

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT ADVISER IMMEDIATELY.

Bursa Malaysia Securities Berhad (“Bursa Securities”) has only perused the contents of the proposed new shareholders’ mandate of recurrent related party transactions of a revenue or trading nature on a limited review basis pursuant to the provisions of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities has not perused the contents of this Circular in relation to the proposed renewal shareholders’ mandate of recurrent related party transactions of a revenue or trading nature.

Bursa Securities has not perused the contents of this Circular in relation to the proposed share buy-back authority prior to its issuance as it is exempt document pursuant to provisions of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



SKYGATE SOLUTIONS BERHAD
(FORMERLY KNOWN AS EWEIN BERHAD)
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS
IN RELATION TO**

PART A

**PROPOSED NEW AND RENEWAL SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED
PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE
(“PROPOSED SHAREHOLDERS’ MANDATE”)**

PART B

**STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF
AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO
10% OF THE TOTAL NUMBER OF ISSUED SHARES
(“PROPOSED SHARE BUY-BACK”)**

The resolutions in respect of the above proposals will be tabled at the Nineteenth Annual General Meeting (“AGM”) of SkyGate Solutions Berhad. (“Company”).

Notice of the AGM to be held at Iconic Majorie Hotel, 239A, Jalan Sultan Azlan Shah, 11900 Bayan Lepas, Pulau Pinang on Monday, 16 June 2025 at 10.00 a.m. together with the Form of Proxy are enclosed in the Annual Report 2024 of the Company. The Proxy Form should be completed and lodged at the Company’s Registered Office at 51-8-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than 24 hours before the time set for holding the meeting or any adjournment thereof. The lodging of the Proxy Form will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last day and time for lodging the Form of Proxy	: Sunday, 15 June 2025 at 10.00 a.m.
Date and time of Annual General Meeting	: Monday, 16 June 2025 at 10.00 a.m.

This Circular is dated 30 April 2025

DEFINITIONS

Unless where the context otherwise requires, the following definitions shall apply throughout this Circular:

Act	— The Companies Act 2016 as amended from time to time and any re-enactment thereof
AC	— Audit Committee of SkyGate
AGM	— Annual General Meeting
Annual Report 2024	— Annual Report of SkyGate for the financial year ended 31 December 2024
Board	— The Board of Directors of SkyGate
Bursa Securities	— Bursa Malaysia Securities Berhad (200301033577 (635998-W))
Code	— The Malaysian Code on Take-overs and Mergers 2016 (as amended from time to time and includes any re-enactment thereof)
CCM	— Companies Commission of Malaysia
Constitution	— Constitution of SkyGate
Director(s)	— Director(s) of SkyGate and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and for the purpose of the Proposed New Shareholders' Mandate, includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a Director of SkyGate, its subsidiary or holding company or a chief executive of SkyGate, its subsidiary or holding company
EPS	— Earnings per share
Estimated Value	— Estimated value of the Recurrent Related Party Transaction(s) to be entered by the Company and/or its subsidiaries with the Related Party(ies) from the date of the forthcoming AGM up to the date of the following AGM
SkyGate or the Company	— Skygate Solutions Berhad (formerly known as Ewein Berhad) (200601023136 (742890-W))
SkyGate or Group or SkyGate Group	— Collectively, SkyGate and its subsidiaries
FYE	— Financial year ended
Listing Requirements	— Main Market Listing Requirements of Bursa Securities, including any amendments to the Listing Requirements that may be made from time to time
LPD	— 02 April 2024, being the latest practicable date prior to the printing and issuance of this Circular
Market Day	— A day which Bursa Malaysia Berhad is open for trading in securities
Major Shareholder	— A person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, has an interest or interests in one or more voting shares in the corporation and the nominal amount of that share, or the aggregate of the nominal amounts of those shares is:-

DEFINITIONS

	(a) 10% or more of the total number of voting shares in the corporation; or (b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation. For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act
NA	— Net assets
Person(s) Connected	— Shall have the same meaning given in Paragraph 1.01 of the Listing Requirements
Proposed New And Renewal Shareholders’ Mandate	— Proposed New And Renewal Shareholders’ Mandate for Recurrent Related Party Transactions of a revenue or trading nature which are necessary for the Group’s day-to-day operations as set out in Section 2.5 of Part A of this Circular
Proposed Share Buy-Back	— Proposed renewal of share buy-back authority for SkyGate to purchase its own ordinary shares of up to 10% of the total number of issued shares of the Company
Purchased Shares	— Shares purchased by SkyGate pursuant to the Proposed Share Buy-Back
Related Party(ies) or RP	— Director(s), Major Shareholder(s) and/or person(s) connected with such Director(s) or Major shareholder(s) as defined under Chapter 1 and Chapter 10 of the Listing Requirements
Related Party Transaction(s) or RPTs	— Transaction(s) entered into by SkyGate Group which involves the interest, direct or indirect of a Related Party
RRPTs or Recurrent Related Party Transactions	— Transaction(s) with Related Parties involving recurrent transactions of a revenue or trading nature and which is necessary for the Group’s day-to-day operations and is in the ordinary course of business
RM and sen	— Ringgit Malaysia and sen respectively, the lawful currency of Malaysia
Share(s)	— Ordinary Share(s) in SkyGate
Treasury Shares	— Share(s) purchased and retained as treasury shares by the Company under the share buy-back mandate and pursuant to Section 127 (4)(b) of the Act

All references to “our Company” or “SkyGate” in this Statement are to SkyGate Solutions Berhad, and references to “our Group” or “SkyGate Group” are to our Company and our subsidiaries. References to “we”, “us”, “our” and “ourselves” are to our Company and, where the context requires otherwise, our subsidiaries.

All references to “you” in this Circular are to the shareholders of our Company.

Words denoting the singular number shall, where applicable, include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Any reference to time of day and date of this Circular is a reference to Malaysian time and date, unless otherwise stated.

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SKYGATE SOLUTIONS BERHAD
(FORMERLY KNOWN AS EWEIN BERHAD)
Company No.: 200601023136 (742890-W)
(Incorporated in Malaysia)

Registered Office:-
51-8-A Menara BHL
Jalan Sultan Ahmad Shah
10050 George Town
Pulau Pinang

Date 30 April 2025

Board of Directors:

Tay Seng Chew (Executive Chairman)
Goh Kiang Teng (Executive Director & Chief Executive Officer)
Tan Yen Yeow (Independent Non-Executive Director)
Mazlina Binti Mohamad (Independent Non-Executive Director)
Rosnani Binti Hj Mahmod (Independent Non-Executive Director)

To: **The Shareholders of SkyGate Solutions Berhad (formerly known as Ewein Berhad)**

Dear Sir/Madam,

PART A: PROPOSED NEW AND RENEWAL SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

- 1.1 The Board of the Company had on 14 April 2025 announced its intention to seek shareholders' approval for the Proposed Shareholders' Mandate pursuant to Paragraph 10.09 of Chapter 10 of the Listing Requirements at the forthcoming AGM of the Company.
- 1.2 The purpose of this Circular is to provide shareholders with the relevant information on the Proposed Shareholders' Mandate and to seek shareholders' approval for the ordinary resolution in connection with the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM of the Company or any adjournment thereof.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR IN RELATION TO THE PROPOSED NEW SHAREHOLDERS' MANDATE BEFORE VOTING ON THE RESOLUTION AT OUR FORTHCOMING AGM.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

Pursuant to the Paragraph 10.09 of the Listing Requirements read with Practice Note 12, the listed issuer may seek a mandate from its shareholders to enter into RRPT(s) subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favorable to the Related Party(ies) than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of Listing Requirements as follows:

In relation to a listed issuer with a share capital of RM60 million and above:

- (i) the consideration, value of assets, capital outlay or costs of the RRPT(s) is RM1million or more; or
- (ii) the percentage ratios of such RRPT(s) is 1% or more, whichever is the higher;
- (c) the listed issuer's circular to shareholders for the shareholder's mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities for perusal together with a checklist showing compliance with such information;
- (d) in a meeting to obtain shareholders' mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder, and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder must not vote on the resolution approving the RRPT(s).

The interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the RRPT(s);

- (e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT(s) entered into by the Group, exceeds the estimated value of the RRPT(s) disclosed under Section 2.5 of Part A of this Circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement; and
- (f) Where a listed issuer has procured a shareholder mandate pursuant to Paragraph 10.09(2) of the Listing Requirements, the provisions of Paragraph 10.08 of the Listing Requirements will not apply.

2.2 Proposed Shareholders' Mandate

The Group had, in its ordinary course of business, entered into certain RRPT(s) and it is anticipated that the companies within SkyGate Group would, in the ordinary course of business, continue to enter into such transactions with the Related Party(ies), details of which are set out in Section 2.5 of Part A of this Circular. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

Accordingly, the Company proposes to seek its shareholders' approval for the Proposed Shareholders' Mandate for future RRPT(s) to be entered into during the mandate period.

These RRPT(s) which are necessary for the day-to-day operations of SkyGate Group, have been / will be based on transaction prices and normal commercial terms, at arms' length, and have been / will be transacted on terms that are not more favourable to the Related Party(ies) than those generally available to the public and are not to the detriment of the minority shareholders.

2.3 Validity period for the Proposed Shareholders' Mandate

The Proposed Shareholders' Mandate is subject to annual renewal and shall continue to be in force until:

- (a) the conclusion of the next AGM at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by shareholders of the Company in general meeting,

whichever is the earlier.

Thereafter, the approval of the Shareholders for a renewal of the Shareholders' mandate in relation to the RRPTs will be sought at each subsequent AGM.

2.4 INTERESTS OF RELATED PARTIES

- (a) **The companies within the Group in which the Proposed Shareholders' Mandate are applicable**

The principal activities of the Company are investment holding. The Proposed Shareholders' Mandate will apply to the following subsidiaries of SkyGate during the period the Proposed Shareholders' Mandate is in force and the principal activities of the following subsidiaries of SkyGate as at the LPD are as follows:

Subsidiary companies of SkyGate	Interest held (%)	Principal activities
SkyGate Precision (M) Sdn. Bhd.	100%	Manufacturing of precision sheet metal fabricated parts used in audio, video and acoustic equipment, satellite antennas, electrical and electronics equipment, Keyboard, Video and Mouse (KVM) switches, computer monitors and keyboards.

SkyGate Properties Sdn Bhd (formerly known as Ewein Land Sdn Bhd)	100%	Investment Holding and Property Management
Kelpen Plastics Technology Sdn Bhd	100%	Investment Holding Company and Property Letting
The Esplanade Park Sdn Bhd	100%	Managing a Heritage and Cultural Property and Car Park Management
VS Solution Services Sdn Bhd	100%	Manufacturing of racking system and machinery.
SkyGate Polymer Sdn Bhd	100%	Manufacturing of plastics related products.
Leader Range Technology Sdn Bhd	51%	Designers and developers of Universal Single-in Line Package (SIP) Testing Equipment, Automated Testing Machine for wireless module/device and related component.

Subsidiary companies of SkyGate Properties Sdn Bhd (formerly known as Ewein Land Sdn Bhd)	Interest held (%)	Principal activities
SkyGate City of Dreams Sdn Bhd (formerly known as Ewein City of Dreams Sdn Bhd)	100%	Property Development, Property Investment.
Skydorm Sdn Bhd	100%	Construction and Letting of Industrial Properties
Delight Island Sdn Bhd	100%	Property Investment.
Skydorm Industries Sdn Bhd	100%	Manufacture of Irradiation, Electro Medical and Electrotherapeutic Equipment, Manufacture of other Components for Electronic Applications, Real Estate Activities with own or Leased Property N.E.C

Subsidiary companies of SkyGate Precision (M) Sdn. Bhd.	Interest held (%)	Principal activities
Jintec Innovation Sdn Bhd	51%	Carrying on all or any of the business of manufacturers, designers, importers, exporters, assemblers, fabricators, distributors, purchasers and sellers of and dealers in all types of fabricated products, tailor made machineries, precision machinery parts and press related products.
Maxcode Technology (M) Sdn Bhd	70%	Manufacturer of Precision Sheet Metal Fabricated Parts, Machinery Parts, Structure and other Related Products
Jintec Innovation Plt Ltd	51%	Manufacturing solution, precision engineering support and marketing arm.

Note

Estimates of the value of this category of transactions cannot be ascertained given the various types of properties sold by the Group in the ordinary course of business. However, in accordance with Paragraph 3.3 of Practice Note 12 of the Listing Requirements, the value of such transaction shall not exceed 10% of any one of the percentage ratios.

2.5 Nature of RRPT and Class of Related Parties

- (I) The details of the nature and estimated annual value of the RRPT in respect of which SkyGate Group is seeking renewal mandate from its shareholders as contemplated under the Proposed Shareholders' Mandate are as follows:-

Related Party with whom the Group is transacting	Nature of Transactions	Companies within the Group involved in RRPT	Estimated value as disclosed in the Circular to Shareholders dated 30 April 2023 ("Estimated Value")	Actual value transacted ("Actual Value")^	Estimated value from forthcoming AGM to next AGM@	Interested Related Party*	Relationship
			(RM)	(RM)	(RM)		
Recipient Nationgate Solution (M) Sdn Bhd, Nationgate System Sdn Bhd	Provide manufacturing metal related component by Skygate Precision Sdn Bhd	Provider Skygate Precision (M) Sdn Bhd	19,000,000	1,663,119	7,000,000	Ooi Eng Leong Tay Seng Chew Goh Kiang Teng	Directors and/or Major Shareholders of The Group and Persons Connected With Them
Recipient Directors and/or Major Shareholders of The Group and Persons Connected With Them	Sales of development properties by Skygate City of Dreams Sdn Bhd	Provider Skygate City of Dreams Sdn Bhd (formerly known as Ewein City of Dreams Sdn Bhd)	5,000,000	3,989,000	1,500,000	Ooi Eng Leong Tay Seng Chew Goh Kiang Teng	Directors and/or Major Shareholders of The Group and Persons Connected With Them

- (II) The details of the nature and estimated annual value of the RRPT in respect of which SkyGate Group is seeking new mandate from its shareholders as contemplated under the Proposed Shareholders' Mandate are as follows:-

Related Party with whom the Group is transacting	Nature of Transactions	Companies within the Group involved in RRPT	Estimated value from forthcoming AGM to next AGM[@]	Interested Related Party*	Relationship
			(RM)		
Recipient Nationgate Solution (M) Sdn Bhd, Nationgate System Sdn Bhd	Provide construction work, Sales and servicing of machine and system by VS Solution Services Sdn Bhd	Provider VS Solution Services Sdn Bhd	8,000,000	Ooi Eng Leong Tay Seng Chew Goh Kiang Teng	Directors and/or Major Shareholders of The Group and Persons Connected With Them
Provider Skygate Sciences Sdn Bhd	Rental of factory building from Skygate Sciences Sdn Bhd. Part of Block A3 of all that unit of factory premise known as 2466, Tingkat Perusahaan 4A, Kawasan Perusahaan Perai, 13600, Perai, Pulau Pinang. Tenure of tenancy at 31 May 2025. Mode of payment: payable monthly on 1st day of each calendar month.	Recipient Jintec Innovation Sdn Bhd	102,152	Ooi Eng Leong Goh Kiang Teng	Directors and/or Major Shareholders of The Group and Persons Connected With Them
Recipient Nationgate Solution (M) Sdn Bhd, Nationgate System Sdn Bhd	Provide manufacturing Computer Numerical Control (CNC) related component by Jintec Innovation Sdn Bhd	Provider Jintec Innovation Sdn Bhd	1,000,000	Ooi Eng Leong Tay Seng Chew Goh Kiang Teng	Directors and/or Major Shareholders of The Group and Persons Connected With Them

Related Party with whom the Group is transacting	Nature of Transactions	Companies within the Group involved in RRPT	Estimated value from forthcoming AGM to next AGM[@]	Interested Related Party*	Relationship
			(RM)		
Provider Skygate Technology (M) Sdn Bhd	Rental of factory building from Skygate Technology (M) Sdn Bhd. Factory premise known as 2481, Tingkat Perusahaan 4, Kawasan Perusahaan Bebas Perai, 13600, Perai, Pulau Pinang. Date of commencement 1 May 2025 with duration of tenancy 1 year. Mode of payment: payable monthly on 1 st day of each calendar month.	Recipient Leader Range Technology Sdn Bhd	4,900,000	Ooi Eng Leong	Major Shareholders of The Group
Recipient Nationgate Solution (M) Sdn Bhd, Nationgate System Sdn Bhd	Provide software development, system integration, and innovative technology solutions complements by Leader Range Technology Sdn Bhd	Provider Leader Range Technology Sdn Bhd	2,000,000	Ooi Eng Leong Tay Seng Chew Goh Kiang Teng	Directors and/or Major Shareholders of The Group and Persons Connected With Them
Recipient Nationgate Solution (M) Sdn Bhd, Nationgate System Sdn Bhd	Sales of manufacturing plastics related component by Skygate Polymer Sdn Bhd	Provider Skygate Polymer Sdn. Bhd.	500,000	Ooi Eng Leong Tay Seng Chew Goh Kiang Teng	Directors and/or Major Shareholders of The Group and Persons Connected With Them

The Board of the Company confirms that the new RRTs comply with paragraph 10.09(2) and the relevant provisions under items 3.1 and 3.2 of practice Note 12 of the Listing Requirement.

Note:

- * *The estimated transactions from the date of the forthcoming AGM are for the estimated validity period up to the next AGM to be held in year 2026 and are based on best estimates by the management of SkyGate using historical trends and projected business transaction growth. Accordingly, the actual value transacted may vary from, exceed, or be lower than, the estimates shown above.*

2.6 REVIEW PROCEDURES AND PRACTICES FOR RECURRENT RELATED PARTY TRANSACTIONS

To ensure that the RRPTs of our Group are conducted at arms-length basis and on normal commercial terms which are consistent with our Group's usual business practices, on transaction prices and terms not more favourable to the Related Party than those generally available to the third parties/public and are not detrimental to our minority shareholders, the following methods and procedures will apply to the review and approval of RRPTs:

- a) Our Group will maintain a record of RRPTs.
- b) Our Board Members, who have an interest in the transactions to be reviewed, shall declare their interest in the transactions and abstain from deliberations and voting in respect of the related party transactions and will ensure that they and any Persons Connected with them will also abstain from voting on the resolution at the AGM to be convened for the purposes.
- c) Our AC shall review on a quarterly basis any related party transactions that may arise within our Company or our Group to ensure that such transactions will be carried out at arm's length, on normal commercial terms, on terms not more favourable to the Related Parties than those generally available to the public and on terms not detrimental to our minority shareholders.
- d) Disclosures will be made in our Annual Report of the breakdown of the aggregate value of RRPTs during the financial year (or financial period, as the case may be) to which the Annual Report relates, so long as the shareholders' mandate continues in force.
- e) The methods and procedures on which the price of transaction are to be determined by market forces, under similar commercial terms for transactions with third parties which depend on the demand and supply, quality and delivery of the products of the domestic market and subject to the availability of the products.

The Management will endeavor that at least two other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of produces/services and/or quantities. In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be reviewed and will be determined based on the Group's usual business practices to ensure that the RRPTs are not detrimental to SkyGate Group or prejudicial to the interest of the shareholders.

The thresholds for the approval and guidelines for the relevant approving authority practiced by the SkyGate Group in relation to the RRPTs are as follow:

- (i) The transaction value for the RRPTs below the prescribed threshold of RM1 million or 1% of the applicable percentage ratio (whichever is lower), will be approved by Head of Finance. The AC will review the RRPTs on quarterly basis.
- (ii) The transaction value for the RRPTs equal or more than the prescribed threshold of RM1 million or 1% of the applicable percentage ratio (whichever is lower), will be reviewed by AC and recommended to the Board for approval.

2.7 AMOUNT DUE AND OWING TO SKYGATE GROUP BY RELATED PARTIES

As at 31 December 2024 and as at LPD, there is no amount due and owing to the SkyGate Group by its related parties under the RRPTs which exceeded the normal credit term for the financial year ended 31 December 2024. The value of transaction between the related parties as at LPD is [RM6,405,351].

2.8 STATEMENT BY AUDIT COMMITTEE

Our AC has reviewed the procedures mentioned in Section 2.6 of Part A of this Circular and is of the view that:

- (i) the said procedures as well as the periodic review to be made by the AC in relation thereto, are sufficient to ensure that the RRPTs are carried out on terms not more favourable to Related Parties than those generally available to the public and are not detrimental to the interests of our minority shareholders; and
- (ii) SkyGate Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner, and such procedures and processes are reviewed on a yearly basis or whenever needed.

3. RATIONALE FOR, AND BENEFITS TO THE GROUP FROM TRANSACTING WITH THE RELATED PARTIES

- 3.2 The Proposed Shareholders' Mandate will enable our Group to enter into the new RRPTs as described in Section 2.5 of Part A of this Circular.
- 3.3 The new RRPTs to be entered into by our Group are all in the ordinary course of business and intended to meet the business needs of the Group at the best possible terms for the benefit of the Group as a whole. As such, it is anticipated that the RRPTs would occur on a frequent and recurrent basis.
- 3.4 The Proposed Shareholders' Mandate, if approved by the Shareholders, will eliminate the need to make announcements to Bursa Securities and/or to convene separate general meetings from time to time to seek shareholders' prior approval for the entry by the Group into such RRPTs. This would substantially reduce administrative time and expenses in making of such announcements and the convening of such general meetings, without compromising the corporate objective of the Group and adversely affecting the business opportunities available to the Group.

- 3.5 As such, our Board is seeking shareholders' mandate pursuant to paragraph 10.09, Part E of Chapter 10 of the Listing Requirements for the new RRPTs (as described in Sections 2.5 of Part A of this Circular) to allow our Group to enter into such RRPTs made on an arms-length basis and on normal commercial terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of our minority shareholders and which are not prejudicial to the interests of our shareholders.
- 3.6 The goods and services provided by the Related Parties are priced competitively and all transactions between our Group and the Related Parties are carried out on an arms-length basis on normal commercial terms on terms not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders.

4. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will not have any effect on the Company's issued share capital and the shareholdings of the substantial shareholders as it does not involve any issuance of new Shares in the Company.

As at the LPD, the Company does not have any convertible securities.

Barring any unforeseen circumstances, the Proposed Shareholders' Mandate is not expected to have any material effect on the NA, gearing and EPS of the Group for the financial year ending 31 December 2025.

5. APPROVALS REQUIRED

The Proposed Shareholders' Mandate is subject to your approval at the forthcoming AGM of the Company to be convened or any adjournment thereof.

6. INTERESTS OF THE DIRECTORS, MAJOR SHAREHOLDERS AND PERSONS CONNECTED TO THEM

- 6.1 The direct and indirect shareholdings of the Major Shareholders and the Director of the Company and the persons connected to them who are interested in the new RRPTs, held in SkyGate as at LPD, are summarised below:

Interested Director	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Tay Seng Chew	1,100,000	0.3486	-	-
Goh Kiang Teng	13,080,417	4.1456	126,500 ^(a)	0.042

Interested Major Shareholders	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Ooi Eng Leong	134,872,254	42.7454	-	-

Person connected to interested Director and Major Shareholders	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Dato' Seri Hong Yeam Wah	14,718,000	4.6056	-	-

Notes:-

(a) *Deemed interested pursuant to Section 59(1)(c) of the Companies Act 2016 via his spouse, Ng Gim Saik*

- 6.2 Save as disclosed above, none of the other Directors and/or Major Shareholders and/or persons connected to them have any interest, either direct or indirect, in the Proposed Shareholders' Mandate. The interested Director, Tay Seng Chew and Goh Kiang Teng have abstained and will continue to abstain from Board deliberations and voting in relation to the Proposed Shareholders' Mandate. The said interested Director will abstain from voting in respect of his direct and indirect shareholdings on the resolution pertaining to the Proposed Shareholders' Mandate at the forthcoming AGM.
- 6.3 The interested Major Shareholder namely Ooi Eng Leong will abstain from voting in relation to the Proposed Shareholders' Mandate.
- 6.4 The interested Director and/or interested Major Shareholders have undertaken that they shall ensure that all the persons connected to them, if any, will abstain from voting in respect of their direct or indirect interests in deliberating or approving the resolution pertaining to the Proposed Shareholders' Mandate at the forthcoming AGM.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, save for Tay Seng Chew and Goh Kiang Teng who are the interested Directors in relation to the Proposed Shareholders' Mandate, is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Group. Accordingly, the Board, save for the interested Directors, recommend that you vote in favour of the Ordinary Resolution for the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM of the Company.

8. AGM

- 8.1 The notice convening the AGM to vote on the resolution and the Form of Proxy are set out in the Annual Report 2024 accompanying this Circular. The AGM to be held at at Iconic Majorie Hotel, 239A, Jalan Sultan Azlan Shah, 11900 Bayan Lepas, Pulau Pinang on Monday, 16 June 2025 at 10.00 a.m. for the purpose of considering and if thought fit, approving, inter alia, with or without modifications, the resolution on the Proposed Shareholders' Mandate as Special Business.

9. FURTHER INFORMATION

Shareholders are advised to refer to the attached Appendix I of this Circular for further information.

Yours faithfully,
For and on behalf of the Board of Directors
SKYGATE SOLUTIONS BERHAD
(FORMERLY KNOWN AS EWEIN BERHAD)

TAN YEN YEOW
Independent Non-Executive Director



SKYGATE SOLUTIONS BERHAD
(FORMERLY KNOWN AS EWEIN BERHAD)
(Company No.: 200601023136 (742890-W))
(Incorporated in Malaysia)

Registered Office:-

51-8-A Menara BHL
Jalan Sultan Ahmad Shah
10050 George Town
Pulau Pinang

Date 30 April 2025

Board of Directors:

Tay Seng Chew (Executive Chairman)
Goh Kiang Teng (Executive Director & Chief Executive Officer)
Tan Yen Yeow (Independent Non-Executive Director)
Mazlina Binti Mohamad (Independent Non-Executive Director)
Rosnani Binti Hj Mahmod (Independent Non-Executive Director)

To: **The Shareholders of SkyGate Solutions Berhad (formerly known as Ewein Berhad)**

Dear Sir/Madam,

PART B: PROPOSED SHARE BUY-BACK

1. INTRODUCTION

At the Company's AGM held on 28 June 2024, the shareholders had given the authority for the Company to purchase up to ten percentage (10%) of the total number of issued shares of the Company. The said approval will expire at the forthcoming AGM.

In connection thereto, the Company had on 14 April 2025, announced to Bursa Securities the Company's intention to seek shareholders' approval for the Proposed Share Buy-Back at the forthcoming AGM to be held on 16 June 2025.

The purpose of this Statement is to provide you with the details of the Proposed Share Buy-Back and to seek your approval for the ordinary resolution pertaining thereto to be tabled at the forthcoming AGM.

YOU ARE ADVISED TO READ THE CONTENTS OF THIS STATEMENT CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED SHARE BUY-BACK.

2. PROPOSED SHARE BUY-BACK

2.1 Details of the Proposed Share Buy-Back

The Company is proposing to seek a renewal of share buy-back authority from the shareholders at the forthcoming AGM of SkyGate to be convened on 16 June 2025 for the Company to purchase up to 10% of the total number of issued shares of the Company.

The Proposed Share Buy-Back will be effective immediately upon passing of the Ordinary Resolution pertaining to the Proposed Share Buy-Back by shareholders of SkyGate at the forthcoming AGM and will continue to be in force until :-

- a) the conclusion of the next AGM of SkyGate following the forthcoming AGM in which the resolution for the Proposed Share Buy-Back is passed at which time the authority would lapse unless renewed by ordinary resolution, either unconditionally or subject to conditions; or
- b) the expiration of the period within which the next AGM of SkyGate is required by law to be held; or
- c) the authority is revoked or varied by ordinary resolution passed by the shareholders of SkyGate in a general meeting;

whichever occurs first.

2.2 Maximum Limit

The Board is proposing to seek a renewal of share buy-back authority from shareholders to purchase up to 10% of the total number of issued shares of the Company as quoted on Bursa Securities at the time of purchase.

As at LPD, the total number of issued shares of the Company is 301,586,185 Shares. Hence, the maximum number of Shares that may be purchased by the Company is up to 30,158,618 Shares, inclusive of 27,489,300 Shares that was bought back by the Company. (4,039,226 Shares retained as treasury shares).

Pursuant to Paragraph 12.10 of the Listing Requirements, the Proposed Share Buy-Back must be made wholly out of the retained profits account of the Company. The maximum amount of funds to be allocated for the Proposed Share Buy-Back shall not exceed the retained profit of the Company.

Based on our audited financial statements for the financial year ended 31 December 2024, the retained profits of the Company stood at RM28,554,791.

This however, will be done in accordance with the Act (as may be amended, modified or re-enacted from time to time) and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of any share buy-back.

2.3 Source of Funds

The Proposed Share Buy-Back will be funded from internally generated funds. The Company has adequate resources to undertake the Proposed Share Buy-Back in view of the Company has net cash and cash equivalent balance of approximately RM47,364,969 based on the audited financial statements of SkyGate as at 31 December 2024. Any funds utilised by SkyGate for the Proposed Share Buy-Back will consequentially reduce the resources available to SkyGate for its operations by a corresponding amount for shares bought back.

2.4 Public Shareholding Spread

As at LPD, the public shareholding spread of SkyGate was 52.65%.

The Board will be mindful of the public shareholding spread requirement before making any purchases of Shares.

2.5 Implications on the Code

It is not intended for the Proposed Share Buy-Back to trigger the obligation to undertake a mandatory offer pursuant to the Code for any of its substantial shareholders and/or parties acting in concert with them. However, in the event an obligation to undertake a mandatory offer is to arise with respect to any parties resulting from the Proposed Share Buy-Back, the relevant parties shall make the necessary application to the Securities Commission for a waiver to undertake a mandatory offer prior to such obligation being triggered.

2.6 Purchase Price and Resale or Transfer Price

In accordance with the Listing Requirements, SkyGate may only purchase its own shares on Bursa Securities at a price which is not more than 15% above the weighted average market price for the Shares for the 5 Market Days immediately before the date of purchase(s). An immediate announcement will be made to Bursa Securities of any purchase(s) of its own shares on the date of purchase.

Where SkyGate decides to resell or transfer the Treasury Shares on Bursa Securities, the Company may only do so at the following price(s):

- a) a price which is not less than the weighted average market price for the Shares for the 5 Market Days immediately before the resale or transfer; or
- b) a discounted price of not more than 5% to the weighted average market price for the Shares for the 5 Market Days immediately before the resale or transfer provided that :
 - i) the resale or transfer takes place not earlier than 30 days from the date of purchase; and
 - ii) the resale or transfer price is not less than the cost of purchase of Shares being resold or transferred.

2.7 Treatment of Shares Purchased

In accordance with the Act, the Board may deal with the Shares so purchased in the following manner :-

- a) cancel the Shares so purchased;
- b) retain the Shares so purchased as treasury shares; or
- c) retain part of the Shares so purchased as treasury shares and cancel the remainder thereof.

Where Shares so purchased are held as Treasury Shares, the Board may deal with the Treasury Shares in any of the following manner:

- a) distribute the Treasury Shares or any part thereof as dividends to shareholders, such dividends to be known as “share dividends”;
- b) resell the Treasury Shares or any part thereof in accordance with the relevant rules of the Bursa Securities;

- c) transfer the Treasury Shares, or any thereof for the purposes of or under an employees' share scheme;
- d) transfer the Treasury Shares, or any part thereof as purchase consideration for any acquisition;
- e) cancel the Treasury Shares or any part thereof; or
- f) sell, transfer or otherwise use the Treasury Shares for such other purposes as the Minister (as defined under the Act) may by order prescribe.

Appropriate announcement(s) and notice(s) will be made to Bursa Securities and the relevant authorities in respect of the Board's decision on the treatment of the Purchased Shares in compliance with the Listing Requirements and the Act. The Board may decide to cancel the Purchased Shares if the cancellation of the said Shares is expected to enhance the EPS of the Group and thereby in the long term, have a positive impact on the market price of the Shares. If the Board decides to retain the Purchased Shares as Treasury Shares, it may distribute the Treasury Shares as share dividends to the Company's shareholders and/or resell the Purchased Shares in accordance with the Listing Requirements and utilise the proceeds for any feasible investment opportunity arising in future as working capital.

2.8 Ranking of Shares Purchased

In the event the Shares so purchased pursuant to the Proposed Share Buy-Back are held as Treasury Shares, the rights attached to them as to voting, dividends and participation in other distribution and otherwise are suspended.

The Treasury Shares shall not be taken into account in calculating the number of percentage of shares or of a class of shares in the Company for any purposes including, without limiting the generality of the Act, the Constitution of SkyGate or the Listing Requirements in respect of substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum of a general meeting and the result of a vote on a resolution at a general meeting.

2.9 Potential Advantages and Disadvantages

The Proposed Share Buy-Back will enable the Company to utilise its surplus financial resources not immediately required for use, to purchase its own Shares. The Proposed Share Buy-Back may enhance the EPS and reduce the liquidity level of the Shares of the Company in Bursa Securities, which generally shall have a positive impact on the market price of the Shares of the Company. Other potential advantages of the Proposed Share Buy-Back to the Company and its shareholders are as follows:

- (a) to allow the Company to take preventive measures against speculation particularly when its Shares are undervalued which would in turn stabilise the market price of the Shares and hence, enhance investors' confidence;
- (b) when the Shares bought back by the Company are cancelled, shareholders of the Company are likely to enjoy an increase in the value of their investment in the Company as the net EPS of the Company and the Group will increase proportionately; and
- (c) the Purchased Shares may be held as Treasury Shares and distributed to shareholders as dividends and/or resold in the open market with the intention of realising a potential capital gain if the Purchased Shares are resold at price(s) higher than their purchase price(s).

The potential disadvantages of the Proposed Share Buy-Back are as follows:

- (a) Reduction of the financial resources of the Company available for distribution to the shareholders of the Company in the foreseeable future;
- (b) Resultant opportunity costs for the Company as better investment opportunities may be foregone in the future with the reduction in financial resources of SkyGate Group available upon implementation of the Proposed Share Buy-Back; and
- (c) Deprive the Group of interest income that can be derived from the funds utilised for the Proposed Share Buy-Back.

The Proposed Share Buy-Back is not expected to have any potential material disadvantages to the Company and its shareholders and it will be implemented only after taking into consideration, amongst others, the financial resources of the Group, and of the resultant impact on the shareholders of the Company.

2.10 Details of Purchases, Resale, Transfer and Cancellation of Treasury Shares in the Preceding 12 Months

There were no purchases, resale, transfer and cancellation of Treasury Shares in the preceding 12 months up to the LPD. As at the LPD, the Company held a total of 4,039,226 Treasury Shares.

3. RATIONALE OF THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back has the potential of benefiting SkyGate and its shareholders in the following manner:

- (a) SkyGate will have the avenue of stabilising the supply and demand of its shares in the open market and thereby supporting the fundamental values of Shares, in particular to ensure, where possible, that the market share price is fair reflection of the value of the Company;
- (b) SkyGate may also utilise the Treasury Shares as future dividend pay-out to the Company's shareholders and/or resell the Treasury Shares in the open market to profit from future price appreciation of Shares; and
- (c) The Proposed Share Buy-Back is expected to enhance the value for shareholders from the resultant reduction in the number of Shares in the open market, all things remaining equal. The Proposed Share Buy-Back also signals the focus of the Board and management of SkyGate on returns to shareholders.

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4. DIRECTORS AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

The direct and indirect shareholdings of the Directors and Substantial Shareholders of the Company as at LPD are set out as follows:

	As at the LPD				After the Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽²⁾
Directors								
Tay Seng Chew	1,100,000	0.349	-	-	1,100,000	0.383	-	-
Goh Kiang Teng	13,080,417	4.146	126,500*	0.040	13,080,417	4.548	126,500*	0.044
Tan Yen Yeow	-	-	-	-	-	-	-	-
Mazlina Binti Mohamad	-	-	-	-	-	-	-	-
Rosnani Binti Hj Mahmod	-	-	-	-	-	-	-	-
Substantial Shareholders								
Ooi Eng Leong	134,872,254	42.745	-	-	134,872,254	46.894	-	-

Notes:

* Deemed interest pursuant to Section 59(1)(c) of the Companies Act 2016 via his spouse, Ng Gim Saik.

⁽¹⁾ Calculated based on 315,524,959 Shares as at LPD which excludes the 4,039,226 Shares that have been purchased and retained as Treasury Shares.

⁽²⁾ Assuming the maximum number of shares (up to 10% of the total number of issued shares) authorised under the Proposed Share Buy-Back are purchased.

Save for the proportionate increase in the percentage shareholdings including, amongst others, the voting rights as shareholders in the Company, none of our Directors, substantial shareholders and Persons Connected with them has any interest, direct or indirect, in the Proposed Share Buy-Back.

5. EFFECTS OF THE PROPOSED SHARE BUY-BACK

5.1 Issued Shares

- (i) The effects of the Proposed Share Buy-Back on the number of Shares of the Company will depend on the intention of the Board with regards to the treatment of the Purchased Shares. If the Purchased Shares are cancelled, it will result in a reduction on the total number of Shares of the Company.

Conversely, if the Purchased Shares are retained as Treasury Shares, the Proposed Share Buy-Back will not have any effect on the total number of issued shares of the Company. Nevertheless, the rights as to voting, dividends and participation in other distributions and otherwise are suspended and the Treasury Shares shall not be taken into account in calculating the number or percentage of Shares for any purposes including substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

- (ii) The Proposed Share Buy-Back will reduce the issued share capital if the SkyGate Shares so purchased are cancelled. The effect of the maximum number of shares to be bought back as permitted under the Proposed Share Buy-Back based on the issued share capital as at LPD assuming the Shares so purchased are cancelled, is illustrated below:-

	No. of Shares as at LPD	After the Proposed Share Buy-Back No. of Shares
Total number of issued Shares	319,564,185	319,564,185
Treasury Shares	(4,039,226)	(4,039,226)
Maximum no. of Shares that may be purchased pursuant to the Proposed Share Buy-Back	-	(27,917,192)
Voting Shares	<u>315,524,959</u>	<u>287,607,767</u>

5.2 Earnings

The effect of the Proposed Share Buy-Back on the consolidated EPS of the Company will depend on the purchase prices paid for its buy-back of the Shares, the effective funding cost to the Group to finance the buy-back of its Purchased Shares or any loss in interest income to the Group, if internally generated funds are utilised to finance the Purchased Shares. Further, the buy-back of the Purchased Shares will result in a lower number of shares being taken into account for purposes of EPS computation.

Assuming that any Purchased Shares are retained as Treasury Shares and resold on Bursa Securities, the effects on the consolidated earnings of the Company will depend on the actual selling price, the number of Treasury Shares resold and the effective gain or interest savings arising from the exercise.

5.3 NA

The consolidated NA of the Company may increase or decrease depending on the number of Shares purchased under the Proposed Share Buy-Back, the purchase prices of its Purchased Shares, the effective cost of funding and the treatment of the Purchased Shares.

The Proposed Share Buy-Back will reduce the consolidated NA per Share when the purchase price of Purchased Shares exceeds the consolidated NA per Share at the time of purchase. On the contrary, the consolidated NA per Share will increase when the purchase price of the Purchased Shares is less than the consolidated NA per Share at the time of purchase.

If the Purchased Shares are held as Treasury Shares and subsequently resold on Bursa Securities, the consolidated NA per Share would increase if the Company realises a gain from the resale or vice versa. If the Treasury Shares are distributed as share dividends, it will decrease the Group's NA by the cost of the Treasury Shares.

5.4 Working Capital

Although the Proposed Share Buy-Back will reduce the working capital of the SkyGate Group to the extent of the amount of funds utilised for the purchase of the Company's Shares, it is not expected to have a material effect on the working capital of the SkyGate Group.

The cash flow of the Company and of the SkyGate Group will be reduced and the extent of the cash flow reduction will depend on the number of Shares purchased and the purchase prices of the Shares.

5.5 Dividends

Barring any unforeseen circumstances, the Proposed Share Buy-Back is not expected to have any effect on the Group's dividend policy. The decision to declare and pay dividend in the future, the Company would take into account various factors including:-

- i. the level of our available cash and cash equivalents;
- ii. return on equity and retained earnings; and
- iii. our projected levels of capital expenditure and other investment plans.

Nonetheless, if Shares so purchased are retained as treasury shares, the treasury shares may be distributed as dividends to shareholders of the Company if the Company so decides.

6. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, having considered all the aspects of the Proposed Share Buy-Back, is of the opinion that it is in the best interest of the Company. Accordingly, the Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Share Buy-Back to be tabled at the forthcoming AGM.

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7. HISTORICAL MARKET SHARE PRICES OF SKYGATE

The monthly high and low prices of Shares as traded on Bursa Securities for the preceding 12 months are as follows:

	High RM	Low RM
2024		
May	0.8900	0.8800
June	1.0200	0.9950
July	1.1500	1.1300
August	0.9100	0.8500
September	0.8250	0.8100
October	0.8150	0.7950
November	0.7500	0.7450
December	0.9300	0.9200
2025		
January	0.8400	0.8250
February	0.7850	0.7700
March	0.6800	0.6350

The last transacted price of Shares as at LPD was RM0.6500.

8. AGM

The notice convening the AGM to vote on the resolution and the Form of Proxy are set out in the Annual Report 2024 accompanying this Circular. The AGM to be held at Iconic Majorie Hotel, 239A, Jalan Sultan Azlan Shah, 11900 Bayan Lepas, Pulau Pinang on Monday, 16 June 2025 at 10.00 a.m. for the purpose of considering and if thought fit, approving, inter alia, with or without modifications, the resolution on the Proposed Share Buy-Back as Special Business.

9. ADDITIONAL INFORMATION

Shareholders are requested to refer to Appendix I for additional information.

Yours faithfully,
For and on behalf of the Board of Directors
SKYGATE SOLUTIONS BERHAD
(formerly known as Ewein Berhad)

TAY SENG CHEW
Executive Chairman

FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and the Directors collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no other material facts, the omission of which would make any statement herein misleading.

2. MATERIAL CONTRACTS

Neither the Company nor any of its subsidiaries have entered into any material contracts (not being contracts entered into in the ordinary course of business) within two (2) years immediately preceding the date of this Circular.

3. MATERIAL LITIGATION

Our Group has not involved in any material litigation, claims or arbitration, either as plaintiff or defendant and we are not aware of any proceedings pending or threatened against our Group or of any facts likely to give rise to any proceedings which may materially or adversely affect the position or business of our Group, financially or otherwise.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at our Registered Office at 51-8-A Menara BHL, Jalan Sultan Ahmad Shah, 10050 George Town, Pulau Pinang from Mondays to Fridays (except public holidays) from the date of this Circular up to the date of our forthcoming AGM:

- (i) Company's Constitution; and
- (ii) Audited Financial Statements for the past two (2) financial period/year ended 31 December 2023 and 31 December 2024 and the latest unaudited results since the last audited financial statements.

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SKYGATE SOLUTIONS BERHAD
(FORMERLY KNOWN AS EWEIN BERHAD)
(Company No.: 200601023136 (742890-W))
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting (“AGM”) of the Company will be held at Iconic Majorie Hotel, 239A, Jalan Sultan Azlan Shah, 11900 Bayan Lepas, Pulau Pinang on Monday, 16 June 2025 at 10.00 a.m. for the following purposes:-

AGENDA

As Ordinary Business:

- | | | |
|----|--|--|
| 1. | To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2024 and the Reports of the Directors and Auditors thereon. | Please refer to the Explanatory Notes |
| 2. | To approve the payment of Directors’ fees and Directors’ benefits of RM355,000.00 for the financial year ending 31 December 2025. | Ordinary Resolution 1 |
| 3. | To re-elect the following Directors who retire pursuant to the Company's Constitution:-

(a) Mr. Tay Seng Chew (Article 95)

(b) Puan Mazlina Binti Mohamad (Article 95) | Ordinary Resolution 2

Ordinary Resolution 3 |
| 4. | To re-appoint Messrs. Grant Thornton Malaysia PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. | Ordinary Resolution 4 |

As Special Business :

To consider and if thought fit, to pass with or without modifications the following resolutions:-

- | | | |
|----|---|------------------------------|
| 5. | AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016
“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 (the “Act”) and subject always to the approval of all the relevant regulatory authorities, the Board of Directors of the Company be and is hereby authorised to issue and allot from time to time such number of shares of the Company upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, PROVIDED ALWAYS THAT the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company for the time being.

AND THAT the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.” | Ordinary Resolution 5 |
| 6. | AUTHORITY TO PURCHASE ITS OWN SHARES
"That subject to the Companies Act 2016, provisions of the Company's Constitution and the requirements of the Bursa Securities and other relevant governmental and regulatory | Ordinary Resolution 6 |

authorities where such authority shall be necessary, the Board of Directors be authorised to purchase its own shares through Bursa Securities, subject to the following: -

- i. The maximum aggregate number of shares which may be purchased by the Company shall not exceed ten per centum (10%) of the total number of issued shares in the ordinary share capital of the Company at any point in time;
- ii. The maximum fund to be allocated by the Company for the purpose of purchasing the Company's shares shall not exceed the retained profits of the Company. As at the latest financial year ended 31 December 2024, the audited retained profits of the Company stood at RM28,554,791;
- iii. The authority conferred by this resolution will be effective immediately upon the passing of this resolution and shall continue to be in force until the conclusion of the next AGM of the Company, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions or the expiration of the period within which the next AGM is required by law to be held or unless revoked or varied by ordinary resolution passed by the shareholders in a general meeting, whichever occurs first;
- iv. Upon completion of the purchase(s) of the shares by the Company, the shares shall be dealt with in the following manner:-
 - to cancel the shares so purchased; or
 - to retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of the Bursa Securities or subsequently cancelled; or
 - retain part of the shares so purchased as treasury shares and cancel the remainder.

The Directors of the Company be and are hereby authorised to take all such steps as are necessary and entering into all other agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluation, variations and/or amendments, if any, as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares in accordance with the Act, provisions of the Company's Constitution, the requirements of the Bursa Securities and any other regulatory authorities, and other relevant approvals.

7. **PROPOSED NEW AND RENEWAL SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")**

**Ordinary
Resolution 7**

"THAT approval be and is hereby given to the Company and/or subsidiary companies (the "Group") to enter into all arrangements and/or transactions as specified in Section 2.4 of the Circular to Shareholders of the Company dated 30 April 2025 (the "Circular"), involving the interests of directors, major shareholders or persons connected with such directors or major shareholders of the Company ("Related Parties") as detailed in Section 2.4 of the Circular, provided that such arrangements and/or transactions are:-

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for day-to-day operations; and
- (iii) carried out in the ordinary course of business or the normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not to be detriment of the minority shareholders of the Company.

(the "Shareholders' Mandate")

THAT the Shareholders' Mandate shall take effect from this resolution and shall continue to be in force until:-

- (a) the conclusion of the next annual general meeting of the Company following the general meeting at which such Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next annual general meeting after the date it is required to be held pursuant to Section 340 (2) of the Act but shall not extend to such extension as may be allowed pursuant to Section 340 (4) of the Act; or
- (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is earlier.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate."

8. **RETENTION OF MR. TAN YEN YEOW AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Ordinary
Resolution 8**

"THAT approval be and is hereby given to Mr. Tan Yen Yeow who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of next AGM."

9. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

By Order of the Board,

WONG YEE LIN (MIA15898)
SSM Practicing No: 201908001793

HING POE PYNG (MAICSA 7053526)
SSM Practicing No: 202008001322
Joint Company Secretaries

Date: 30 April 2025

Notes:

1. A member entitled to attend and vote is entitled to appoint at least one (1) proxy but not more than two (2) proxies to attend, speak and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
2. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the members to speak at the meeting. A member shall not appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two proxies, to attend and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
3. Where a member of the Company is an exempt authorised nominee as defined under the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**Omnibus Account**"), there shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
4. The instrument appointing the proxy shall be in writing, executed by or on behalf of the appointor. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
5. The instrument appointing a proxy must be deposited at the Registered Office, 51-8-A, Menara BHL, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang not less than 24 hours before the time for holding the Meeting or any adjournments thereof PROVIDED that in the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/their proxy, provided always that the rest of the Form of Proxy, other than the particulars of the proxy have been duly completed by the member(s).
6. For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to the Article 69(2) of the Company's Constitution and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors ("**ROD**") as at 05.06.2025 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.
7. All resolutions as set out in this notice of Nineteenth Annual General Meeting are to be voted by poll.

Proxy Form



SKYGATE SOLUTIONS BERHAD
(FORMERLY KNOWN AS EWEIN BERHAD)
(200601023136 (742890-W))
(Incorporated in Malaysia)

No. of Shares held	CDS Account No.

	Shareholder	Proxy 1	Proxy 2
Name			
NRIC/Passport/Company No.			
Phone No.			
Email Address			
Address			
Proportion of shareholdings (%)			

Or failing him, the Chairman of the Meeting as * my / our proxy to vote for * me / us on * my / our at the Nineteenth Annual General Meeting of the Company will be held at Iconic Majorie Hotel, Penang, 239A, Jalan Sultan Azlan Shah, 11900 Bayan Lepas, Pulau Pinang on Monday, 16 June 2025 at 10.00 a.m. and any adjournment thereof.

NO.	RESOLUTIONS	For	Against
Ordinary Resolution 1	To approve the payment of Directors' fees and Directors' benefits amounting to RM355,000.00 for the financial year ending 31 December 2025.		
Ordinary Resolution 2	To re-elect Mr. Tay Seng Chew as Director.		
Ordinary Resolution 3	To re-elect Puan Mazlina Binti Mohamad as Director.		
Ordinary Resolution 4	To re-appoint Messrs. Grant Thornton Malaysia PLT as Auditors of the Company.		
Ordinary Resolution 5	To authorise Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016.		
Ordinary Resolution 6	To approve the Proposed Shareholders' Mandate For Share Buy-Back.		
Ordinary Resolution 7	To approve the Proposed Shareholders' Mandate For Recurrent Related Party Transactions.		
Ordinary Resolution 8	Retention of Mr. Tan Yen Yeow as Independent Non-Executive Director.		

Please indicate with an "x" in the appropriate spaces provided above on how you wish your vote to be cast. If no specific direction for voting is given, the proxy may vote as he thinks fit.

Signed this day of 2025.

.....
Signature of Member(s)/Common Seal

Notes:

1. A member entitled to attend and vote is entitled to appoint at least one (1) proxy but not more than two (2) proxies to attend, speak and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
2. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the members to speak at the meeting. A member shall not appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two proxies, to attend and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
3. Where a member of the Company is an exempt authorised nominee as defined under the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**Omnibus Account**"), there shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
4. The instrument appointing the proxy shall be in writing, executed by or on behalf of the appointor. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
5. The instrument appointing a proxy must be deposited at the Registered Office, 51-8-A, Menara BHL, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang not less than 24 hours before the time for holding the Meeting or any adjournments thereof PROVIDED that in the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/their proxy, provided always that the rest of the Form of Proxy, other than the particulars of the proxy have been duly completed by the member(s).
6. For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to the Article 69(2) of the Company's Constitution and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors ("**ROD**") as at 05.06.2025 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.
7. All resolutions as set out in this notice of Nineteenth Annual General Meeting are to be voted by poll.

PERSONAL DATA POLICY

By submitting the duly executed Form of Proxy, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the Annual General Meeting, and any adjournment thereof.

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The Company Secretaries
SKYGATE SOLUTIONS BERHAD
(FORMERLY KNOWN AS EWEIN BERHAD)
(200601023136 (742890-W))
Registered Office
51-8-A Menara BHL
Jalan Sultan Ahmad Shah
10050 George Town
Pulau Pinang
Malaysia

STAMP

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