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# P R O S P E C T U S



## GO HUB CAPITAL BERHAD

(Registration No.: 202201019895 (1465592-V))  
(Incorporated in Malaysia)

INITIAL PUBLIC OFFERING (“**IPO**”) IN CONJUNCTION WITH THE LISTING OF AND QUOTATION FOR THE ENTIRE ENLARGED ISSUED ORDINARY SHARE CAPITAL OF GO HUB CAPITAL BERHAD (“**GOHUB**” OR THE “**COMPANY**”) ON THE ACE MARKET OF BURSA MALAYSIA SECURITIES BERHAD (“**ACE MARKET**”) COMPRISING A PUBLIC ISSUE OF 107,180,000 NEW ORDINARY SHARES IN GOHUB (“**IPO SHARE(S)**”) IN THE FOLLOWING MANNER:-

- (I) 20,000,000 IPO SHARES MADE AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;
- (II) 12,000,000 IPO SHARES RESERVED FOR APPLICATION BY OUR ELIGIBLE DIRECTORS AND EMPLOYEES AS WELL AS PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF OUR GROUP; AND
- (III) 75,180,000 IPO SHARES BY WAY OF PRIVATE PLACEMENT TO IDENTIFIED INSTITUTIONAL AND/OR SELECTED INVESTORS,

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

*Principal Adviser, Sponsor, Underwriter and Placement Agent*



### UOB KAY HIAN SECURITIES (M) SDN BHD

(Registration No.: 199001003423 (194990-K))  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

[This Prospectus has been registered by Bursa Securities.] The approval of the listing of and quotation for our entire enlarged issued share capital on the ACE Market and registration of this Prospectus should not be taken to indicate that Bursa Securities recommends the offering or assumes responsibility for the correctness of any statement made, opinion expressed or report contained in this Prospectus. Bursa Securities has not, in any way, considered the merits of the securities being offered for investment.

Bursa Securities has approved the admission of our Company to the official list of Bursa Securities and the listing of and quotation for our entire enlarged issued share capital on the ACE Market. Bursa Securities 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 you may suffer arising from or in reliance upon the whole or any part of the contents of this Prospectus.

**NO SECURITIES WILL BE ALLOTTED OR ISSUED BASED ON THIS PROSPECTUS AFTER 6 MONTHS FROM THE DATE 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 37.**

**THE ACE MARKET IS AN ALTERNATIVE MARKET DESIGNED PRIMARILY FOR EMERGING CORPORATIONS THAT MAY CARRY HIGHER INVESTMENT RISK WHEN COMPARED WITH LARGER OR MORE ESTABLISHED CORPORATIONS LISTED ON THE MAIN MARKET. THERE IS ALSO NO ASSURANCE THAT THERE WILL BE A LIQUID MARKET IN THE SHARES OR UNITS OF SHARES TRADED ON THE ACE MARKET. YOU SHOULD BE AWARE OF THE RISKS OF INVESTING IN SUCH CORPORATIONS AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER CAREFUL CONSIDERATION.**

**THE ISSUE, OFFER OR INVITATION FOR THE OFFERING IS A PROPOSAL NOT REQUIRING APPROVAL, AUTHORISATION OR RECOGNITION OF THE SECURITIES COMMISSION MALAYSIA UNDER SECTION 212(8) OF THE CAPITAL MARKETS AND SERVICES ACT 2007.**

**THIS PROSPECTUS IS DATED [•]**

### **RESPONSIBILITY STATEMENTS**

OUR DIRECTORS AND PROMOTERS (AS DEFINED HEREIN) HAVE SEEN AND APPROVED THIS PROSPECTUS. THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION CONTAINED IN THIS PROSPECTUS. 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.

UOB KAY HIAN SECURITIES (M) SDN BHD (“**UOBKH**”), BEING OUR PRINCIPAL ADVISER, SPONSOR, UNDERWRITER AND PLACEMENT AGENT IN RELATION TO OUR IPO, ACKNOWLEDGES THAT, BASED ON ALL AVAILABLE INFORMATION, AND TO THE BEST OF ITS KNOWLEDGE AND BELIEF, THIS PROSPECTUS CONSTITUTES A FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS CONCERNING OUR IPO.

### **STATEMENTS OF DISCLAIMER**

[APPROVAL HAS BEEN GRANTED BY BURSA SECURITIES FOR THE LISTING OF AND QUOTATION FOR OUR SHARES. 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.]

BURSA SECURITIES 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 YOU MAY SUFFER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS.

[THIS PROSPECTUS, TOGETHER WITH THE APPLICATION FORMS (AS DEFINED HEREIN), HAS ALSO BEEN LODGED WITH THE REGISTRAR OF COMPANIES, WHO TAKES NO RESPONSIBILITY FOR ITS CONTENTS.]

### **OTHER STATEMENTS**

YOU SHOULD NOTE THAT YOU MAY SEEK RECOURSE UNDER SECTIONS 248, 249 AND 357 OF THE CAPITAL MARKETS AND SERVICES ACT 2007 (“**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 GOHUB.

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 SHARIAH ADVISORY COUNCIL OF THE SECURITIES COMMISSION MALAYSIA (“**SAC**”). THIS CLASSIFICATION REMAINS VALID FROM THE DATE OF ISSUE OF THE 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.]

THIS PROSPECTUS HAS BEEN PREPARED IN THE CONTEXT OF AN IPO UNDER THE LAWS OF MALAYSIA, AND OUR IPO WILL NOT BE MADE IN ANY COUNTRY OR JURISDICTION OTHER THAN MALAYSIA OR TO PERSONS WHO ARE SUBJECT TO THE LAWS OF ANY COUNTRY OR JURISDICTION OTHER THAN THE LAWS OF MALAYSIA. OUR IPO TO WHICH THIS PROSPECTUS RELATES IS ONLY AVAILABLE TO PERSONS RECEIVING THIS PROSPECTUS ELECTRONICALLY OR OTHERWISE WITHIN MALAYSIA. WE AND OUR PRINCIPAL ADVISER HAVE NOT AUTHORISED AND TAKE NO RESPONSIBILITY FOR THE DISTRIBUTION OF THIS PROSPECTUS (IN PRELIMINARY OR FINAL FORM) OUTSIDE 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 OR PURCHASE, ANY SECURITIES UNDER OUR IPO IN ANY JURISDICTION IN WHICH SUCH OFFER OR INVITATION IN ANY JURISDICTION OR IN ANY CIRCUMSTANCES 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. THE DISTRIBUTION OF THIS PROSPECTUS AND THE OFFER OF OUR IPO SHARES (AS DEFINED HEREIN) IN CERTAIN JURISDICTIONS MAY BE RESTRICTED BY LAW. PERSONS WHO MAY BE IN POSSESSION OF THIS PROSPECTUS ARE REQUIRED TO INFORM THEMSELVES OF AND TO OBSERVE SUCH RESTRICTIONS.

WE WILL NOT MAKE OR BE BOUND TO MAKE ANY ENQUIRY BEFORE ANY ACCEPTANCE IN RESPECT OF OUR IPO AS TO WHETHER YOU HAVE A REGISTERED ADDRESS IN MALAYSIA. WE WILL NOT ACCEPT ANY LIABILITY WHETHER OR NOT ANY ENQUIRY OR INVESTIGATION IS MADE IN CONNECTION WITH IT. IT IS YOUR SOLE RESPONSIBILITY TO CONSULT YOUR LEGAL AND/OR OTHER PROFESSIONAL ADVISERS AS TO WHETHER OUR IPO WOULD RESULT IN THE CONTRAVENTION OF ANY LAWS OR JURISDICTIONS OTHER THAN MALAYSIA TO WHICH YOU MAY BE SUBJECTED.

FURTHER, IT SHALL ALSO BE YOUR SOLE RESPONSIBILITY TO ENSURE THAT YOUR APPLICATION FOR OUR SHARES WOULD BE IN COMPLIANCE WITH THE TERMS OF OUR IPO AND WOULD NOT BE IN CONTRAVENTION OF ANY LAWS OF COUNTRIES OR JURISDICTIONS OTHER THAN MALAYSIA TO WHICH YOU MAY BE SUBJECTED TO. WE WILL FURTHER ASSUME THAT YOU HAD ACCEPTED THIS IPO IN MALAYSIA AND WILL AT ALL APPLICABLE TIMES BE SUBJECTED ONLY TO THE LAWS OF MALAYSIA CONNECTED TO IT.

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.

THIS PROSPECTUS IS PREPARED AND PUBLISHED SOLELY FOR OUR IPO IN MALAYSIA UNDER THE LAWS OF MALAYSIA. OUR SHARES ARE ISSUED IN MALAYSIA SOLELY BASED ON THE CONTENTS OF THIS PROSPECTUS. WE AND OUR PRINCIPAL ADVISER HAVE NOT AUTHORISED ANYONE TO PROVIDE YOU WITH INFORMATION, WHICH IS NOT CONTAINED IN THIS PROSPECTUS.

### **ELECTRONIC PROSPECTUS**

THIS PROSPECTUS CAN ALSO BE VIEWED OR DOWNLOADED FROM BURSA SECURITIES' WEBSITE AT [www.bursamalaysia.com](http://www.bursamalaysia.com). THE CONTENTS OF THE ELECTRONIC PROSPECTUS (AS DEFINED HEREIN) ARE AS PER THE CONTENTS OF THE PROSPECTUS REGISTERED WITH BURSA SECURITIES.

YOU ARE ADVISED THAT THE INTERNET IS NOT A FULLY SECURED MEDIUM AND THAT YOUR INTERNET SHARE APPLICATION (AS DEFINED HEREIN) IS SUBJECT TO THE RISKS OF PROBLEMS OCCURRING DURING 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 (AS DEFINED HEREIN). THESE RISKS CANNOT BE BORNE BY THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS.

IF YOU DOUBT THE VALIDITY OR THE INTEGRITY OF AN ELECTRONIC PROSPECTUS, YOU SHOULD IMMEDIATELY REQUEST FROM US OR THE ISSUING HOUSE (AS DEFINED HEREIN), A PAPER/PRINTED COPY OF THIS PROSPECTUS. IF THERE IS ANY DISCREPANCY BETWEEN THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE CONTENTS OF THE PAPER/PRINTED COPY OF THIS PROSPECTUS FOR ANY REASON WHATSOEVER, THE CONTENTS OF THE PAPER/PRINTED COPY OF THIS PROSPECTUS WHICH ARE IDENTICAL TO THE COPY OF THIS PROSPECTUS REGISTERED WITH BURSA SECURITIES SHALL PREVAIL.

IN RELATION TO ANY REFERENCE IN THIS PROSPECTUS TO THIRD-PARTY INTERNET SITES (REFERRED TO AS "**THIRD-PARTY INTERNET SITES**"), WHETHER BY WAY OF HYPERLINKS OR BY WAY OF DESCRIPTION OF THE THIRD-PARTY INTERNET SITES, YOU ACKNOWLEDGE AND AGREE THAT:-

- I. WE AND OUR PRINCIPAL ADVISER DO NOT ENDORSE AND ARE NOT AFFILIATED IN ANY WAY TO THE THIRD-PARTY INTERNET SITES AND ARE NOT RESPONSIBLE FOR THE AVAILABILITY OF, OR THE CONTENT OR ANY DATA, INFORMATION, FILES OR OTHER MATERIAL PROVIDED ON THE THIRD-PARTY INTERNET SITES. YOU SHALL BEAR ALL RISKS ASSOCIATED WITH THE ACCESS TO OR USE OF THE THIRD-PARTY INTERNET SITES;
- II. WE AND OUR PRINCIPAL ADVISER ARE NOT RESPONSIBLE FOR THE QUALITY OF PRODUCTS OR SERVICES IN THE THIRD-PARTY INTERNET SITES, PARTICULARLY IN FULFILLING ANY OF THE TERMS OF YOUR AGREEMENTS WITH THE THIRD-PARTY INTERNET SITES. WE AND OUR PRINCIPAL ADVISER ARE ALSO NOT RESPONSIBLE FOR ANY LOSS OR DAMAGE OR COST THAT YOU MAY SUFFER OR INCUR IN CONNECTION WITH OR AS A RESULT OF DEALING WITH THE THIRD-PARTY INTERNET SITES OR THE USE OF OR RELIANCE ON ANY DATA, INFORMATION, FILES OR OTHER MATERIAL PROVIDED BY SUCH PARTIES; AND
- III. ANY DATA, INFORMATION, FILES OR OTHER MATERIAL DOWNLOADED FROM THE THIRD-PARTY INTERNET SITES IS DONE AT YOUR OWN DISCRETION AND RISK. WE AND OUR PRINCIPAL ADVISER ARE NOT RESPONSIBLE, LIABLE OR UNDER OBLIGATION FOR ANY DAMAGE TO YOUR COMPUTER SYSTEM OR LOSS OF DATA RESULTING FROM THE DOWNLOADING OF ANY SUCH DATA, INFORMATION, FILES OR OTHER MATERIAL.

WHERE AN ELECTRONIC PROSPECTUS IS HOSTED ON THE WEBSITES OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS, YOU ARE ADVISED THAT:-

- I. THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS ARE ONLY LIABLE IN RESPECT OF THE INTEGRITY OF THE CONTENTS OF AN ELECTRONIC PROSPECTUS, TO THE EXTENT OF THE CONTENTS OF THE ELECTRONIC PROSPECTUS ON THE WEB SERVERS OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS WHICH MAY BE VIEWED VIA YOUR WEB BROWSER OR OTHER RELEVANT SOFTWARE. THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS ARE NOT RESPONSIBLE IN ANY WAY FOR THE INTEGRITY OF THE CONTENTS OF AN ELECTRONIC PROSPECTUS WHICH HAS BEEN DOWNLOADED OR OBTAINED FROM THE WEB SERVERS OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS AND SUBSEQUENTLY, COMMUNICATED OR DISSEMINATED IN ANY MANNER TO YOU OR OTHER PARTIES; AND
- II. WHILE ALL REASONABLE MEASURES HAVE BEEN TAKEN TO ENSURE THE ACCURACY AND RELIABILITY OF THE INFORMATION PROVIDED IN AN ELECTRONIC PROSPECTUS, THE ACCURACY AND RELIABILITY OF AN ELECTRONIC PROSPECTUS CANNOT BE GUARANTEED BECAUSE THE INTERNET IS NOT A FULLY SECURED MEDIUM.

THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS ARE NOT LIABLE (WHETHER IN TORT OR CONTRACT OR OTHERWISE) FOR ANY LOSS, DAMAGE OR COST, 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 AN ELECTRONIC PROSPECTUS WHICH MAY ARISE IN CONNECTION WITH OR AS A RESULT OF ANY FAULTS WITH WEB BROWSERS OR OTHER RELEVANT SOFTWARE, ANY FAULTS 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 WEBSITES OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS, AND/OR PROBLEMS OCCURRING DURING DATA TRANSMISSION WHICH MAY RESULT IN INACCURATE OR INCOMPLETE COPIES OF INFORMATION BEING DOWNLOADED OR DISPLAYED ON YOUR PERSONAL COMPUTER.

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**INDICATIVE TIMETABLE**

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The indicative timetable for our IPO is set out below:-

<b>Events</b>	<b>Date</b>
Opening of Applications	10.00 a.m., [date]
Closing of Applications	5.00 p.m., [date]
Balloting of Applications	[date]
Allotment of our IPO Shares to successful applicants	[date]
Listing	[date]

If there are any changes to this timetable, we will advertise a notice of the changes in a widely circulated English and Bahasa Malaysia newspaper within Malaysia, and make an announcement of such changes on Bursa Securities' website accordingly.

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## DEFINITIONS

The following terms in this Prospectus have the same meaning as set out below unless the term is defined otherwise or the context requires otherwise:-

“ACE Market”	:	ACE Market of Bursa Securities
“Acquisition of NSS”	:	Acquisition by GOHUB of the entire issued share capital of NSS comprising 1,000,000 ordinary shares from the vendors, namely Tan Cherng Thong, Hong Boon Huon, Eng Chee Seng and Wong Yoke Hoe for a purchase consideration of RM13,152,836, which was entirely satisfied by the issuance of 13,152,836 GOHUB Shares at an issue price of RM1.00 per GOHUB Share. The Acquisition of NSS was completed on 21 December 2022
“Acquisition of TCT Apps”	:	Acquisition by GOHUB of the entire issued share capital of TCT Apps comprising 1,000,000 ordinary shares from the vendors, namely TCT International, Tan Cherng Thong, Hong Boon Huon and Eng Chee Seng for a purchase consideration of RM157,008, which was entirely satisfied by the issuance of 157,008 GOHUB Shares at an issue price of RM1.00 per GOHUB Share. The Acquisition of TCT Apps was completed on 22 December 2022
“Acquisitions”	:	Collectively, the Acquisition of NSS and the Acquisition of TCT Apps
“Act”	:	Companies Act 2016 of Malaysia
“ADA(s)”	:	Authorised Depository Agent(s)
“AGM”	:	Annual general meeting
“APAD”	:	Agensi Pengangkutan Awam Darat (previously known as Suruhanjaya Pengangkutan Awam Darat (SPAD)). SPAD was dissolved in December 2018 and APAD was established in January 2019 under the Ministry of Transport Malaysia
“Application(s)”	:	The application(s) for the IPO Shares by way of Application Form, Electronic Share Application or Internet Share Application
“Application Form(s)”	:	Application form(s) for the application of the IPO Shares accompanying this Prospectus
“ATM(s)”	:	Automated teller machine(s)
“Authorised Financial Institution(s)”	:	Authorised financial institution(s) participating in the Internet Share Application in respect of the payments for the IPO Shares
“Board”	:	Board of Directors (including the independent directors) of GOHUB
“Bursa Depository”	:	Bursa Malaysia Depository Sdn Bhd (Registration No.: 198701006854 (165570-W))
“Bursa Securities”	:	Bursa Malaysia Securities Berhad (Registration No.: 200301033577 (635998-W))
“CAGR”	:	Compound annual growth rate
“CCC”	:	Certificate of Completion and Compliance
“CDS”	:	Central Depository System
“CDS Account(s)”	:	Securities account(s) established by Bursa Depository for a depositor pursuant to the SICDA and the rules of Bursa Depository for the recording of deposits of securities and dealings in such securities by the depositor
“CEO”	:	Chief executive officer

## DEFINITIONS (cont'd)

“CF”	:	Certificate of Fitness for Occupation
“CMSA”	:	Capital Markets and Services Act 2007
“Constitution”	:	Constitution of our Company
“COVID-19”	:	Coronavirus disease, an infectious disease caused by the SARS-CoV-2 virus
“CTO”	:	Chief technology officer
“D&D”	:	Design and development
“Director(s)”	:	Directors of our Company and within the meaning given in Section 2(1) of the CMSA
“E-Transact”	:	E- Transact Technology Sdn Bhd (Registration No.: 200301027170 (629590-U))
“EBITDA”	:	Earnings before interest, taxation, depreciation and amortisation
“Electronic Prospectus”	:	A copy of this Prospectus that is issued, circulated or disseminated via the Internet, and/or an electronic storage medium, including but not limited to compact disc read-only memory (CD-ROMs)
“Electronic Application(s)”	Share	: Application(s) for the IPO Shares through a Participating Financial Institution’s ATM
“Eligible Person(s)”	:	Eligible Directors and employees of our Group as well as persons who have contributed to the success of our Group
“Entry of Pre-IPO Investors”	:	The acquisition of an aggregate of 1,996,500 GOHUB Shares by the Pre-IPO Investors (save for Wong Yoke Hoe) from Tan Cherng Thong for a total purchase consideration of RM12.00 million, all of which were completed on 24 March 2023
“EPF”	:	Employees Provident Fund
“EPS”	:	Earnings per Share
“Existing Specified Bus Terminals”	:	Collectively, Terminal Melaka Sentral, Terminal Klang Sentral and Kompleks Hentian Bas MBKT
“financial years under review”	:	Collectively, the FYE 2020, FYE 2021 and FYE 2022
“FYE”	:	Financial year ended/ending 31 December, as the case may be
“GHSB”	:	Go Hub Sdn Bhd (Registration No.: 202201020142 (1465839-M))
“GOHUB” or our “Company”	:	Go Hub Capital Berhad (Registration No.: 202201019895 (1465592-V))
“GOHUB Group” or our “Group”	:	Collectively, GOHUB and its subsidiaries
“GOHUB Share(s)” or “Share(s)”	:	Ordinary share(s) in our Company
“GP”	:	Gross profit
“IMR” or “Protégé”	:	Protégé Associates Sdn Bhd (Registration No.: 200401037256 (675767-H)), the independent market researcher appointed for our IPO
“Industry Overview Report”	:	Industry overview report of the enterprise IT services industry in Malaysia prepared by Protégé, as set out in <b>Section 7</b> of this Prospectus
“Internet Participating Financial Institution(s)”	:	Participating financial institution(s) for the Internet Share Application

## DEFINITIONS (cont'd)

“Internet Share Application”	:	Application for the IPO Shares through an Internet Participating Financial Institution
“IPO”	:	Initial public offering comprising the Public Issue
“IPO Price”	:	The issue price of RM[•] per IPO Share
“IPO Share(s)”	:	107,180,000 new GOHUB Shares to be issued pursuant to the Public Issue
“Issuing House”	:	Tricor Investor & Issuing House Services Sdn Bhd (Registration No.: 197101000970 (11324-H))
“KTMB”	:	Keretapi Tanah Melayu Berhad (Registration No.: 199101015631 (225943-T))
“KVDT”	:	Klang Valley Double Track
“Listing”	:	Admission of our Company to the Official List and the listing of and quotation for the entire enlarged issued share capital of GOHUB comprising 400,000,000 Shares on the ACE Market
“Listing Requirements”	:	ACE Market Listing Requirements of Bursa Securities
“LPD”	:	1 September 2023, being the latest practicable date prior to the registration of this Prospectus
“MAICSA”	:	Malaysian Institute of Chartered Secretaries and Administrators
“Maju TMAS”	:	Maju TMAS Sdn Bhd (Registration No.: 201001040467 (924392-T))
“Malaysian Public”	:	Citizens of Malaysia and companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia
“Margan”	:	Margan International Sdn Bhd (Registration No.: 201801016102 (1278118-T))
“Market Day(s)”	:	A day(s) on which Bursa Securities is open for trading of securities, which may include a day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year
“MBKT”	:	Majlis Bandaraya Kuala Terengganu
“MCO”	:	Movement control order imposed by the Malaysian Government
“MDEC”	:	Malaysia Digital Economy Corporation Sdn Bhd (Registration No.: 199601016995 (389346-D))
“MFRS”	:	Malaysian Financial Reporting Standards
“MOF”	:	Ministry of Finance Malaysia
“MSC”	:	Multimedia Super Corridor
“N/A”	:	Not applicable
“NA”	:	Net assets
“NBV”	:	Net book value
“Official List”	:	A list specifying all securities listed on Bursa Securities
“Participating Institution(s)”	Financial	: Participating financial institutions for the Electronic Share Application
“PAT”	:	Profit after tax
“PBT”	:	Profit before tax



## DEFINITIONS (cont'd)

“Pink Application Form(s)”	:	Application form(s) for the application of IPO Shares by our Eligible Person(s) accompanying this Prospectus
“Pink Form Allocations”	:	Allocation of 12,000,000 IPO Shares to our Eligible Persons, which forms part of our Public Issue
“Pre-IPO Investor(s)”	:	Collectively or individually, Wong Yoke Hoe, Dato’ Sri Robin Tan Yeong Ching, Alief Iskandar Bin Mohd Zuhri, Ong Beng Hooi and Ong Beng Chong, all of whom are shareholders holding less than 5% of our enlarged issued share capital after our IPO
“Pre-IPO Restructuring and Transactions”	:	Collectively, the Acquisitions, Subscription of Shares, Entry of Pre-IPO Investors and Share Split. Further details of which are set out in <b>Section 5.3</b> of this Prospectus
“Prescription Period”	:	1 day after the launching date of this Prospectus up to a period of 30 days
“Promoter(s)”	:	Collectively or individually, Tan Cherng Thong, Lee Li Yee, Hong Boon Huon and Eng Chee Seng
“Prospectus”	:	This prospectus dated [●] issued by our Company in respect of our IPO
“Prospectus Guidelines”	:	Prospectus Guidelines issued by the SC
“Public Issue”	:	Public issue of 107,180,000 IPO Shares at the IPO Price, comprising the following:- <ul style="list-style-type: none"> <li>(a) 20,000,000 IPO Shares made available for application by the Malaysian Public through a balloting process;</li> <li>(b) 12,000,000 IPO Shares reserved for application by our Eligible Persons; and</li> <li>(c) 75,180,000 IPO Shares by way of private placement to identified institutional and/or selected investors</li> </ul>
“R&D”	:	Research and development
“ROC”	:	Registrar of Companies of Malaysia
“SAC”	:	Shariah Advisory Council of the SC
“SC”	:	Securities Commission Malaysia
“Share Registrar”	:	Securities Services (Holdings) Sdn Bhd (Registration No.: 197701005827 (36869-T))
“Share Split”	:	Subdivision of every 1 existing Share into 22 subdivided Shares after the Acquisitions, Subscription of Shares and Entry of Pre-IPO Investors but prior to the Public Issue. The Share Split (which was part of the Pre-IPO Restructuring and Transactions) was completed on 9 August 2023. Please refer to <b>Section 5.3.5</b> of this Prospectus for more details
“Shares Transfer”	:	Transfer of 220,000,000 Shares held by Tan Cherng Thong, Hong Boon Huon, Eng Chee Seng and TCT International to GHSB during the Prescription Period
“SICDA”	:	Securities Industry (Central Depositories) Act, 1991
“SOCISO”	:	Social Security Organisation
“Specified Bus Terminal(s)”	:	Bus terminal(s) where our Group acts as a system operator to operate TOS and provide terminal management services
“Specified Shareholder(s)”	:	Collectively or individually, GHSB, Tan Cherng Thong, Kam Shee Na and Au Yong Chee Keong

**DEFINITIONS (cont'd)**

- “Subscription of Shares” : The subscription of 56 new GOHUB Shares by Tan Cherng Thong. The subscription (which was part of the Pre-IPO Restructuring and Transactions) was completed on 16 March 2023
- “TBS” : Terminal Bersepadu Selatan
- “TCT International” : TCT International Sdn Bhd (Registration No.: 200401023821 (662327-W))
- “Underwriting Agreement” : Underwriting agreement dated [date] between our Company and the Underwriter in relation to 20,000,000 IPO Shares under the Public Issue as set out in **Section 3.3.1(i)** of this Prospectus, and 12,000,000 IPO Shares under the Pink Form Allocations as set out in **Section 3.3.1(ii)** of this Prospectus
- “UOBKH” or “Principal Adviser” or “Sponsor” or “Underwriter” or “Placement Agent” : UOB Kay Hian Securities (M) Sdn Bhd (Registration No.: 199001003423 (194990-K))
- “White Application Form(s)” : Application form(s) for the application of the IPO Shares by the Malaysian Public accompanying this Prospectus

**Currency and unit:-**

- “RM” and “sen” : Ringgit Malaysia and sen
- “sq ft” : Square feet

**Our subsidiaries:-**

- “NSS” : NSS IT Solution Sdn Bhd (Registration No.: 201101036416 (964550-P))
- “NSSPH” : NSS IT Philippines Sdn Bhd (Registration No.: 201801002993 (1265006-D))
- “TCT Apps” : TCT Apps Solution Sdn Bhd (Registration No.: 201601034817 (1205758-D))

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## GLOSSARY TERMS

The following commonly used terms in our Group’s business and operations shall apply throughout this Prospectus unless the term is defined otherwise or the context otherwise requires:-

“ACG”	:	Access control gate is a physical barrier equipped with technology that regulates and monitors the entry or exit of individuals into and out of a controlled area
“AFC”	:	Automated Fare Collection system
“AI”	:	Artificial intelligence, a field of computer science and engineering that enable machines to perform functions that simulate human intelligence process
“API”	:	Application Programming Interface is a software intermediary that allows two applications to communicate with each other
“BOS”	:	Bus Operating System (current system that replaced MyBus Ticketing System)
“CCTV”	:	Closed-circuit television
“CTS”	:	Centralised Ticketing System
“ETS”	:	Electric Train Service
“fleet monitoring systems”	:	A system used to monitor a fleet of vehicles, by using technology to provide route tracking and location information
“GoGPS”	:	A cloud-based GPS location monitoring solution
“GoHub.com.my”	:	An online marketplace platform developed by our Group to cater for ticketing needs
“GoPartner”	:	An integrated cloud-based inventory and reservation management system developed by our Group for enterprises that require inventory and reservation management
“GPS”	:	Global positioning system
“handheld device(s)”	:	A portable electronic device(s)
“IAT”	:	Internal acceptance test, a series of tests conducted by internal members of the development team to evaluate a software’s functionality
“ICT”	:	Information communication technology
“IP”	:	Internet Protocol
“IT”	:	Information technology
“MyBus Ticketing System”	:	GPS-based ticketing solution developed for stage bus
“NFC”	:	Near field communication
“omni channel ticketing system”	:	An integrated ticketing system that allows users to purchase tickets seamlessly through various channels which include ticketing counter, TVMs, ticketing web platform and mobile applications
“ORAT”	:	Operational readiness and acceptance test, conducted to evaluate a system’s readiness to be deployed and go live
“OTA”	:	Online Ticketing Agent
“Outright Purchase”	:	A transaction in which the customer acquires full ownership and/or right of use of the solution by paying the entire purchase price upon completion of the customisation and installation

**GLOSSARY TERMS (cont'd)**

“POS”	:	Point Of Sale is a device that is used to process payment transactions
“QC”	:	Quality control
“QR Code”	:	Quick Response code, is a two-dimensional matrix barcode that can store a significant amount of information and can be read easily by a digital device
“QR Reader(s)”	:	QR reader is a type of barcode reader and/or camera that can identify and read a standard QR Code
“RFID”	:	Radio Frequency Identification
“RFID Reader(s)”	:	A device that uses radio-frequency electromagnetic fields to wirelessly communicate with RFID Tags
“RFID Tag(s)”	:	RFID tag(s) are a type of tracking system that uses radio frequency to search, identify, track and communicate with RFID Reader(s)
“Sanity test”	:	A series of test conducted during the development stage to evaluate a system’s basic functionality
“SAT”	:	Site acceptance test, a series of tests conducted on customers’ sites to ensure installed hardware and software operates within customers’ requirements
“Ticketing platform”	web	: An online website that allows users to purchase tickets for various modes of transportation
“TMS”	:	Traffic Management System
“TOS”	:	Terminal Operating System
“TVM”	:	A ticket vending machine is a self-service device that allows users to purchase various types of tickets or passes for services, and has cash and/or cashless payment modes
“UAT”	:	User acceptance test, a series of tests conducted with the user to evaluate a system’s ability to meet user specified requirement
“Zero Capex”	:	Zero upfront capital expenditure, whereby our Group owns the IT infrastructure and is responsible for managing and maintaining the system for an agreed fee (which may be a fixed charge or revenue sharing in nature)

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## PRESENTATION OF INFORMATION

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Words incorporating the singular shall, where applicable, include the plural and vice versa. Words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include natural persons, firms, companies, body corporates and corporations.

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

References to “our Company” or “the Company” or “GOHUB” in this Prospectus are made to Go Hub Capital Berhad (Registration No.: 202201019895 (1465592-V)), references to “our Group” or “the Group” or “GOHUB Group” are made to our Company and our subsidiaries and references to “we” or “us” or “our” or “ourselves” are made to our Company, and where the context requires, our Company and our subsidiaries. Unless the context otherwise requires, references to “management” are to our Directors and key senior management as at the date of this Prospectus, and statements as to our beliefs, expectations, estimates and opinions are those of our management.

This Prospectus includes statistical data provided by us and various third parties and cites third-party projections regarding growth and performance of the industry in which we operate. This data is taken or derived from information published by industry sources and from our internal data. In each such case, the source is stated in this Prospectus, provided that where no source is stated, it can be assumed that the information originated from us. In particular, certain information in this Prospectus is extracted or derived from report(s) provided by Protégé for inclusion in this Prospectus. We have appointed Protégé to provide an independent market and industry review relating to an overview of the economy and industry in which we operate in. In compiling their data for the review, Protégé relied on its research methodology, industry sources, published materials, its private databanks and direct contacts within the industry. We believe that the statistical data and projections cited in this Prospectus are useful in helping you to understand the major trends in the industry in which we operate. However, neither we nor our advisers have independently verified these data. Neither we nor our advisers make any representation as to the correctness, accuracy or completeness of such data. Similarly, 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 give no assurance that the projected figures will be achieved. You should not place undue reliance on the statistical data and third-party projections cited in this Prospectus.

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 it.

Any discrepancy in the tables between the amounts listed and the totals in this Prospectus are due to rounding.

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## FORWARD-LOOKING STATEMENTS

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This Prospectus contains forward-looking statements. All statements other than statements of historical facts included in this Prospectus, including, without limitation, those regarding our financial position, business strategies, plans and objectives of our management for future operations, are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties, contingencies and other factors which may cause our actual results, our performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Such forward-looking statements reflect our management's 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 "expect", "believe", "plan", "intend", "estimate", "anticipate", "aim", "forecast", "may", "will", "would", and "could" or similar expressions and include all statements that are not historical facts. Such forward-looking statements include, without limitation, statements relating to:-

- i. demand for our services;
- ii. our business strategies and potential growth opportunities;
- iii. our management's plans and objectives for future operations;
- iv. our financial position;
- v. our future earnings, cash flows and liquidity; and
- vi. our ability to pay future dividends.

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

- i. the general economic, business, social, political and investment environment in Malaysia; and
- ii. government policy, legislation and regulation affecting us or the industry in which we operate.

Additional factors that could cause our actual results, performance or achievements to differ materially include, but are not limited to those discussed in **Section 4** of this Prospectus on risk factors and **Section 11.3** of this Prospectus on management's discussion and analysis of financial condition and results of operations. We cannot give any assurance that the forward-looking statements made in this Prospectus will be realised. These forward-looking statements are based on information made available to us 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 IPO Shares, we shall further issue a supplemental or replacement prospectus, as the case may be, in accordance with the provision of Section 238(1) of the CMSA and Paragraph 1.02, Chapter 1 of Part II (Division 6) of the Prospectus Guidelines (Supplementary and Replacement Prospectus).

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