

1. INTRODUCTION

1.1 Approvals and conditions

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

(i) Bursa Securities

Bursa Securities had, vide its letter dated [●], approved our admission to the Official List and listing of and quotation for our entire enlarged issued share capital comprising 400,000,000 Shares on the ACE Market under Rule 3.02(1) of the Listing Requirements. The approval from Bursa Securities is subject to the following conditions:-

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

(ii) SC

Our IPO is an exempt transaction under Section 212(8) of the CMSA and is therefore not subject to the approval of the SC.

The SC had, vide its letter dated [date], taken note that our subsidiary, NSS was granted MSC Malaysia Status (now known as Malaysia Digital Status) by MDEC on 27 March 2017. Any listing of a MSC Malaysia Status corporation or a corporation with a subsidiary carrying MSC Malaysia status which contributes more than 50% to the group's PAT for the most recent audited financial year is exempted from complying with the Bumiputera equity requirement for public listed companies which require corporations seeking listing on Bursa Securities to allocate at least 12.50% of their enlarged issued shares to Bumiputera investors to be approved or recognised by the Ministry of Investment, Trade and Industry ("**Bumiputera Equity Requirement**"). Accordingly, GOHUB (via our subsidiary, NSS) is hence exempted from complying with the Bumiputera Equity Requirement.

Nevertheless, if GOHUB undertakes subsequent corporate proposals involving:-

- (a) transfer of its listing status from the ACE Market to the Main Market of Bursa Securities; or
- (b) acquisition which results in a significant change in the business direction or policy of GOHUB,

GOHUB must submit such applications to the SC for a re-assessment as to whether GOHUB is still exempted from complying with the Bumiputera Equity Requirement.

(iii) SAC

The SAC had vide its letter dated 17 October 2023, classified our securities as Shariah-compliant based on our audited financial statements for the FYE 2022.

1. INTRODUCTION (cont'd)

1.2 Moratorium on our Shares

1.2.1 Promoters and Specified Shareholders

In accordance with Rule 3.19(1) of the Listing Requirements, a moratorium will be imposed on the sale, transfer or assignment of Shares held by our Specified Shareholders as follows:-

- (i) the moratorium applies to the entire shareholdings of our Specified Shareholders for a period of 6 months from the date of our admission to the Official List ("**First 6-Month Moratorium**");
- (ii) upon the expiry of the First 6-Month Moratorium, our Specified Shareholders' aggregate shareholdings amounting to at least 45% of the total number of issued Shares remain under moratorium for a further 6 months period ("**Second 6-Month Moratorium**"); and
- (iii) upon the expiry of the Second 6-Month Moratorium, our Specified Shareholders may sell, transfer or assign up to a maximum of 1/3 per annum (on a straight-line basis) of our Shares held under moratorium ("**Subsequent Moratorium Period**").

The Promoters (namely Hong Boon Huon and Eng Chee Seng) had also undertaken to comply with the above moratorium conditions.

Details of our Promoters and Specified Shareholders and their Shares which will be subject to moratorium are as follows:-

	Year 1 after Listing				Year 2 after Listing		Year 3 after Listing	
	Shares under the First 6-Month Moratorium		Shares under the Second 6-Month Moratorium		Shares under the Subsequent Moratorium Period		Shares under the Subsequent Moratorium Period	
	No. of Shares ('000)	(1)(%)	No. of Shares ('000)	(1)(%)	No. of Shares ('000)	(1)(%)	No. of Shares ('000)	(1)(%)
<u>Promoter and Specified Shareholder</u>								
Tan Chheng Thong	7,120	1.78	5,462	1.36	3,641	0.91	1,821	0.46
<u>Promoters</u>								
Hong Boon Huon	4,282	1.07	3,284	0.82	2,190	0.55	1,095	0.28
Eng Chee Seng	2,854	0.71	2,190	0.55	1,460	0.36	730	0.18

1. INTRODUCTION (cont'd)

	Year 1 after Listing				Year 2 after Listing		Year 3 after Listing	
	Shares under the First 6-Month Moratorium		Shares under the Second 6-Month Moratorium		Shares under the Subsequent Moratorium Period		Shares under the Subsequent Moratorium Period	
	No. of Shares ('000)	(1)(%)	No. of Shares ('000)	(1)(%)	No. of Shares ('000)	(1)(%)	No. of Shares ('000)	(1)(%)
<u>Specified Shareholders</u>								
GHSB ⁽²⁾	220,000	55.00	168,758	42.19	112,505	28.12	56,252	14.06
Kam Shee Na ⁽³⁾	200	0.05	153	0.04	102	0.03	51	0.01
Au Yong Chee Keong ⁽⁴⁾	200	0.05	153	0.04	102	0.03	51	0.01
Total	234,656	58.66	180,000	45.00	120,000	30.00	60,000	15.00

Notes:-

- (1) Based on our enlarged issued share capital comprising 400,000,000 Shares after our IPO.
- (2) Please refer to **Section 8.1.3** of this Prospectus for further details of GHSB.
- (3) Classified as specified shareholder by virtue of her relationship with Tan Cherng Thong, being his stepsister.
- (4) Classified as specified shareholder by virtue of his relationship with Tan Cherng Thong, being his brother-in-law.

In addition, our Promoters and Specified Shareholders have also provided written undertakings that they will not sell, transfer or assign their shareholdings under moratorium during the First 6-Month Moratorium, Second 6-Month Moratorium and Subsequent Moratorium Period.

In accordance with Rule 3.19(2) of the Listing Requirements, where the specified shareholder is an unlisted corporation, all direct and indirect shareholders of the unlisted corporation must give undertakings to Bursa Securities that they will not sell, transfer or assign their shares in the unlisted corporation for the moratorium period. Accordingly, the shareholders of GHSB upon the completion of our Listing, namely TCT International, Hong Boon Huon and Eng Chee Seng have also provided written undertakings that they will not sell, transfer or assign their shareholdings in GHSB during the First 6-Month Moratorium, Second 6-Month Moratorium and Subsequent Moratorium Period. Further, the shareholders of TCT International (being a controlling shareholder of GHSB), namely Tan Cherng Thong and Lee Li Yee, have also provided written undertakings that they will not sell, transfer or assign their shareholdings in TCT International during the First 6-Month Moratorium, Second 6-Month Moratorium and Subsequent Moratorium Period.

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

1. INTRODUCTION (cont'd)

1.2.2 Pre-IPO Investors

In accordance with Rule 3.19A of the Listing Requirements, a moratorium will be imposed on the sale, transfer or assignment of Shares held by our Pre-IPO Investors for a period for 6 months from the date of our admission on the ACE Market.

Details of the Pre-IPO Investors and their Shares which will be subject to moratorium are as follows:-

Pre-IPO Investors	Shares under the First 6-Month Moratorium	
	No. of Shares	⁽¹⁾ (%)
Wong Yoke Hoe	14,640,824	3.66
Dato' Sri Robin Tan Yeong Ching	14,641,000	3.66
Alief Iskandar Bin Mohd Zuhri	14,641,000	3.66
Ong Beng Hooi	7,320,500	1.83
Ong Beng Chong	7,320,500	1.83

Note:-

(1) Based on our enlarged issued share capital comprising 400,000,000 Shares after our IPO.

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