

5. INFORMATION ON OUR GROUP

5.1 Our Company

Our Company, Go Hub Capital Berhad (Registration No.: 202201019895 (1465592-V)) was incorporated in Malaysia on 3 June 2022 under the Act as a private limited company under the name of Go Hub Capital Sdn Bhd. On 15 September 2023, our Company was converted into a public limited company under the name of Go Hub Capital Berhad. Prior to our Listing, our Company was involved in the Pre-IPO Restructuring and Transactions, details of which are set out in **Section 5.3** of this Prospectus.

The principal activity of our Company is investment holding whilst our subsidiaries are principally involved in the provision of enterprise IT services, focusing on providing transportation IT solutions (including customised software development systems and integration of hardware and software systems) in the bus and rail segments. Our offerings also extend to include maintenance and support services as well as terminal management services for the IT solutions delivered.

Further details on our Group's history and business activities are set out in **Sections 6.1** and **6.2** of this Prospectus, respectively.

5.2 Share capital

As at the LPD, our Company's issued share capital is RM13,310,280 comprising 292,820,000 Shares. The changes in our Company's issued share capital since incorporation up to the LPD are as follows:-

Date of allotment	No. of Shares allotted	Nature of transaction	Consideration	Cumulative issued share capital	
				RM	No. of Shares
3 June 2022	100	Subscriber's shares	Cash	100	100
21 December 2022	13,152,836	Acquisition of NSS	Otherwise than cash ⁽¹⁾	13,152,936	13,152,936
22 December 2022	157,008	Acquisition of TCT Apps	Otherwise than cash ⁽²⁾	13,309,944	13,309,944
16 March 2023	56	Subscription of Shares	Cash	13,310,280	13,310,000
9 August 2023	-	Share Split	N/A	13,310,280	292,820,000

Notes:-

(1) Issuance of new Shares to satisfy the purchase consideration set out in the internal reorganisation agreement dated 8 December 2022 entered into between the vendors (namely Tan Cherng Thong, Hong Boon Huon, Eng Chee Seng and Wong Yoke Hoe) and the purchaser, GOHUB, in respect of the Acquisition of NSS. Please refer to **Section 5.3.1** of this Prospectus for further details of the Acquisition of NSS.

(2) Issuance of new Shares to satisfy the purchase consideration set out in the internal reorganisation agreement dated 8 December 2022 entered into between the vendors (namely TCT International, Tan Cherng Thong, Hong Boon Huon and Eng Chee Seng) and the purchaser, GOHUB, in respect of the Acquisition of TCT Apps. Please refer to **Section 5.3.2** of this Prospectus for further details of the Acquisition of TCT Apps.

As at the LPD, we do not have any outstanding warrants, options, convertible securities or uncalled capital in respect of the Shares in our Company. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of consideration for the above allotments.

Upon completion of our IPO and after utilisation of IPO proceeds, our enlarged share capital will increase to RM[●], comprising 400,000,000 Shares.

5. INFORMATION ON OUR GROUP (cont'd)

5.3 Pre-IPO Restructuring and Transactions

The internal restructuring exercises and transactions undertaken in respect of our Company prior to our Listing involves the following:-

5.3.1 Acquisition of NSS

On 8 December 2022, our Company had entered into an internal reorganisation agreement to acquire the entire issued share capital of NSS comprising 1,000,000 ordinary shares for a purchase consideration of RM13,152,836, which was fully satisfied through the issuance of 13,152,836 new Shares at RM1.00 each to the vendors of NSS in the following manner:-

Vendors	No. of NSS shares	%	No. of Shares issued
Tan Cherng Thong	737,056	73.71	9,694,375
Hong Boon Huon	128,244	12.82	1,686,772
Eng Chee Seng	84,103	8.41	1,106,197
Wong Yoke Hoe	50,597	5.06	665,492
Total	1,000,000	100.00	13,152,836

The purchase consideration was based on a “willing-buyer willing-seller” basis after taking into consideration, the audited consolidated NA of NSS group of companies as at 31 December 2021 of RM13,152,835. The Acquisition of NSS was completed on 21 December 2022.

5.3.2 Acquisition of TCT Apps

On 8 December 2022, our Company had entered into an internal reorganisation agreement to acquire the entire issued share capital of TCT Apps comprising 1,000,000 ordinary shares for a purchase consideration of RM157,008, which was fully satisfied through the issuance of 157,008 new Shares at RM1.00 each to the vendors of TCT Apps as follows:-

Vendors	No. of TCT Apps shares	%	No. of Shares issued
TCT International	700,000	70.00	109,906
Eng Chee Seng	150,000	15.00	23,551
Tan Cherng Thong	100,000	10.00	15,701
Hong Boon Huon	50,000	5.00	7,850
Total	1,000,000	100.00	157,008

The purchase consideration was based on a “willing-buyer willing-seller” basis after taking into consideration, the audited NA of TCT Apps as at 31 December 2021 of RM157,008. The Acquisition of TCT Apps was completed on 22 December 2022.

5.3.3 Subscription of Shares

Tan Cherng Thong, our Promoter, substantial shareholder and Executive Director / CEO had, on 16 March 2023, subscribed for 56 new Shares at an issue price of RM6.00 each, representing approximately 0.0004% of the enlarged issued share capital of GOHUB at that point of time of 13,310,000 Shares. The issue price of RM6.00 per GOHUB Share was determined based on, amongst others, the intention to increase the issued share capital of GOHUB to RM13,310,280 comprising 13,310,000 GOHUB Shares for the purposes of our Listing.

5. INFORMATION ON OUR GROUP (cont'd)**5.3.4 Entry of Pre-IPO Investors**

On 21 March 2023, Tan Cherng Thong had entered into shares sale agreements with the Pre-IPO Investors (save for Wong Yoke Hoe) to dispose an aggregate of 1,996,500 GOHUB Shares, representing approximately 15.00% of the total issued share capital of GOHUB at that point of time of 13,310,000 Shares to the Pre-IPO Investors (save for Wong Yoke Hoe) for a total cash consideration of RM12,000,000. The total cash consideration of RM12,000,000 was determined based on a "willing-buyer willing-seller" basis, taking into account, amongst others, the valuation of GOHUB of RM80,000,000 based on our management's pro forma consolidated PAT of our Group of approximately RM6.22 million for the FYE 2022 which represents a price-earnings-multiple of approximately 12.86 times.

5.3.5 Share Split

Subsequent to the Entry of Pre-IPO Investors, our Company had, on 9 August 2023, undertaken a subdivision of all the existing GOHUB Shares in issue comprising 13,310,000 GOHUB Shares into 292,820,000 GOHUB Shares (i.e. subdivision of every 1 existing Share into 22 subdivided Shares). The purpose of the Share Split is to enlarge the share base of our Company prior to our IPO. Upon completion of the Share Split, our issued share capital will increase from 13,310,000 Shares to 292,820,000 Shares.

Our shareholding before and after the Share Split are as follows:-

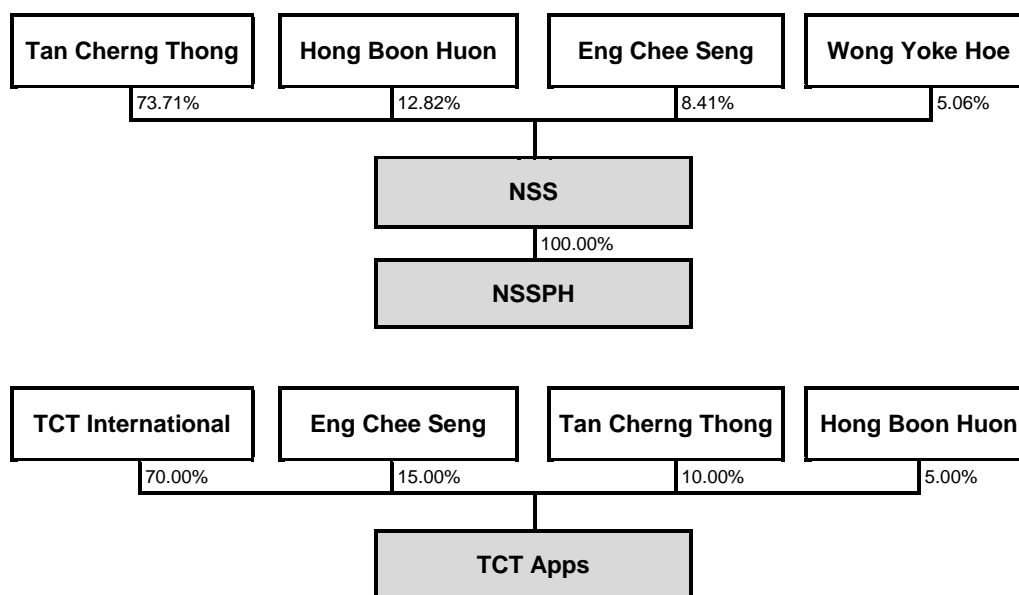
Shareholders	Before the Share Split		After the Share Split	
	No. of Shares	%	No. of Shares	%
Tan Cherng Thong	7,713,732	57.95	169,702,104	57.95
TCT International	109,906	0.83	2,417,932	0.83
Hong Boon Huon	1,694,622	12.73	37,281,684	12.73
Eng Chee Seng	1,129,748	8.49	24,854,456	8.49
Wong Yoke Hoe	665,492	5.00	14,640,824	5.00
Dato' Sri Robin Tan Yeong Ching	665,500	5.00	14,641,000	5.00
Alief Iskandar Bin Mohd Zuhri	665,500	5.00	14,641,000	5.00
Ong Beng Hooi	332,750	2.50	7,320,500	2.50
Ong Beng Chong	332,750	2.50	7,320,500	2.50
Total	13,310,000	100.00	292,820,000	100.00

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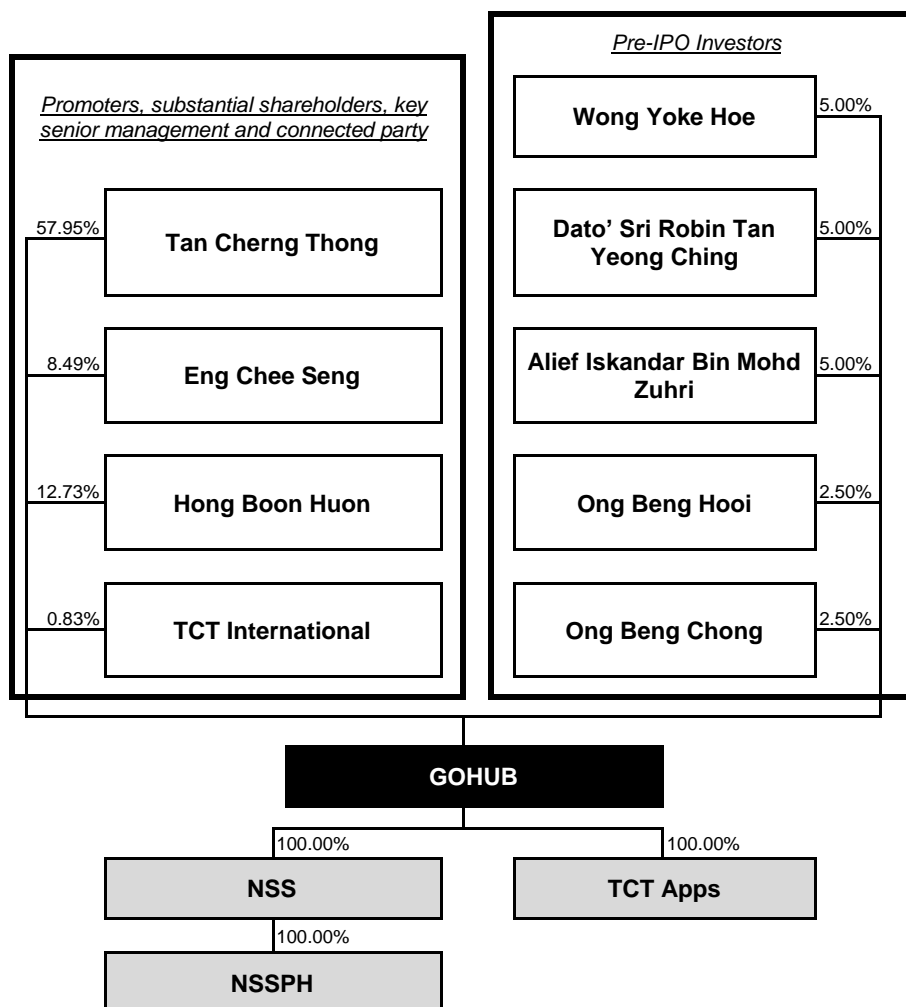
5. INFORMATION ON OUR GROUP (cont'd)

5.4 Our Group structure

Before the Pre-IPO Restructuring and Transactions

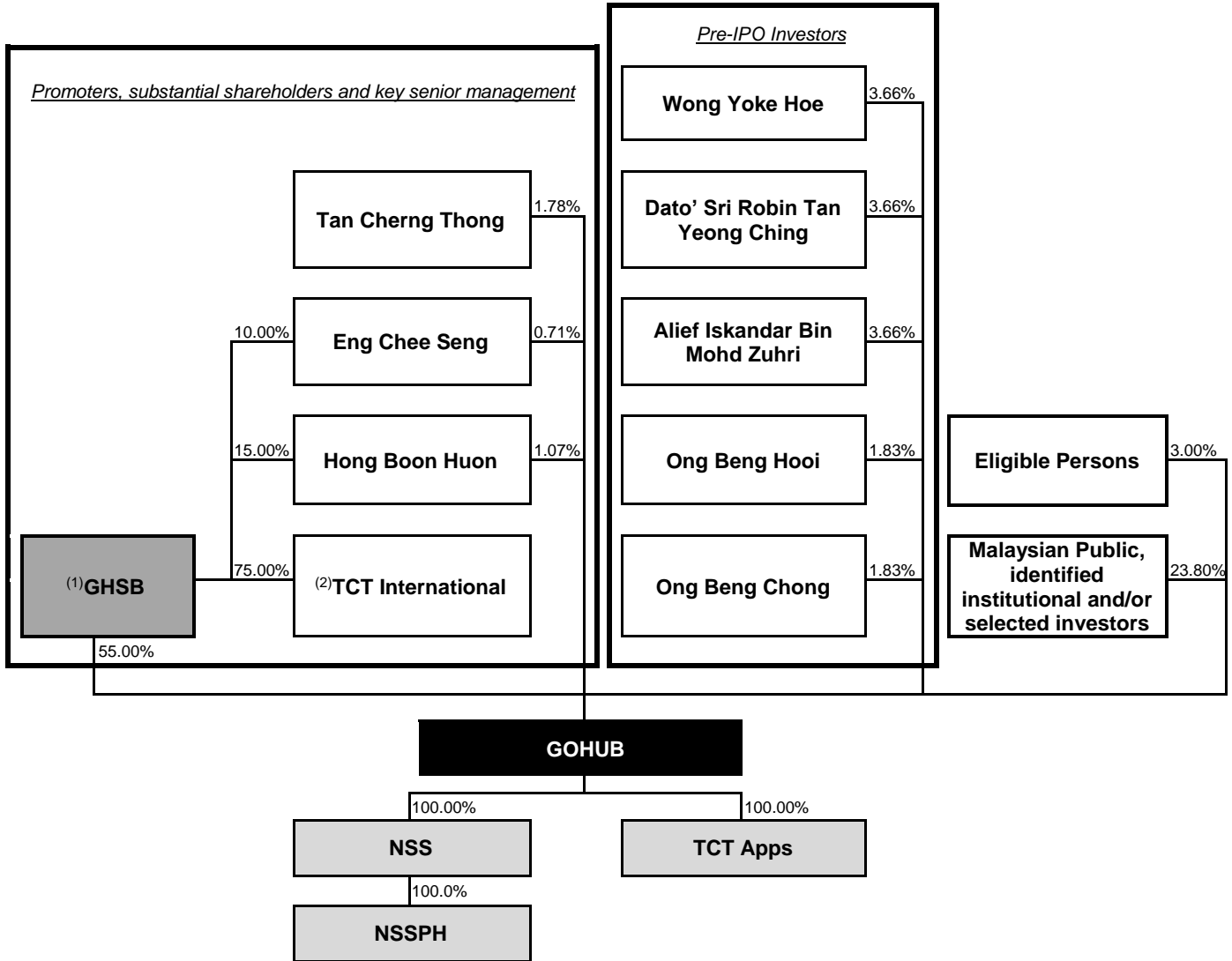


After the Pre-IPO Restructuring and Transactions and as at the LPD



5. INFORMATION ON OUR GROUP (cont'd)

After the IPO and Shares Transfer



Notes:-

- (1) During the Prescription Period, Tan Cheng Thong, Eng Chee Seng, Hong Boon Huon and TCT International will transfer a total of 220,000,000 Shares to GHSB (an investment holding company to consolidate and hold their equity interest in our Company). Please refer to **Section 8.1.3** of this Prospectus for further details of GHSB.
- (2) TCT International will own 75.00% equity interest in GHSB, which in turn, holds 55% of the equity interest of our Company after the IPO and Shares Transfer. The shareholders of TCT International as at the LPD are Tan Cheng Thong (66.67%) and Lee Li Yee (33.33%). The shareholders and their respective shareholdings in TCT International will remain the same after the IPO and Shares Transfer. Please refer to **Section 8.1.3** of this Prospectus for further details of TCT International.

5. INFORMATION ON OUR GROUP (cont'd)**5.5 Our subsidiaries**

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

Name/ Registration No.	Date/ Place of incorporation	Principal place of business	Issued share capital (RM)	Effective equity interest (%)	Principal activities
Held by GOHUB					
NSS 201101036416 (964550-P)	17-10-2011 (Malaysia)	Malaysia	1,000,000	100.00	Provision of IT solutions and related services
TCT Apps 201601034817 (1205758-D)	18-10-2016 (Malaysia)	Malaysia	1,000,000	100.00	Provision of software publishing for business and other applications and related services
Held by NSS					
NSSPH 201801002993 (1265006-D)	19-01-2018 (Malaysia)	Malaysia	100	100.00	Provision of IT solutions and related services

(i) Information on NSS

NSS was incorporated on 17 October 2011 in Malaysia under the Companies Act, 1965 and deemed registered under the Act as a private limited company under its present name. The principal place of business of NSS is at 08-01-01 & 08-05-01, Corporate Park, Star Central, Lingkaran Cyber Point Timur, Cyber 12, 63000 Cyberjaya, Selangor Darul Ehsan.

Since its incorporation, NSS was principally involved as an IT hardware provider to small and medium businesses. It subsequently transitioned into the provision of enterprise IT solutions in 2013 when it developed its MyBus Ticketing System. Please refer to **Section 6.1.2** of this Prospectus for further details of NSS' key milestones throughout the years.

The issued share capital of NSS is RM1,000,000 comprising 1,000,000 ordinary shares as at the LPD. There has been no change in the issued share capital of NSS for the past 3 years preceding the LPD. NSS is our wholly-owned subsidiary.

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5. INFORMATION ON OUR GROUP (cont'd)

Since incorporation of NSS on 17 October 2011, NSS has undergone a series of shareholding restructuring up to the LPD, details of which are as follows:-

Nature of restructuring / issuance	Date of allotment / transfer	Transferor	Transferee / Allottee	No. of shares allotted / transferred by transferor	Cash consideration (RM)	Eventual no. of shares held by transferee / allottee	%
Since incorporation of NSS up to the entry of our Promoter, substantial shareholder and Executive Director / CEO, Tan Cherng Thong as the major shareholder of NSS on 17 August 2015							
Transfer ⁽¹⁾	23 September 2013	Noor Rashid Bin Omar	Mohd Aidy Hisyam Bin Abdullah	5	5	5	50.0
		-	Syahrul Asri Bin Omar	-	-	5	50.0
			Total	5	5	10	100.0
Allotment ⁽¹⁾	4 October 2013	-	Mohd Aidy Hisyam Bin Abdullah	45	45	50	50.0
		-	Syahrul Asri Bin Omar	45	45	50	50.0
			Total	90	90	100	100.0
Allotment ⁽¹⁾	7 February 2014 & 30 May 2014	-	Mohd Aidy Hisyam Bin Abdullah	99,950	*99,950	100,000	50.0
		-	Syahrul Asri Bin Omar	99,950	*99,950	100,000	50.0
			Total	199,900	199,900	200,000	100.0
Transfer ⁽¹⁾	8 September 2014	Mohd Aidy Hisyam Bin Abdullah	Ahmad Suhaimi Bin Mohamad	10,000	10,000	10,000	5.0
		Mohd Aidy Hisyam Bin Abdullah	Sebtuiah Binti Abang Jais	10,000	10,000	10,000	5.0
		-	Mohd Aidy Hisyam Bin Abdullah	-	-	80,000	40.0
		-	Syahrul Asri Bin Omar	-	-	100,000	50.0
			Total	20,000	20,000	200,000	100.0
Entry of our Promoter, substantial shareholder and Executive Director / CEO, Tan Cherng Thong as the major shareholder of NSS							
Transfer ⁽²⁾	17 August 2015	Syahrul Asri Bin Omar	Noor Rashid Bin Omar	20,000	20,000	20,000	10.0
		Syahrul Asri Bin Omar	Tan Cherng Thong	80,000	80,000	80,000	40.0
		-	Ahmad Suhaimi Bin Mohamad	-	-	10,000	5.0
		-	Sebtuiah Binti Abang Jais	-	-	10,000	5.0
		-	Mohd Aidy Hisyam Bin Abdullah	-	-	80,000	40.0
	Total	100,000	100,000	200,000	100.0		

5. INFORMATION ON OUR GROUP (cont'd)

Nature of restructuring / issuance	Date of allotment / transfer	Transferor	Transferee / Allottee	No. of shares allotted / transferred by transferor	Cash consideration (RM)	Eventual no. of shares held by transferee / allottee	%
Transfer ⁽²⁾	18 March 2016	Noor Rashid Bin Omar	Sing Chee Yeong	10,000	10,000	10,000	5.0
		-	Noor Rashid Bin Omar	-	-	10,000	5.0
		-	Tan Cherng Thong	-	-	80,000	40.0
		-	Ahmad Suhaimi Bin Mohamad	-	-	10,000	5.0
		-	Sebtuiah Binti Abang Jais	-	-	10,000	5.0
		-	Mohd Aidy Hisyam Bin Abdullah	-	-	80,000	40.0
		Total			10,000	10,000	200,000
Transfer ⁽²⁾	1 November 2016	Ahmad Suhaimi Bin Mohamad	Azmi Bin Mohd Ali	10,000	10,000	10,000	5.0
		-	Sing Chee Yeong	-	-	10,000	5.0
		-	Noor Rashid Bin Omar	-	-	10,000	5.0
		-	Tan Cherng Thong	-	-	80,000	40.0
		-	Sebtuiah Binti Abang Jais	-	-	10,000	5.0
		-	Mohd Aidy Hisyam Bin Abdullah	-	-	80,000	40.0
		Total			10,000	10,000	200,000
Transfer ⁽²⁾	18 December 2017	Tan Cherng Thong	Hong Boon Huon	20,000	20,000	20,000	10.0
		Tan Cherng Thong	Eng Chee Seng	10,000	10,000	10,000	5.0
		-	Azmi Bin Mohd Ali	-	-	10,000	5.0
		-	Sing Chee Yeong	-	-	10,000	5.0
		-	Noor Rashid Bin Omar	-	-	10,000	5.0
		-	Tan Cherng Thong	-	-	50,000	25.0
		-	Sebtuiah Binti Abang Jais	-	-	10,000	5.0
		-	Mohd Aidy Hisyam Bin Abdullah	-	-	80,000	40.0
Total			30,000	30,000	200,000	100.0	

5. INFORMATION ON OUR GROUP (cont'd)

Nature of restructuring / issuance	Date of allotment / transfer	Transferor	Transferee / Allottee	No. of shares allotted / transferred by transferor	Cash consideration (RM)	Eventual no. of shares held by transferee / allottee	%
Transfer ⁽²⁾	20 March 2019	Eng Chee Seng	Tan Cherng Thong	10,000	10,000	60,000	30.0
		-	Hong Boon Huon	-	-	20,000	10.0
		-	Azmi Bin Mohd Ali	-	-	10,000	5.0
		-	Sing Chee Yeong	-	-	10,000	5.0
		-	Noor Rashid Bin Omar	-	-	10,000	5.0
		-	Sebtuiah Binti Abang Jais	-	-	10,000	5.0
		-	Mohd Aidy Hisyam Bin Abdullah	-	-	80,000	40.0
		Total			10,000	10,000	200,000
Allotment ⁽²⁾	7 November 2019	-	Tan Cherng Thong	240,000	240,000	300,000	30.0
		-	Hong Boon Huon	80,000	80,000	100,000	10.0
		-	Azmi Bin Mohd Ali	40,000	40,000	50,000	5.0
		-	Sing Chee Yeong	40,000	40,000	50,000	5.0
		-	Noor Rashid Bin Omar	40,000	40,000	50,000	5.0
		-	Sebtuiah Binti Abang Jais	40,000	40,000	50,000	5.0
		-	Mohd Aidy Hisyam Bin Abdullah	320,000	320,000	400,000	40.0
		Total			800,000	800,000	1,000,000
Our Promoter, substantial shareholder and Executive Director / CEO, Tan Cherng Thong became the controlling shareholder of NSS and up to the Acquisition of NSS							
Transfer ⁽³⁾	31 December 2020	Mohd Aidy Hisyam Bin Abdullah	Tan Cherng Thong	300,000	300,000	600,000	60.0
		Mohd Aidy Hisyam Bin Abdullah	Eng Chee Seng	50,000	50,000	50,000	5.0
		-	Hong Boon Huon	-	-	100,000	10.0
		-	Azmi Bin Mohd Ali	-	-	50,000	5.0
		-	Sing Chee Yeong	-	-	50,000	5.0
		-	Noor Rashid Bin Omar	-	-	50,000	5.0
		-	Sebtuiah Binti Abang Jais	-	-	50,000	5.0
		-	Mohd Aidy Hisyam Bin Abdullah	-	-	50,000	5.0
Total			350,000	350,000	1,000,000	100.0	

5. INFORMATION ON OUR GROUP (cont'd)

Nature of restructuring / issuance	Date of allotment / transfer	Transferor	Transferee / Allottee	No. of shares allotted / transferred by transferor	Cash consideration (RM)	Eventual no. of shares held by transferee / allottee	%
Transfer ⁽³⁾	14 November 2022	Sing Chee Yeong	Eng Chee Seng	21,756	286,154	84,103	8.4
		Azmi Bin Mohd Ali	Eng Chee Seng	12,347	162,401		
		Sing Chee Yeong	Hong Boon Huon	28,244	371,488	128,244	12.8
		Azmi Bin Mohd Ali	Tan Cherng Thong	37,653	495,240	787,653	78.8
		Noor Rashid Bin Omar	Tan Cherng Thong	50,000	657,642		
		Sebtuah Binti Abang Jais	Tan Cherng Thong	50,000	657,642		
		Mohd Aidy Hisyam Bin Abdullah	Tan Cherng Thong	50,000	657,642		
		Total			250,000	3,288,209	1,000,000
Transfer ⁽⁴⁾	30 November 2022	Tan Cherng Thong	Wong Yoke Hoe	50,597	665,492	50,597	5.1
		-	Eng Chee Seng	-	-	84,103	8.4
		-	Hong Boon Huon	-	-	128,244	12.8
		-	Tan Cherng Thong	-	-	737,056	73.7
		Total			50,597	665,492	1,000,000
Transfer	21 December 2022	Wong Yoke Hoe	GOHUB	50,597	665,492	50,597	5.1
		Eng Chee Seng	GOHUB	84,103	1,106,197	84,103	8.4
		Hong Boon Huon	GOHUB	128,244	1,686,772	128,244	12.8
		Tan Cherng Thong	GOHUB	737,056	9,694,375	737,056	73.7
		Total			1,000,000	⁽⁵⁾ 13,152,836	1,000,000

Notes:-

* These shares were allotted for a consideration other than cash in satisfaction of the amounts owing to the directors.

(1) Noor Rashid Bin Omar, an employee of TCT International at that point in time, and Syahrul Asri Bin Omar had incorporated NSS on 17 October 2011 to venture into the business of IT hardware provider to small and medium size businesses. NSS subsequently underwent a series of shareholding restructuring, which includes the following:-

(a) the exit of Noor Rashid Bin Omar as a shareholder of NSS due to financial reasons and the entry of Mohd Aidy Hisyam Bin Abdullah as a new shareholder of NSS to spearhead the business; and

(b) the subsequent entry of new business partners with the aim to grow the IT business of NSS.

NSS recorded a revenue of RM0.01 million, RM0.07 million and RM1.17 million in the FYE 2012, FYE 2013 and FYE 2014 respectively.

5. INFORMATION ON OUR GROUP (cont'd)

- (2) *Mohd Aidy Hisyam Bin Abdullah subsequently negotiated with Noor Rashid Bin Omar and our Promoter, substantial shareholder and Executive Director / CEO, Tan Cherng Thong to be business partners and major shareholders of NSS with the aim to grow its business by leveraging on the business acumen and contacts of Tan Cherng Thong, and technical expertise of Noor Rashid Bin Omar. The entry of these major shareholders was facilitated via the acquisition of Syahrul Asri Bin Omar's entire equity interest in NSS following his intention to exit the business due to personal reasons. NSS underwent a series of restructuring exercises from 18 March 2016 to 7 November 2019, which includes amongst others, the entry of our Promoters (namely, Hong Boon Huon and Eng Chee Seng), and our key senior management (namely, Sing Chee Yeong) as the existing shareholders of NSS intends to leverage on the business acumen and technical expertise of the new shareholders with the aim to grow the IT business of NSS.*

NSS recorded a revenue of RM1.63 million and RM5.17 million in the FYE 2015 and FYE 2016 respectively.

- (3) *Due to financial reasons (including taking into consideration, amongst others, the financial commitments required to further expand the business and his personal financial obligations arising from the COVID-19 pandemic), Mohd Aidy Hisyam Bin Abdullah had, on 31 December 2020, substantially disposed his equity interest in NSS to the other business partners, Tan Cherng Thong and Eng Chee Seng with the aim to only hold 5% equity interest in NSS following the completion of the said partial disposal of his shares in NSS. The disposal of his substantial equity interest in NSS to Tan Cherng Thong (i.e. 300,000 ordinary shares in NSS) also takes into consideration, his intention for our Promoter, substantial shareholder and Executive Director / CEO, Tan Cherng Thong to further expand the business of NSS and strengthen its footprint as a leading public land transportation IT solutions provider. As a result of the disposal, Tan Cherng Thong became the controlling shareholder of NSS. In December 2020, after having obtained a controlling interest in NSS, Tan Cherng Thong proceeded to streamline and consolidate his businesses in TCT international into NSS, and ceased the business operations of TCT International.*

- (4) *NSS subsequently underwent a series of restructuring exercises from 14 November 2022 to 30 November 2022, which includes amongst others, the entry of a strategic partner, Wong Yoke Hoe with the intention to leverage on his business contacts.*

NSS recorded a revenue of RM18.97 million, RM20.31 million and RM26.55 million in the FYE 2020, FYE 2021 and FYE 2022 respectively.

- (5) *The Acquisition of NSS was fully satisfied through the issuance of 13,152,836 new Shares at RM1.00 each to the vendors of NSS, details of which are set out in **Section 5.3.1** of this Prospectus.*

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5. INFORMATION ON OUR GROUP (cont'd)

As at the LPD, NSS only has a wholly-owned subsidiary, NSSPH.

As at the LPD, NSS does not have any outstanding warrants, options, convertible securities and uncalled capital. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotments above.

(ii) Information on NSSPH

NSSPH was incorporated on 19 January 2018 in Malaysia under the Act as a private limited company under its present name. NSSPH is principally involved in the provision of IT solutions and related services. The principal place of business of NSSPH is at 08-05-01, Corporate Park, Star Central, Lingkaran Cyber Point Timur, Cyber 12, 63000 Cyberjaya, Selangor Darul Ehsan.

The issued share capital of NSSPH is RM100 comprising 100 ordinary shares as at the LPD. There has been no change in the issued share capital of NSSPH for the past 3 years preceding the LPD. NSSPH is a wholly-owned subsidiary of NSS.

As at the LPD, NSSPH does not have any subsidiaries or associates.

As at the LPD, NSSPH does not have any outstanding warrants, options, convertible securities and uncalled capital. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotments above.

(iii) Information on TCT Apps

TCT Apps was incorporated on 18 October 2016 in Malaysia under the Companies Act, 1965 and deemed registered under the Act as a private limited company under its present name. TCT Apps is principally involved in the provision of software publishing for business and other applications and related services. The principal place of business of TCT Apps is at 08-G-01 & 08-02-01, Corporate Park, Star Central, Lingkaran Cyber Point Timur, Cyber 12, 63000 Cyberjaya, Selangor Darul Ehsan.

The issued share capital of TCT Apps is RM1,000,000 comprising 1,000,000 ordinary shares as at the LPD. Save as disclosed below, there has been no change in the issued share capital of TCT Apps for the past 3 years preceding the LPD:-

Date of allotment	No. of shares allotted	Nature of transaction	Consideration	Cumulative issued share capital	
				RM	No. of shares
22 December 2020	750,000	Allotment of shares	Cash	1,000,000	1,000,000

TCT Apps is our wholly-owned subsidiary.

5. INFORMATION ON OUR GROUP (cont'd)

Since the incorporation of TCT Apps on 18 October 2016, TCT Apps has undergone a series of shareholding restructuring up to the LPD, details of which are as follows:-

Nature of restructuring / issuance	Date of allotment / transfer	Transferor	Transferee / Allottee	No. of shares allotted / transferred by transferor	Cash consideration (RM)	Eventual no. of shares held by transferee / allottee	%
Allotment	29 June 2018	-	Tan Cherng Thong	174,930	174,930	175,000	70.0
			Eng Chee Seng	74,970	74,970	75,000	30.0
			Total	249,900	249,900	250,000	100.0
Transfer	30 July 2020	Tan Cherng Thong	TCT International	175,000	175,000	175,000	70.0
		-	Eng Chee Seng	-	-	75,000	30.0
			Total	175,000	175,000	250,000	100.0
Allotment	22 December 2020	-	TCT International	675,000	675,000	850,000	85.0
		-	Eng Chee Seng	75,000	75,000	150,000	15.0
			Total	750,000	750,000	1,000,000	100.0
Transfer	31 December 2020	TCT International	Hong Boon Huon	50,000	1	50,000	5.0
		TCT International	Kam Shee Na	50,000	1	50,000	5.0
		TCT International	Wong Pau Tung	50,000	1	50,000	5.0
		-	TCT International	-	-	700,000	70.0
		-	Eng Chee Seng	-	-	150,000	15.0
			Total	150,000	3	1,000,000	100.0
Transfer	20 October 2022	Kam Shee Na	Tan Cherng Thong	50,000	7,850	50,000	5.0
		Wong Pau Tung	Tan Cherng Thong	50,000	7,850	50,000	5.0
		-	TCT International	-	-	700,000	70.0
		-	Eng Chee Seng	-	-	150,000	15.0
		-	Hong Boon Huon	-	-	50,000	5.0
			Total	100,000	15,700	1,000,000	100.0

5. INFORMATION ON OUR GROUP (cont'd)

Nature of restructuring / issuance	Date of allotment / transfer	Transferor	Transferee / Allottee	No. of shares allotted / transferred by transferor	Cash consideration (RM)	Eventual no. of shares held by transferee / allottee	%
Transfer	21 December 2022	Eng Chee Seng	GOHUB	150,000	23,551	150,000	15.0
		Hong Boon Huon	GOHUB	50,000	7,850	50,000	5.0
		Tan Cherng Thong	GOHUB	100,000	15,701	100,000	10.0
		TCT International	GOHUB	700,000	109,906	700,000	70.0
		Total		1,000,000	(1)157,008	1,000,000	100.0

Note:-

(1) *The Acquisition of TCT Apps was fully satisfied through the issuance of 157,008 new Shares at RM1.00 each to the vendors of TCT Apps, details of which are set out in Section 5.3.2 of this Prospectus.*

As at the LPD, TCT Apps does not have any subsidiaries or associates.

As at the LPD, TCT Apps does not have any outstanding warrants, options, convertible securities and uncalled capital. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotments above.

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5. INFORMATION ON OUR GROUP (cont'd)

5.6 Public take-overs

From the beginning of the FYE 2022 up to the LPD, there were no:-

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

5.7 Material investments and material divestitures

(i) Material investments

There have not been any material investments undertaken by our Group for the financial years under review.

As at the LPD, we do not have any material investments in progress, within or outside Malaysia.

(ii) Material divestitures

There have not been any material divestitures undertaken by our Group for the financial years under review.

As at the LPD, we do not have any material divestitures in progress, within or outside Malaysia.

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