIS, the reference price of the ESIS Awards to be awarded will be determined based on the fair value of the ESIS Awards, which will take into account, among others, the market price of the SkyeChip Shares on the award date of the ESIS Awards.

29.5 Without prejudice to By-Law 14, in the event the LTIP Award letter contains an error on the part of the Company in stating any of the particulars in By-Law 29.3 above, as soon as possible but in any event no later than 1 month after discovery of the error, the Company shall issue a supplemental LTIP Award letter, stating the correct particulars referred to in By-Law 29.3.

### 30. ACCEPTANCE

30.1 The ESIS Award(s) shall be valid for acceptance by the Eligible Person(s) for a period of 30 days from the ESIS Award Date (inclusive) or such period as may be determined by the LTIP Committee at its sole discretion on a case to case basis.

30.2 The ESIS Award(s) shall be accepted by an Eligible Person(s) within the time as aforesaid by written notice to the Company accompanied by a nominal non-refundable payment to the Company of a sum of RM1.00 only, as acceptance of the ESIS Award(s).

30.3 The day of receipt by the Company of such written notice shall constitute the date of acceptance of the ESIS Award(s).

30.4 If the ESIS Award(s) is not accepted in the manner as set out in By-Law 30.2 and within the time as set out in By-Law 30.1 or in the event of death or cessation of employment of the Eligible Person(s) or the Eligible Person(s) becomes a bankrupt prior to his/her acceptance of the ESIS Award(s), the ESIS Award(s) shall automatically lapse and become null and void. The ESIS Award(s) may, at the discretion of the LTIP Committee, be re-offered to other Eligible Person(s).

30.5 Upon acceptance of the ESIS Award(s) by the Eligible Person(s), the ESIS Award(s) will be vested to the ESIS Participant(s) on the ESIS Vesting Date(s) during the duration of the Scheme subject to the ESIS Participant(s) fulfilling the Vesting Conditions, if any, as determined by the LTIP Committee.

30.6 The ESIS Participant is not required to pay for the SkyeChip Shares they are entitled to receive upon vesting of the ESIS Award(s).

## 31. ESIS VESTING CONDITIONS

31.1 The LTIP Committee shall, as and when it deems necessary, review and determine at its own discretion the Vesting Conditions. The SkyeChip Shares to be issued under the ESIS Award(s) shall be vested to the ESIS Participant(s) on the ESIS Vesting Date once the Vesting Conditions, if any, are fully and duly satisfied which includes among others, the following:

(i) the ESIS Participant(s) must remain as an employee and shall not have given a notice to resign or receive a notice of termination as at the ESIS Vesting Date; and

(ii) any other conditions which are determined by the LTIP Committee.

31.2 If applicable, where the LTIP Committee has determined that the Vesting Conditions have been fully and duly satisfied, the LTIP Committee shall notify the ESIS Participant(s) of the number of the ESIS Shares vested or which will be vested to him/her on the ESIS Vesting Date ("**ESIS Vesting Notice**").

31.3 No ESIS Participant(s) shall have the right to or interest in the SkyeChip Shares under the ESIS Award(s) until and unless such number of SkyeChip Shares are credited into their respective CDS Accounts.

31.4 The ESIS Participant(s) shall provide all information as required in the ESIS Vesting Notice and subject to the provisions of the Listing Requirements, the Central Depositories Act, the Rules of Bursa Depository, the Constitution and any other relevant laws, the Company shall within 8 Market Days from the ESIS Vesting Date or such other period as may be prescribed or allowed by Bursa Securities,

(i) allot and issue such number of SkyeChip Shares to the Trustee, which will in turn be transferred to the ESIS Participant(s) (subject to absolute discretion of the LTIP Committee); and

(ii) despatch notices of allotment and/or notice of transfer to the ESIS Participant(s) accordingly, if applicable.

31.5 The SkyeChip Shares arising from the vesting of the ESIS Award(s) shall be credited directly to the CDS Account of the ESIS Participant(s), and no physical share certificate will be issued and delivered to the ESIS Participant(s). The ESIS Participant(s) shall provide the LTIP Committee with his CDS Account number when accepting the ESIS Award(s). Any change to the ESIS Participant(s)' CDS Account number will need to be made in writing to the LTIP Committee.

31.6 Any failure to comply with the procedures specified by the LTIP Committee or to provide information as required by the Company in the ESIS Vesting Notice or inaccuracy in the CDS Account number provided shall result in the ESIS Vesting Notice being rejected at the sole discretion of the LTIP Committee. The LTIP Committee shall inform the ESIS Participant of the rejection of the ESIS Vesting Notice within 5 Market Days from the date of rejection and the ESIS Participant shall then be deemed not to have vested his/her ESIS Award(s).

31.7 Notwithstanding anything contrary contained in these By-Laws, the LTIP Committee shall have the right, at its sole discretion by notice in writing to the relevant ESIS Participant(s) to that effect, to suspend the unvested ESIS Award(s) of any ESIS Participant(s) who is being subjected to disciplinary proceedings (whether or not such disciplinary proceedings may give rise to a dismissal or termination of service of such ESIS Participant or are found to have had no basis or justification) pending the outcome of such disciplinary proceedings.

31.8 In addition to the right to suspend, the LTIP Committee may impose such terms and conditions as the LTIP Committee shall deem appropriate at its sole discretion, on the ESIS Participant's unvested ESIS Award(s) having regard to the nature of the charges made or brought against such ESIS Participant, provided always that:

(i) in the event such ESIS Participant is found not guilty of the charges which gave rise to such disciplinary proceedings, the LTIP Committee shall reinstate the unvested ESIS Award(s) of such ESIS Participant;

(ii) in the event the disciplinary proceedings result in a recommendation for the dismissal or termination of service of such ESIS Participant, all or any part of any unvested ESIS Award(s) of the ESIS Participant shall immediately lapse and become null and void and of no further force and effect, without notice to the ESIS Participant, upon pronouncement of the dismissal or termination of service of such ESIS Participant notwithstanding that such recommendation, dismissal and/or termination of service may be subsequently challenged or disputed by the ESIS Participant in any other forum;

(iii) in the event the ESIS Participant is found guilty but no dismissal or termination of service is recommended, the LTIP Committee shall have the right to determine at its sole discretion whether or not the ESIS Participant may continue to satisfy the Vesting Conditions of the unvested ESIS Award(s).

and nothing herein shall impose any obligations on the LTIP Committee to enquire into or investigate the substantiveness and/or validity of such disciplinary proceedings and the LTIP Committee shall not under any circumstances be held liable for any costs, losses, expenses, damages or liabilities, gains or profits foregone, arising from the LTIP Committee's exercise of or failure to exercise any of its rights under these By-Laws.

## 32. NON-TRANSFERABILITY

32.1 An ESIS Award(s) is personal to the Eligible Person(s) and shall be accepted solely by that Eligible Person(s) and is not capable of being accepted by any third party on behalf of that Eligible Person(s) by his/her representative or any other persons.

32.2 Subject to the provisions in these By-Laws, an ESIS Award(s) is personal to the ESIS Participant(s) during his/her employment or appointment within the Group and it shall not be transferred, assigned or disposed of by the ESIS Participant(s).

## 33. TERMINATION OF ESIS AWARD(S)

33.1 Prior to the full vesting of any ESIS Award(s) in the manner as provided for under By-Law 31.2, such ESIS Award(s) that remain unvested shall be automatically terminated and cease or be deemed to cease to be valid without any claim against the Company in the following circumstances:

(i) termination or cessation of employment of the ESIS Participant(s) within the Group for any reason whatsoever, in such event the unvested ESIS Award(s) shall be automatically terminated and cease or be deemed to cease to be valid without any claim against the Company or any company within the Group on the day the ESIS Participant(s)' employer accepts his/her notice of resignation or the ESIS Participant(s)' employer notifies the ESIS Participant(s) of termination of his/her employment or on the day the ESIS Participant(s) notifies his/her employer of his/her resignation or on the ESIS Participant(s)' last day of employment, whichever is the earlier; or

(ii) bankruptcy of the ESIS Participant(s), in such event the unvested ESIS Award(s) shall be automatically terminated and cease or be deemed to cease to be valid without any claim against the Company or any company within the Group on the date a receiving order is made against the ESIS Participant(s) by a court of competent jurisdiction; or

(iii) upon the happening of any other event which results in the ESIS Participant(s) being deprived of the beneficial ownership of the unvested ESIS Award(s), in such event the unvested ESIS Award(s) shall be automatically terminated and cease or be deemed to cease to be valid without any claim against the Company or any company within the Group on the date such event occurs; or

(iv) winding up or liquidation of the Company, in such event the unvested ESIS Award(s) shall be automatically terminated and/or cease to be valid on the following date:

(a) in the case of a voluntary winding up, the date on which a provisional liquidator is appointed by the Company; or

(b) in the case of an involuntary winding up, the date on which a petition for winding up is served on the Company; or

(v) the company which employs the ESIS Participant(s) ceasing to be part of the Group in such event the ESIS Award(s) shall be automatically terminated and cease or be deemed to cease to be valid on the date the company ceases to be part of the Group; or

(vi) termination of the Scheme pursuant to By-Law 13.5, in such event the unvested ESIS Award(s) shall be automatically terminated and cease or be deemed to cease to be valid without any claim against the Company or any company within the Group on the termination date,

whichever shall be applicable.

33.2 Upon the termination of the unvested ESIS Award(s) pursuant to By-Law 33.1 above, the ESIS Participant(s) shall have no right to compensation or damages or any claim against the Company or any company within the Group from any loss of any right or benefit or prospective right or benefit under the Scheme which he/she might otherwise have enjoyed, whether for wrongful dismissal or breach of contract or loss of office or otherwise howsoever arising from him/her ceasing to hold office or employment or from the suspension of his/her entitlement to the award of, acceptance or vesting of any ESIS Award(s) or his/her ESIS Award(s) ceasing to be valid.

33.3 Notwithstanding By-Law 33.1(i) above, the LTIP Committee may at its discretion allow for all or any part of any unvested ESIS Award(s) to vest in accordance with the provisions of these By-Laws on such terms and conditions as it shall deem fit if the cessation of employment occurs as a result of:

(i) retirement upon or after attaining the age in accordance with the Company's retirement policy; or

(ii) retirement before attaining the normal retirement age with the consent of his/her employer; or

(iii) ill-health, injury, physical or mental disability; or

(iv) redundancy or retrenchment pursuant to the acceptance by that ESIS Participant(s) or a voluntary separation scheme offered by a company within the Group; or

(v) any other circumstance as may be deemed as acceptable to the LTIP Committee in its sole discretion,

PROVIDED THAT no ESIS Award(s) shall vest after the expiry of the vesting period. Unless the LTIP Committee in its discretion permits such vesting in accordance with this By-Law 33.3, any unvested ESIS Award(s) shall cease or be deemed to cease to be capable of vesting to the ESIS Participant(s) without any liability or right to claim against the Company and/or the LTIP Committee and/or the Board.

33.4 Where an ESIS Participant(s) dies before the expiry of the vesting period for the ESIS Award(s), the LTIP Committee may at its discretion determine that all or any part of any unvested ESIS Award(s) held by the ESIS Participant(s), be vested to the executor or administrator of that deceased ESIS Participant(s), and the times or periods at or within which such ESIS Award(s) may vest, provided always that no ESIS Award(s) may vest after the expiry of the vesting period. In this regard, the LTIP Committee may require the executor or administrator of that deceased ESIS Participant(s) to provide evidence satisfactory to the LTIP Committee of his status as such executor or administrator, as the case may be.

33.5 Notwithstanding By-Law 33.4 above, the ESIS Participant(s) may, during his/her lifetime, nominate any of his/her immediate family members who have attained the age of 18 years at the time of nomination to receive the ESIS Award(s) (which are unvested at the time of the death of the deceased ESIS Participant(s)) after the death of the deceased ESIS Participant(s) but in any event during the duration of the scheme. The ESIS Award(s) awarded pursuant to the provision of this By-Law 33.5 may be for the benefit of the estate of the ESIS Participant(s) or the personal benefit of the nominated person. The nomination as aforesaid shall be made by the ESIS Participant(s) during his/her lifetime and shall be in the prescribed form approved by the LTIP Committee and the SkyeChip Shares to be issued will be in the name of the deceased ESIS Participant(s)'s estate or in the name of the nominated person as the ESIS Participant(s) shall elect in his/her lifetime. In the event no nomination is made by the ESIS Participant(s) during his/her lifetime, the LTIP Committee may at its discretion determine that his/her unvested ESIS Award(s) shall only vested to the legal personal representatives pursuant to By-Law 33.4 above.

33.6 For the purposes of By-Law 33.5 above, the term "immediate family members" shall include the spouse, parent, child (including legally adopted child but excluding step child), brother and sister of the ESIS Participant(s).

## SECTION 2 – ESOS

The provisions of this Section 2 shall only apply to the ESOS.

### 34. ESOS AWARD

34.1 During the duration of the Scheme as provided under By-Law 13, the LTIP Committee may, at its sole discretion, at any time and from time to time award the ESOS Award(s) in writing to an Eligible Person(s) subject to the Maximum Allowable Allotment as set out in By-Law 5 and further subject to other terms and conditions of these By-Laws. Each ESOS Award(s) awarded to selected Eligible Person(s) shall be separate and independent from any previous or subsequent ESOS Award(s) awarded by the LTIP Committee to that Eligible Person(s).

34.2 The actual number of ESOS Option(s) which may be awarded to an Eligible Person(s) shall be at the discretion of the LTIP Committee, subject to any adjustments that may be made under By-Law 9. The number of the SkyeChip Shares which may be allotted and issued upon exercising the ESOS Option(s) shall not be less than 100 SkyeChip Shares nor more than the Maximum Allowable Allotment as set out in By-Law 5 and shall be in multiples of 100 SkyeChip Shares. The LTIP Committee may stipulate any terms and conditions it deems appropriate in an ESOS Award(s) and the terms and conditions of each may differs.

34.3 The LTIP Committee shall, in its LTIP Award letter to an Eligible Person(s), state, among others:

(i) the number of ESOS Option(s) under the ESOS Award(s) that are being awarded to the Eligible Person(s);

(ii) the number of the SkyeChip Share(s) which the Eligible Person(s) shall be entitled to subscribe for upon the exercise of the ESOS Option(s);

(iii) the ESOS Award Date;

(iv) the manner of acceptance of the ESOS Award(s);

(v) the Exercise Price;

(vi) the closing date for acceptance of the ESOS Award(s);

(vii) the Vesting Conditions, if any;

(viii) the ESOS Vesting Date(s); and

(ix) any other terms and conditions deemed necessary by the LTIP Committee.

34.4 Without prejudice to By-Law 14, in the event the LTIP Award letter contains an error on the part of the Company in stating any of the particulars in By-Law 34.3 above, the following provisions shall apply:

(i) as soon as possible but in any event no later than 1 month after discovery of the error, the Company shall issue a supplemental LTIP Award letter, stating the correct particulars referred to in By-Law 34.3;

(ii) in the event that the error relates to particulars other than the Exercise Price, the Exercise Price applicable in the supplemental LTIP Award letter shall remain as the Exercise Price as per the original LTIP Award letter; and

(iii) in the event that the error relates to the Exercise Price, the applicable Exercise Price shall be the Exercise Price in the supplemental LTIP Award letter and with effect as at the date of the supplemental LTIP Award letter, save and except with respect to any ESOS Option(s) which have already been exercised as at the date of issue of the supplemental LTIP Award letter.

## 35. ACCEPTANCE

35.1 The ESOS Award(s) shall be valid for acceptance by the Eligible Person(s) for a period of 30 days from the ESOS Award Date (inclusive) or such period as the LTIP Committee at its sole discretion on a case to case basis.

35.2 The ESOS Award(s) shall be accepted by an Eligible Person(s) within the time as aforesaid by written notice to the Company accompanied by a nominal non-refundable payment to the Company of a sum of RM1.00 only, as acceptance of the ESOS Award(s).

35.3 The day of receipt by the Company of such written notice shall constitute the date of acceptance of ESOS Award(s).

35.4 If the ESOS Award(s) is not accepted in the manner as set out in By-Law 35.2 and within the time as set out in By-Law 35.1 or in the event of death or cessation of employment of the Eligible Person(s) or the Eligible Person(s) becomes a bankrupt prior to his/her acceptance of the ESOS Award(s), the ESOS Award(s) shall automatically lapse and become null and void. The ESOS Award(s) may, at the discretion of the LTIP Committee, be re-offered to other Eligible Person(s).

35.5 Upon acceptance of the ESOS Award(s) by the Eligible Person(s), the ESOS Award(s) will be vested to the ESOS Participant(s) on the ESOS Vesting Date(s) during the duration of the Scheme, subject to the ESOS Participant(s) fulfilling the vesting condition(s), if any, as determined by the LTIP Committee.

## 36. ESOS VESTING CONDITIONS AND EXERCISE OF OPTIONS

36.1 Subject to the provisions of these By-Laws, the ESOS Option(s) awarded to the ESOS Participant(s) are exercisable by that ESOS Participant(s) during his/her employment in the Group during the duration of the Scheme. All unexercised ESOS Options shall become null and void after the expiry date of this Scheme without any claim against the Company or any company within the Group.

36.2 The LTIP Committee shall, as and when it deems necessary, review and determine at its own discretion the Vesting Conditions. The ESOS Option(s) can be exercised by the ESOS Participant(s) on the ESOS Vesting Date once the Vesting Conditions, if any, are fully and duly satisfied which includes among others, the following:

(i) the ESOS Participant(s) must remain as an employee and shall not have given a notice to resign or receive a notice of termination on the ESOS Vesting Date; and

(ii) any other conditions which are determined by the LTIP Committee.

36.3 If applicable, where the LTIP Committee has determined that the Vesting Conditions have been fully and duly satisfied, the LTIP Committee shall notify the ESOS Participant(s) the number of ESOS Options vested or which will be vested to him/her on the ESOS Vesting Date ("**ESOS Vesting Notice**").

36.4 An ESOS Participant shall exercise his/her ESOS Option(s) by notice in writing to the Company in such form as the LTIP Committee may prescribe or approve. The procedure for the exercise of the ESOS Option(s) to be complied with by an ESOS Participant shall be determined by the LTIP Committee from time to time.

36.5 Every written notice to exercise the ESOS Option(s) shall state the number of the SkyeChip Shares that an ESOS Participant intends to subscribe and shall state his CDS Account ("**Notice of Exercise**").

36.6 The ESOS Participant(s) shall complete the Notice of Exercise together with the remittance for the full amount of the subscription monies payable in respect thereof in Ringgit Malaysia in the form of a banker's draft or cashier's order drawn and payable in Malaysia or any other mode acceptable to the LTIP Committee for the full amount of the Exercise Price in relation to the number of SkyeChip Shares in respect of which the Notice of Exercise is given and subject to the provisions of the Listing Requirements, the Central Depositories Act, the Rules of Bursa Depository, the Constitution and any other relevant laws, the Company shall within 8 Market Days from the date of receipt of the Notice of Exercise or such other period as may be prescribed or allowed by Bursa Securities,

(i) allot and issue such number of SkyeChip Shares to the ESOS Participant(s) (subject to absolute discretion of the LTIP Committee); and

(ii) despatch a notice of allotment to the ESOS Participant, if applicable.

36.7 The SkyeChip Shares arising from the exercising of the ESOS Award(s) shall be credited directly to the CDS Account of the ESOS Participant(s) and no physical share certificate will be issued and delivered to the ESOS Participant(s). The ESOS Participant(s) shall provide the LTIP Committee with his/her CDS Account number when accepting the ESOS Award(s). Any change to the ESOS Participant(s)' CDS Account number will need to be made in writing to the LTIP Committee.

36.8 Any failure to comply with the procedures specified by the LTIP Committee or to provide information as required by the Company in the Notice of Exercise or inaccuracy in the CDS Account number provided shall result in the Notice of Exercise being rejected at the sole discretion of the LTIP Committee. The LTIP Committee shall inform the ESOS Participant of the rejection of the Notice of Exercise within 5 Market Days from the date of rejection and the ESOS Participant shall then be deemed not to have exercised his/her ESOS Option(s).

36.9 The LTIP Committee may with its power under By-Law 14, at any time and from time to time, before and after the ESOS Award(s) is awarded, limit the exercise of the ESOS Options to a maximum number of SkyeChip Shares and/or such percentage of the total SkyeChip Shares comprised in the ESOS Options and impose any other terms and/or conditions deemed appropriate by the LTIP Committee in its sole discretion including amending or varying any terms and conditions imposed earlier.

36.10 An ESOS Participant shall exercise the ESOS Option(s) awarded to him/her in whole or part multiples of 100 new SkyeChip Shares or such other units of the SkyeChip Shares constituting 1 board lot as may be determined by the LTIP Committee, save and except where an ESOS Participant's balance of ESOS Option(s) exercisable in accordance with these By-Laws shall be less than one 100 new SkyeChip Shares or such other units of the SkyeChip Shares constituting 1 board lot as may be determined by the LTIP Committee, in which case the said balance shall, if exercised, be exercised in a single tranche. Such partial exercise of an ESOS Option shall not preclude the ESOS Participant from exercising the ESOS Option(s) as to the balance of any ESOS Option(s).

36.11 Notwithstanding anything contrary contained in these By-Laws, the LTIP Committee shall have the right, at its sole discretion by notice in writing to the relevant ESOS Participant(s) to that effect, to suspend the right of any ESOS Participant(s) who is being subjected to disciplinary proceedings (whether or not such disciplinary proceedings may give rise to a dismissal or termination of service of such ESOS Participant or are found to have had no basis or justification) to exercise his/her ESOS Option(s) pending the outcome of such disciplinary proceedings.

36.12 In addition to the right to suspend, the LTIP Committee may impose such terms and conditions as the LTIP Committee shall deem appropriate at its sole discretion, on the ESOS Participant's right to exercise his/her ESOS Option(s) having regard to the nature of the charges made or brought against such ESOS Participant, provided always that:

(i) in the event such ESOS Participant is found not guilty of the charges which gave rise to such disciplinary proceedings, the LTIP Committee shall reinstate the right of such ESOS Participant to exercise his/her ESOS Option(s);

(ii) in the event the disciplinary proceedings result in a recommendation for the dismissal or termination of service of such ESOS Participant, all unexercised and partially exercised ESOS Option(s) of the ESOS Participant shall immediately lapse and become null and void and of no further force and effect, without notice to the ESOS Participant, upon pronouncement of the dismissal or termination of service of such ESOS Participant notwithstanding that such recommendation, dismissal and/or termination of service may be subsequently challenged or disputed by the ESOS Participant in any other forum;

(iii) in the event the ESOS Participant is found guilty but no dismissal or termination of service is recommended, the LTIP Committee shall have the right to determine at its sole discretion whether or not the ESOS Participant may continue to exercise his/her ESOS Option(s) or any part thereof and if so, to impose such terms and conditions as it deems appropriate, on such exercise right.

and nothing herein shall impose any obligations on the LTIP Committee to enquire into or investigate the substantiveness and/or validity of such disciplinary proceedings and the LTIP Committee shall not under any circumstances be held liable for any costs, losses, expenses, damages or liabilities, gains or profits foregone, arising from the LTIP Committee's exercise of or failure to exercise any of its rights under these By-Laws.

## 37. NON-TRANSFERABILITY

37.1 An ESOS Award(s) is personal to the Eligible Person(s) and shall be accepted solely by that Eligible Person(s) and is not capable of being accepted by any third party on behalf of that Eligible Person(s) by his/her representative or any other persons.

37.2 Subject to the provisions in these By-Laws, an ESOS Award(s) is personal to the ESOS Participant(s) during his/her employment or appointment within the Group and it shall not be transferred, assigned or disposed of by the ESOS Participant(s).

## 38. EXERCISE PRICE

38.1 Subject to any adjustments in accordance with By-Law 9 and pursuant to the Listing Requirements, the Exercise Price shall be based on a price to be determined by the Board upon recommendation of the LTIP Committee, based on the volume weighted average price of the SkyeChip Shares for the 5 Market Days at the ESOS Award Date with a discount of not more than 10% or such other percentage of discount as may be permitted by Bursa Securities and / or any other relevant authorities from time to time during the duration of the Scheme.

38.2 The Exercise Price in respect of any offer which is made in conjunction with the listing of the Company shall be the Final Retail Price.

For the purposes of this By-Law, "Final Retail Price" shall refer to the final price paid by the investors for the Shares issued by the Company under its retail offering pursuant to its initial public offering, as determined in the manner described in the Company's prospectus for the said initial public offering.

## 39. TERMINATION OF ESOS AWARD(S)

39.1 Prior to the full vesting of any ESOS Award(s) in the manner as provided for under By-Law 36.3, such ESOS Award(s) that remain unvested shall be automatically terminated and cease or be deemed to cease to be valid without any claim against the Company in the following circumstances:

(i) termination or cessation of employment of the ESOS Participant(s) within the Group for any reasons whatsoever, in which event the ESOS Award(s) shall be automatically terminated and cease or be deemed to cease to be valid without any claim against the Company or any company within the Group on the day the ESOS Participant(s)' employer accepts his/her notice of resignation or the ESOS Participant(s)' employer notifies the ESOS Participant(s) of termination of his/her employment or on the day the ESOS Participant(s) notifies his/her employer of his/her resignation or on the ESOS Participant(s)' last day of employment, whichever is the earlier; or

(ii) bankruptcy of the ESOS Participant(s), in which event the ESOS Award(s) shall be automatically terminated and cease or be deemed to cease to be valid without any claim against the Company or any company within the Group on the date a receiving order is made against the ESOS Participant(s) by a court of competent jurisdiction; or

(iii) upon the happening of any other event which results in the ESOS Participant(s) being deprived of the beneficial ownership of the ESOS Award(s), in such event the ESOS Award(s) shall be automatically terminated and cease or be deemed to cease to be valid without any claim against the Company or any company within the Group on the date such event occurs; or

(iv) winding up or liquidation of the Company, in such event the ESOS Option(s) shall be automatically terminated on the following date:

(a) in the case of a voluntary winding up, the date on which a provisional liquidator is appointed by the Company; or

(b) in the case of an involuntary winding up, the date on which a petition for winding up is served on the Company; or

(v) the company which employs the ESOS Participant(s) ceasing to be part of the Group in such event the ESOS Award(s) shall be automatically terminated and cease or be deemed to cease to be valid on the date the company ceases to be part of the Group; or

(vi) termination of the Scheme pursuant to By-Law 13.5, in such event the ESOS Award(s) shall be automatically terminated and cease or be deemed to cease to be valid without any claim against the Company or any company within the Group on the termination date;

whichever shall be applicable.

39.2 Upon the termination of the ESOS Award(s) pursuant to By-Laws 39.1 above, the ESOS Participant(s) shall have no right to compensation or damages or any claim against the Company or any company within the Group from any loss of any right or benefit or prospective right or benefit under the Scheme which he/she might otherwise have enjoyed, whether for wrongful dismissal or breach of contract or loss of office or otherwise howsoever arising from him/her ceasing to hold office or employment or from the suspension of his/her entitlement to the award of, acceptance or vesting of any SOP Award(s) or his/her ESOS Award(s) ceasing to be valid.

39.3 Notwithstanding By-Law 39.1 above, the LTIP Committee may at its discretion allow an ESOS Participant to continue to hold and to exercise any ESOS Option(s) held by him/her in accordance with the provisions of these By-Laws on such terms and conditions as it shall deem fit if the cessation of employment occurs as a result of:

(i) retirement upon or after attaining the age in accordance with the Company's retirement policy; or

(ii) retirement before attaining the normal retirement age with the consent of his/her employer; or

(iii) ill-health, injury, physical or mental disability; or

(iv) redundancy, retrenchment pursuant to the acceptance by that ESOS Participant(s) or voluntary separation scheme offered by a company within the Group; or

(v) any other circumstances as may be deemed as acceptable to the LTIP Committee in its sole discretion.

39.4 Applications under By-Law 39.3 above shall be made during the duration of the Scheme and:

(i) in a case where By-Law 39.3(i), (ii) or (v) is applicable, within 6 months before the ESOS Participant(s)' last day of employment, the ESOS Participant(s) may be vested with such number of unvested SkyeChip Shares under the ESOS Award(s) within the said 1-month period. In the event that no application is received by the LTIP Committee within the said period, any such number of unvested SkyeChip Shares under the ESOS Award(s) at the expiry of the said period shall be automatically terminated;

(ii) in a case where By-Law 39.3(iii) is applicable, within 6 months after the ESOS Participant(s) notifies his/her employer of his/her resignation due to ill-health, injury, physical or mental disability, the ESOS Participant(s) may be vested with such number of unvested SkyeChip Shares under the ESOS Award(s) within the said 6-month period. In the event that no application is received by the LTIP Committee within the said period, any unvested SkyeChip Shares under the ESOS Award(s) at the expiry of the said period shall be automatically terminated; and

(iii) in a case where By-Law 39.3(iv) is applicable, within 6 months after the ESOS Participant(s) are notified that he/she will be retrenched or, where he/she is given an offer by his/her employer as to whether he/she wishes to accept retrenchment upon certain terms, and within 6 months after he/she accepts such offer. Thereafter, any such number of unvested and/or unexercised SkyeChip Shares under the ESOS Award(s) at the expiry of the said period shall be automatically terminated.

39.5 The LTIP Committee shall consider applications under By-Law 39.3 on a case to case basis and may at its sole discretion approve or reject any application in whole or in part without giving any reasons thereof and may impose any terms and conditions in granting an approval. The decisions of the LTIP Committee shall be final and binding. In the event the LTIP Committee approves an application in whole or in part, the ESOS Participant(s) may exercise the ESOS Option(s) which are the subject of the approval for such period so approved by the LTIP Committee during the duration of the Scheme and subject to the provisions of By-Law 36. Any ESOS Option(s) in respect of which an application is rejected shall be deemed automatically terminated on the date of termination stipulated in the relevant paragraph of By-Law 39.1 or on the date of the LTIP Committee's decision, whichever is the later.

39.6 In the event an ESOS Participant(s) dies before the expiration of the duration of the Scheme and at the time of his/her death held unexercised ESOS Option(s), such unexercised ESOS Option(s) may be exercised by the representative of the deceased ESOS Participant(s) after the date of his/her death provided that such exercise shall be within the duration of the Scheme subject to the approval of the LTIP Committee.

39.7 Notwithstanding By-Law 39.6 above, the ESOS Participant(s) may, during his/her lifetime, nominate any of his/her immediate family members who have attained the age of eighteen (18) years at the time of nomination to exercise the ESOS Option(s) (which are unexercised at the time of the death of the deceased ESOS Participant(s)) or after the death of the deceased ESOS Participant(s) but in any event during the duration of the scheme. The ESOS Option(s) exercised pursuant to the provision of this By-Law 39.7 may be for the benefit of the estate of the ESOS Participant(s) or the personal benefit of the nominated person. The nomination as aforesaid shall be made by the ESOS Participant(s) during his/her lifetime and shall be in the prescribed form approved by the LTIP Committee and the SkyeChip Shares to be allotted and issued will be in the name of the deceased ESOS Participant(s)'s estate or in the name of the nominated person as the ESOS Participant(s) shall elect in his/her lifetime. In the event no nomination is made by the ESOS Participant(s) during his/her lifetime, his/her unexercised ESOS Option(s) shall only be exercised by the legal personal representatives pursuant to By-Law 39.6 above.

39.8 For the purposes of By-Law 39.7 above, the term "immediate family members" shall include the spouse, parent, child (including legally adopted child but excluding step child), brother and sister of the ESOS Participant(s).

## ANNEXURE C: SHAREHOLDERS OF THE ESSPP SPVS

As at 8 April 2026, the shareholders of SKC Team comprise Dato' Fong Swee Kiang, Teh Chee Hak and 38 employees of our Company. The following table sets out their direct and indirect shareholdings in SKC Team:

| No. | Name | Direct | Indirect |
|---|---|---|---|
| | | % | % |
| 1. | Teh Chee Hak | 56.8 | - |
| 2. | Dato' Fong Swee Kiang | 5.7 | - |
| 3. | Ong Yu Ying | 4.4 | - |
| 4. | Soo Choon Yip | 3.4 | - |
| 5. | Chin Choi Phaik | 3.0 | - |
| 6. | Ooi Ching Liang | 2.4 | - |
| 7. | Tan Teck Ming | 2.0 | - |
| 8. | Lee Yeng Wei | 2.0 | - |
| 9. | Chin Shin Hau | 2.0 | - |
| 10. | Kong Jeng Sian | 1.5 | - |
| 11. | Ahmad Khalid Bin Kamaruddin | 1.2 | - |
| 12. | Lim Soon Chieh | 1.0 | - |
| 13. | Chye Chuan Ning | 1.0 | - |
| 14. | Zulhilmi Bin Abdul Gapar | 1.0 | - |
| 15. | Mohd Zulhairie Bin Samson | 1.0 | - |
| 16. | Liu Yik Hsiang | 1.0 | - |
| 17. | Ong Goet Kwone | 1.0 | - |
| 18. | Ngo Gia Thuyet | 1.0 | - |
| 19. | Parambil Subin | 0.7 | - |
| 20. | Wan Shafie Bin Wan Sulaiman | 0.7 | - |
| 21. | Seow Yi Zhuo | 0.5 | - |
| 22. | Lee Chun Wei | 0.5 | - |
| 23. | Kho Sin Hui | 0.5 | - |
| 24. | Abdul Hadi Bin Ahmad Shukor | 0.5 | - |
| 25. | Chong Zheng Lun | 0.5 | - |
| 26. | Lim Ze Jun | 0.5 | - |
| 27. | Murni Sharmiza Binti Mustafa | 0.5 | - |
| 28. | Siti Haslina Binti Mohd Hussain | 0.3 | - |
| 29. | Chen Chun Ho | 0.3 | - |
| 30. | Fong Zhi Hao | 0.3 | - |
| 31. | Wan Faqihah Fatini Binti Wan Abd Rawi | 0.3 | - |
| 32. | Nur Faiqah Binti Zarir | 0.3 | - |
| 33. | Winnie Lim Ming Yi | 0.3 | - |
| 34. | Woon Wei Liang | 0.3 | - |
| 35. | Ooi Chen Yong | 0.3 | - |
| 36. | Jonathan Lee Kah Sheng | 0.3 | - |
| 37. | Heng Yih Han | 0.3 | - |
| 38. | Tan Cheau Nih | 0.3 | - |
| 39. | Nur Afifah Binti Ismail | 0.3 | - |
| 40. | Lim Ai Chee | 0.1 | - |
| | **Total** | **100.0** | **-** |

**ANNEXURE C: SHAREHOLDERS OF THE ESSPP SPVS** *(Cont'd)*

As at 8 April 2026, the shareholders of SKC Team 1 comprise Dato' Fong Swee Kiang, Teh Chee Hak and 35 employees of our Company. The following table sets out their direct and indirect shareholdings in SKC Team 1:

| No. | Name | Direct | Indirect |
|---|---|---|---|
| | | % | % |
| 1. | Dato' Fong Swee Kiang | 56.1 | - |
| 2. | Teh Chee Hak | 4.9 | - |
| 3. | Chin Eng Fook | 4.5 | - |
| 4. | Loo Hooi Kar | 4.0 | - |
| 5. | Galvin Wong | 3.5 | - |
| 6. | Lim Siew Chin | 3.0 | - |
| 7. | Chok Zhen Peng | 2.5 | - |
| 8. | Tey Beng Chong | 2.5 | - |
| 9. | Lai Chan Huai | 1.9 | - |
| 10. | Ngo Wai Loon | 1.9 | - |
| 11. | Lim Yu Chen | 1.2 | - |
| 12. | Woon Sheue Wen | 1.0 | - |
| 13. | Elaine Ooi Yi-Ling | 1.0 | - |
| 14. | Ahmad Mujahid Bin Mohammed Razip | 1.0 | - |
| 15. | Lee Ming Hui | 1.0 | - |
| 16. | Tung Yeong Feng | 1.0 | - |
| 17. | Rachel Ooi Qian Yi | 1.0 | - |
| 18. | Lee Ah Lam | 0.7 | - |
| 19. | Tengku Shahira Alyssa Binti Tengku Abdul Rashid | 0.7 | - |
| 20. | Teng Wei Siang | 0.5 | - |
| 21. | Alia Binti Rosli | 0.5 | - |
| 22. | Choong Yi Ming | 0.5 | - |
| 23. | Amira Syafeqah Binti Mat Daud | 0.5 | - |
| 24. | Tan Chong Yeam | 0.5 | - |
| 25. | Ooi Tze Kian | 0.5 | - |
| 26. | Mutmainnah Radhiah Binti Mohamad Jeffery | 0.5 | - |
| 27. | Ahmad Adam Bin Che Mohamad Noor | 0.3 | - |
| 28. | Syukriah Binti Hamzah | 0.3 | - |
| 29. | Wong Sean Yeow | 0.3 | - |
| 30. | Chan Jien Rick | 0.3 | - |
| 31. | Muhamad Fadhli Bin Mohamed | 0.3 | - |
| 32. | Chin Kah Hee | 0.3 | - |
| 33. | Lee Xin Ni | 0.3 | - |
| 34. | Chua Ming Wei | 0.3 | - |
| 35. | Brendan Wong Zhi Cheng | 0.3 | - |
| 36. | Daniel Ngu Chen Siu | 0.3 | - |
| 37. | Kam Jian Ning | 0.1 | - |
| | **Total** | **100.0** | **-** |

**ANNEXURE C: SHAREHOLDERS OF THE ESSPP SPVS** *(Cont'd)*

As at 8 April 2026, the shareholders of SKC Team 2 comprise 26 employees of our Company. The following table sets out their direct and indirect shareholdings in SKC Team 2:

| No. | Name | Direct | Indirect |
|---|---|---|---|
| | | % | % |
| 1. | Lim Soon Chieh | 9.4 | - |
| 2. | Ong Yu Ying | 9.4 | - |
| 3. | Ooi Ching Liang | 8.1 | - |
| 4. | Goh Seng Han | 7.4 | - |
| 5. | Mark Wong Ging Yeon | 6.3 | - |
| 6. | Hew Yin Chong | 5.6 | - |
| 7. | Teoh Giap Seng | 5.1 | - |
| 8. | Muhamad Aidil Bin Jazmi | 4.6 | - |
| 9. | Selvakumar A/L Sivarajah | 4.6 | - |
| 10. | Tan Tat Hin | 4.6 | - |
| 11. | Ng Hoong Chin | 4.0 | - |
| 12. | Chye Chuan Ning | 3.8 | - |
| 13. | Chew Jaw Wen | 3.3 | - |
| 14. | Chieng Wee Kai | 3.3 | - |
| 15. | Wilfred King Wee Kee | 3.3 | - |
| 16. | Sim Kew Win | 3.1 | - |
| 17. | Wong How Hwan | 2.6 | - |
| 18. | Chow Tze Jian | 2.3 | - |
| 19. | Lee Chee Siong | 2.3 | - |
| 20. | Chai Chown Ching | 1.4 | - |
| 21. | Leow Weng Li | 1.3 | - |
| 22. | Choo Chian Choong | 0.9 | - |
| 23. | Ngo Chee Wung | 0.9 | - |
| 24. | Heng Ai Hoon | 0.8 | - |
| 25. | Khuan Chuen Heong | 0.8 | - |
| 26. | Lau Chean Yuen | 0.8 | - |
| | **Total** | **100.0** | **-** |

As at 8 April 2026, the shareholders of SKC Team 3 comprise Dato' Fong Swee Kiang, Teh Chee Hak and 12 employees of our Company. The following table sets out their direct and indirect shareholdings in SKC Team 3:

| No. | Name | Direct | Indirect |
|---|---|---|---|
| | | % | % |
| 1. | Dato' Fong Swee Kiang | 34.4 | - |
| 2. | Teh Chee Hak | 34.4 | - |
| 3. | Chong Lai Hock | 20.2 | - |
| 4. | Lim Eu Jin | 3.4 | - |
| 5. | Ng Boon Siang | 1.4 | - |
| 6. | Ch'ng Saw Kim | 1.4 | - |
| 7. | Lam Woon Kai | 1.4 | - |
| 8. | Chee Chai Ling | 0.9 | - |
| 9. | Azydee Bin Hamid | 0.8 | - |
| 10. | Ooi Choong Siang | 0.5 | - |
| 11. | Eng Kok Ching | 0.4 | - |
| 12. | Teh J-Me | 0.3 | - |

**ANNEXURE C: SHAREHOLDERS OF THE ESSPP SPVS** *(Cont'd)*

| No. | Name | Direct | Indirect |
|---|---|---|---|
| | | % | % |
| 13. | Jeb Yew Fung | 0.3 | - |
| 14. | Lim Ching Chin | 0.2 | - |
| | **Total** | **100.0** | **-** |