

6. INFORMATION ON OUR GROUP

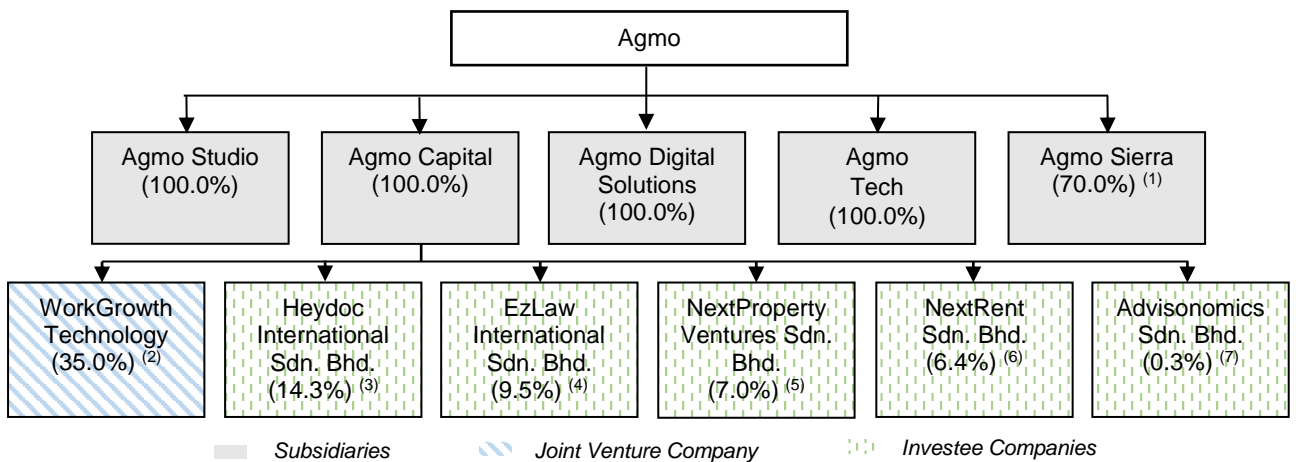
6.1 OUR COMPANY

Our Company was incorporated in Malaysia under the Companies Act 1965 as a private limited company on 5 January 2017 and is deemed registered under the Act, under the name of Agmo Holdings Sdn. Bhd. We subsequently converted to a public limited company on 30 December 2021 and assumed our present name of Agmo Holdings Berhad to facilitate our Listing.

Our principal activity is in investment holding while the principal activities of our Subsidiaries, Joint Venture Company and Investee Companies are disclosed in Section 6.4 of this Prospectus.

6.2 OUR GROUP

As at the LPD, the structure of our Group and Investee Companies are as follows:



Notes:

- (1) Remaining ordinary shares are held by Tang Tung Ai (15.0%) and Fong Huang Yee (15.0%), who are our employees but are not related to our Directors and Promoters. The equity participation of Tang Tung Ai and Fong Huang Yee is an opportunity for our Group to tap on their technical strength and experience in Java programming language, which strategically complements our Group's expertise and thus enhancing our suite of digital solutions available to our corporate clients.
- (2) Remaining ordinary shares are held by LKC Advance Technology Sdn. Bhd., a company principally involved in other information technology service activities, business and other applications. LKC Advance Technology Sdn. Bhd. is wholly-owned by Lee Kah Chye & Sons Sdn. Bhd., an investment holding company. The ordinary shares of Lee Kah Chye & Sons Sdn. Bhd. are held by Lee Kah Chye (99.0%) and Lee Say Chuan (1.0%), who are not related to our Directors and Promoters.
- (3) Remaining ordinary shares are held by Choy Wai Mun (71.4%), Lee Choon Keat (9.4%) and Lee Zhi Yong (5.0%), who are not related to our Directors and Promoters.
- (4) Remaining ordinary shares are held by June Low Ee Lyn (89.1%), Cheng Kah Hoo (1.4%) and Low Kang Wen (<0.1%) (being our Non-Independent Executive Director and Chief Operating Officer). June Low Ee Lyn is the sister of Dato' Low Hann Yong (being our Non-Independent Non-Executive Chairman). The remaining shareholder, Cheng Kah Hoo, is not related to our Directors and Promoters.
- (5) Remaining ordinary shares are held by Pee See Tat (83.0%) and Chan Pik Zen (10.0%), who are not related to our Directors and Promoters.

6. INFORMATION ON OUR GROUP (CONT'D)

- (6) Remaining ordinary shares are held by Pee See Tat (78.4%), Chan Pik Zen (8.3%), Yong Sze Qin (4.9%) and Dickson Lee Yee Lun (2.0%), who are not related to our Directors and Promoters.
- (7) Remaining ordinary shares are held by R. Raevendren A/L S. Ramachandran (69.5%), Asgari bin Mohd Fuad Stephens (29.9%) and Sharman A/L Arumugam (0.2%), who are not related to our Directors and Promoters.

6.3 SHARE CAPITAL

As at the [LPD], our issued share capital is RM4,000,000.00 comprising 240,000,000 Shares.

Details of the changes in the issued share capital of our Company since its incorporation up to the LPD are as follows:

Date of allotment	No. of Shares allotted	Consideration	Cumulative issued share capital (RM)	Cumulative no. of Shares
5 January 2017	2	Cash	0.02	2
4 July 2017	399,999,998	⁽¹⁾ Otherwise	4,000,000.00	400,000,000
[•]	-	-	4,000,000.00	⁽²⁾ 240,000,000

Notes:

- (1) Being the consideration paid by our Company to Tan Aik Keong, Low Kang Wen, Tham Chin Seng, Jason Chan Ling Khee, Koomerang Ventures Inc. Sdn. Bhd. and MY E.G. Capital Sdn. Bhd. for the acquisition of 350,000 ordinary shares in Agmo Studio which represents 100.0% equity interest in Agmo Studio, details of which are set out in the table below:

Vendors	Ordinary shares owned by the vendors in Agmo Studio which were sold to our Company ("Sale Shares")	Consideration paid by our Company to the respective vendors in respect of the acquisition of the Sale Shares ^(a)
Tan Aik Keong	133,000	151,999,999 Shares
Low Kang Wen	49,000	55,999,999 Shares
Tham Chin Seng	45,500	52,000,000 Shares
Jason Chan Ling Khee	24,500	28,000,000 Shares
Koomerang Ventures Inc. Sdn. Bhd.	10,500	12,000,000 Shares
MY E.G. Capital Sdn. Bhd.	87,500	100,000,000 Shares
Total	350,000	399,999,998 Shares

- (a) The acquisition of ordinary shares in Agmo Studio was satisfied by way of otherwise than cash via the issuance of 399,999,998 Shares at an issue price of RM0.01 per Share for total consideration of RM3,999,999.98.

For information purposes, the Shares held by Koomerang Ventures Inc. Sdn. Bhd. were subsequently transferred to Vierge Capital Sdn. Bhd. on 29 September 2021 for restructuring purposes. Please refer to Section 6.5.2 of this Prospectus for information on shareholders of Vierge Capital Sdn. Bhd. and MY E.G. Capital Sdn. Bhd.

- (2) Pursuant to the Share Consolidation.

Upon completion of our Public Issue, our issued share capital will increase to RM[•] comprising 325,000,000 Shares.

6. INFORMATION ON OUR GROUP (CONT'D)

As at the LPD, we do not have any outstanding warrants, options, convertible securities and 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 allotments as tabulated above.

As at the LPD, we are not involved in any winding-up, receivership or similar proceedings.

6.4 DETAILS OF OUR SUBSIDIARIES, JOINT VENTURE COMPANY AND INVESTEE COMPANIES

As at the LPD, the details of our Subsidiaries, Joint Venture Company and Investee Companies are as follows:

Name and registration no.	Date / Place of incorporation	Principal place of business	Effective equity interest (%)	Principal activities
Subsidiaries				
Agmo Studio 201201001183 (974707-M)	11 January 2012 / Malaysia	Malaysia	100.0	Providing computer and mobile software application and services related to information technology
Agmo Capital 201701000547 (1214697-U)	5 January 2017 / Malaysia	Malaysia	100.0	Investment holding company holding shares in 6 companies ⁽¹⁾ to ⁽⁶⁾
Agmo Digital Solutions 202001011508 (1367828-P)	18 May 2020 / Malaysia	Malaysia	100.0	Software development, provision of information technology related services ⁽⁷⁾ and the intended reselling of third-party software
Agmo Tech 202001027870 (1384190-D)	14 September 2020 / Malaysia	Malaysia	100.0	Software development, provision of information technology related services ⁽⁸⁾ and the intended reselling of third-party software
Agmo Sierra 202101001353 (1401651-V)	12 January 2021 / Malaysia	Malaysia	70.0	Investment holding company currently not holding shares in any company, computer consultancy and provision of information technology related services
Joint Venture Company				
WorkGrowth Technology 202101008613 (1408912-A)	10 March 2021 / Malaysia	Malaysia	⁽¹⁾ 35.0	Business and other applications, other information technology service activities
Investee Companies				
Heydoc International Sdn. Bhd. 201501015897 (1141230-T)	21 April 2015 / Malaysia	Malaysia	⁽²⁾ 14.3	Mobile application for healthcare consultation service

6. INFORMATION ON OUR GROUP (CONT'D)

Name and registration no.	Date / Place of incorporation	Principal place of business	Effective equity interest (%)	Principal activities
EzLaw International Sdn. Bhd. 201601037838 (1208779-X)	11 November 2016 / Malaysia	Malaysia	⁽³⁾ 9.5	Business on website, software, mobile applications, tools, database, dictionary to provide information and guidance in the law and legal industry, online solutions and generally to carry on any or all business pertaining to or connected therewith
NextProperty Ventures Sdn. Bhd. 201501008616 (1133951-M)	5 March 2015 / Malaysia	Malaysia	⁽⁴⁾ 7.0	Engaged in development and operation of property portals and mobile applications and provide the related advertising services
NextRent Sdn. Bhd. 201701029578 (1243747-V)	18 August 2017 / Malaysia	Malaysia	⁽⁵⁾ 6.4	Advertising and an investment holding company that is currently not holding shares in any company
Advisonomics Sdn. Bhd. 201901041580 (1350910-W)	18 November 2019 / Malaysia	Malaysia	⁽⁶⁾ 0.3	Financial consultancy services

Notes:

- (1) *Tan Aik Keong, our Non-Independent Executive Director and Chief Executive Officer, is a director of WorkGrowth Technology via his appointment by Agmo Capital as its board representation on the board of directors of WorkGrowth Technology. The joint venture with WorkGrowth Technology is in accordance with the development of a mobile application called WorkGrowth HRMS whereby Agmo and Agmo Capital agree to provide services through Agmo's wholly-owned subsidiary, Agmo Studio, in relation to technical design, development, testing, server hosting and maintenance support for WorkGrowth HRMS solution and the cost has been partially settled via the issuance of ordinary shares in WorkGrowth Technology. Whereas, the roles and responsibilities of LKC Advance Technology Sdn. Bhd. is in relation to marketing and commercialisation of WorkGrowth HRMS solution, project implementation and rollout to subscribed customers and providing first tier maintenance support (i.e. receiving, managing, identifying and troubleshooting complaints of primary issues) to subscribed customers. The rationale of our investment in this company is to gain access into the logistics and human resource management industry and build on Agmo's industry and domain knowledge, technical and development experience by leveraging on the experience, industry contacts and industry knowledge of the other shareholder which is involved in the logistics industry in the northern region of Malaysia. The investment in WorkGrowth Technology does not give rise to any potential conflict of interest situation and any restriction against Agmo in conducting business with other customers. The mode of consideration for this investment in WorkGrowth Technology was satisfied by way of both cash and otherwise than cash via the capitalisation of the development fee in respect of the WorkGrowth HRMS mobile application developed for WorkGrowth Technology.*

For information purposes, our Group has a profit-sharing arrangement with WorkGrowth Technology for the maintenance of the WorkGrowth HRMS mobile application.

6. INFORMATION ON OUR GROUP (CONT'D)

- (2) *Tan Aik Keong, our Non-Independent Executive Director and Chief Executive Officer, is a director of Heydoc International Sdn. Bhd. via his appointment by Agmo Capital as its board representation on the board of directors of Heydoc International Sdn. Bhd. The investment in Heydoc International Sdn. Bhd. is pursuant to the development of a mobile application called DOC2US. The rationale of our investment in this company is to gain access into the healthcare industry and build Agmo's industry and domain knowledge, technical and development experience by leveraging on the vision, industry and domain knowledge of the founders, the management team and other shareholders of the start-up company. Our effective equity interest is minimal as we do not seek to participate in the day-to-day operations or influence the business direction of this company. The investment in Heydoc International Sdn. Bhd. does not give rise to any potential conflict of interest situation and any restriction against Agmo in conducting business with other customers. The mode of consideration for this investment in Heydoc International Sdn. Bhd. was satisfied by way of otherwise than cash via the capitalisation of the development fee in respect of the DOC2US mobile application developed for Heydoc International Sdn. Bhd.*
- (3) *Low Kang Wen, our Non-Independent Executive Director and Chief Operating Officer, is a director of EzLaw International Sdn. Bhd. via his appointment by Agmo Capital as its board representation on the board of directors of EzLaw International Sdn. Bhd. The investment in EzLaw International Sdn. Bhd. is pursuant to the development of a mobile application called EasyLaw. The rationale of our investment in this company is to gain access into the legal industry and build Agmo's industry and domain knowledge, technical and development experience by leveraging on the vision and energy of the founder and the management team of the start-up company. Our effective equity interest is minimal as we do not seek to participate in the day-to-day operations or influence the business direction of this company. The investment in EzLaw International Sdn. Bhd. does not give rise to any potential conflict of interest situation and any restriction against Agmo in conducting business with other customers. The mode of consideration for this investment in EzLaw International Sdn. Bhd. was satisfied by way of otherwise than cash via the capitalisation of the development fee in respect of the EasyLaw mobile application developed for EzLaw International Sdn. Bhd.*
- (4) *The investment in NextProperty Ventures Sdn. Bhd. is pursuant to the development of a mobile application called NextProperty. The rationale of our investment in this company is to gain access into the property industry and build on Agmo's industry and domain knowledge, technical and development experience by leveraging on the vision and energy of the founder and the management team of the start-up company. Our effective equity interest is minimal as we do not seek to participate in the day-to-day operations or influence the business direction of this company. The investment in NextProperty Ventures Sdn. Bhd. does not give rise to any potential conflict of interest situation and any restriction against Agmo in conducting business with other customers. The mode of consideration for this investment in NextProperty Ventures Sdn. Bhd. was satisfied by way of otherwise than cash via the capitalisation of the development fee in respect of the NextProperty mobile application developed for NextProperty Ventures Sdn. Bhd.*
- (5) *The investment in NextRent Sdn. Bhd. is pursuant to an offer by the major shareholder of NextRent Sdn. Bhd., namely Pee See Tat, to take up a stake in NextRent Sdn. Bhd. and to invest in NextRent Sdn. Bhd. for a nominal consideration of RM1.00 as our Group has been providing valuable technological insights and expertise to NextProperty Ventures Sdn. Bhd. as well as the appointment of Agmo as a technical partner to NextRent Sdn. Bhd. on a non-exclusive basis. The rationale of our investment in this company is to gain access into the property rental industry and build on Agmo's industry and domain knowledge, technical and development experience by leveraging on the vision and energy of the founder and the management team of the start-up company. Our effective equity interest is minimal as we do not seek to participate in the day-to-day operations or influence the business direction of this company. We will provide mobile application development service to the company in the future with a fee to be mutually agreed between the parties on an arm's length basis. The investment in NextRent Sdn. Bhd. does not give rise to any potential conflict of interest situation and any restriction against Agmo in conducting business with other customers. The mode of consideration for this investment in NextRent Sdn. Bhd. was satisfied by a total nominal consideration of RM1.00.*

For information purposes, the major shareholder of both NextRent Sdn. Bhd and NextProperty Ventures Sdn. Bhd. is Pee See Tat, who is not related to our Directors and Promoters.

6. INFORMATION ON OUR GROUP (CONT'D)

- (6) *The investment in Advisonomics Sdn. Bhd. is pursuant to the appointment of Agmo as a technology advisor to the company on a non-exclusive basis. In addition, Agmo was also engaged by Advisonomics Sdn. Bhd. for the development of a mobile application called Advisonomics which is payable in cash. The rationale of our investment in this company is to gain access into the financial services industry and build Agmo's industry and domain knowledge, technical and development experience by leveraging on the experience, industry contacts and industry knowledge of the other shareholders. Our effective equity interest is minimal as we do not seek to participate in the day-to-day operations or influence the business direction of this company. As a technical advisor to the company, we assist the company to choose the best technology approach with a balance of cost efficiency and to advise the company when there is technical decision to be made. We will serve as Advisonomics Sdn. Bhd.'s technology advisor for 3 consecutive years commencing from 30 August 2021, at a consideration of RM200,000.00. Please refer to Section 14.5(vi) of this Prospectus for further information. The investment in Advisonomics Sdn. Bhd. does not give rise to any potential conflict of interest situation and any restriction against Agmo in conducting business with other customers. The mode of consideration for this investment in Advisonomics Sdn. Bhd. was satisfied by way of otherwise than cash via the capitalisation of the service fee as the technology advisor payable by Advisonomics Sdn. Bhd.*

For information purposes, our Group has an arrangement with Advisonomics Sdn. Bhd. (with a validity period of 3 years commencing from 30 August 2021 unless otherwise terminated) for the enhancement of the Advisonomics mobile application whereby settlement for the services provided can be by way of cash or revenue / profit sharing. Our Group has the sole discretion to determine the method of settlement.

- (7) *In general, Agmo Digital Solutions provides ready-made digital solutions to corporates and small and medium enterprises. For information purposes, ready-made digital solutions refer to the digital platforms built by our Group and offered as a service to customers on a usage basis. Further details of the digital platforms are set out in Section 7.3.2 of this Prospectus.*
- (8) *In general, Agmo Tech uses new technologies such as blockchain and extended reality to assist corporate and small and medium enterprises in their digital transformation with customised digital solutions.*

Please refer to Section 6.5.2 of this Prospectus for information on the remaining shareholders of our non-wholly owned subsidiary, Joint Venture and Investee Companies.

Our Group chose to invest in business models that have promising prospects (i.e. in terms of the size of their respective markets, background of the founder and management team and probability of technological adoption into their existing business activities) and in turn contribute to the Group's technological capabilities and knowledge to develop first mover advantage and / or network ecosystem advantages. Having a first mover advantage allows opportunities for attracting large customer or user base, which in return is expected to reap economies of scale for our operations. Meanwhile, as the Investee Companies grow in terms of services or size of user or customer base, they create a network ecosystem whereby their ability to retain and ensure repeated customers are enhanced due to the products or services available. As such, our future plans in relation to our Investee Companies are as follows:

- (i) To remain entrenched as our Investee Companies' preferred mobile technology partner. Although our engagements with the Investee Companies are on non-exclusive basis, the depth of our technology services and expertise rendered over time is aimed to keep our Group entrenched as the preferred mobile technology partner of the Investee Companies.
- (ii) To assist in growing the business of our Investee Companies by providing solutions to issues from a technological perspective and by sharing our experience across various industries, where applicable.
- (iii) To gain access to potential customers via our work for the Investee Companies or from recommendations as the Investee Companies grow larger in each of their respective industries.

6. INFORMATION ON OUR GROUP (CONT'D)

For information purposes, our Group intends to invest in other potential companies for similar reasons disclosed above and based on but not limited to the following parameters:

- (i) Opportunities to collaborate with founders of companies that require solutions which can be addressed by digitalisation that enables economies of scale to be reaped.
- (ii) The prospect of the industry which the potential investee company is in would allow the investee company to grow.
- (iii) The ability of the potential investee company in disrupting the existing method or process of conducting business traditionally.

In addition, the mode of consideration for any future investments to be made by our Group will depend on the opportunities available and negotiations between our Group and the potential companies. At this juncture, our Group accepts settlement of consideration both by way of cash and otherwise than cash.

Please refer to Section 14.5 of this Prospectus for information on the material contracts entered into by our Group.

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6. INFORMATION ON OUR GROUP (CONT'D)

6.4.1 Our Subsidiaries and Joint Venture Company

(i) Agmo Studio

(a) Background and history

Agmo Studio was incorporated in Malaysia under the Companies Act 1965 as a private limited company on 11 January 2012 and is deemed registered under the Act, under the name of Agmo Studio Sdn. Bhd. Agmo Studio commenced its operations in June 2012.

(b) Principal place of business

Agmo Studio's principal place of business is located at our Group's headquarters located at Level 38, MYEG Tower, Empire City Damansara, Jalan PJU 8, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

(c) Principal activities and products / services

Agmo Studio is principally involved in the business of providing computer and mobile software application and services related to information technology.

(d) Share capital

As at the LPD, the issued share capital of Agmo Studio is RM350,000.00 comprising 350,000 ordinary shares.

The changes in Agmo Studio's issued share capital since incorporation are as follows:

<u>Date of allotment</u>	<u>No. of ordinary shares allotted</u>	<u>Cash consideration (RM)</u>	<u>Cumulative no. of shares</u>	<u>Cumulative share capital (RM)</u>
11 January 2012	2	2.00	2	2.00
18 June 2012	99,998	99,998.00	100,000	100,000.00
28 June 2012	100,000	100,000.00	200,000	200,000.00
28 December 2012	100,000	100,000.00	300,000	300,000.00
28 June 2013	50,000	50,000.00	350,000	350,000.00

(e) Shareholder

Agmo Studio became our wholly-owned subsidiary on 24 November 2017.

(f) Subsidiary, joint venture or associated company

As at the LPD, Agmo Studio does not have any subsidiary, joint venture or associated company.

6. INFORMATION ON OUR GROUP (CONT'D)**(ii) Agmo Capital****(a) Background and history**

Agmo Capital was incorporated in Malaysia under the Companies Act 1965 as a private limited company on 5 January 2017 and is deemed registered under the Act, under the name of Agmo Capital Sdn. Bhd. Agmo Capital commenced its operations in June 2017.

(b) Principal place of business

Agmo Capital's principal place of business is located at our Group's headquarters located at Level 38, MYEG Tower, Empire City Damansara, Jalan PJU 8, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

(c) Principal activities and products / services

Agmo Capital is principally involved in investment holding and is currently holding shares in one Joint Venture Company and 5 Investee Companies as set out in Section 6.4 of this Prospectus.

(d) Share capital

As at the LPD, the issued share capital of Agmo Capital is RM2.00 comprising 2 ordinary shares.

The changes in Agmo Capital's issued share capital since incorporation are as follows:

<u>Date of allotment</u>	<u>No. of ordinary shares allotted</u>	<u>Cash consideration (RM)</u>	<u>Cumulative no. of shares</u>	<u>Cumulative share capital (RM)</u>
5 January 2017	2	2.00	2	2.00

(e) Shareholder

As at the LPD, Agmo Capital is our wholly-owned subsidiary.

(f) Subsidiary, joint venture or associated company

As at the LPD, Agmo Capital does not have any subsidiary or associated company. Agmo Capital's joint venture company is WorkGrowth Technology and it holds 35.0% direct equity interest in WorkGrowth Technology.

6. INFORMATION ON OUR GROUP (CONT'D)**(iii) Agmo Digital Solutions****(a) Background and history**

Agmo Digital Solutions was incorporated in Malaysia under Act as a private limited company on 18 May 2020, under the name of Agmo Digital Solutions Sdn. Bhd. Agmo Digital Solutions commenced its operations in September 2020.

(b) Principal place of business

Agmo Digital Solutions' principal place of business is located at our Group's headquarters located at Level 38, MYEG Tower, Empire City Damansara, Jalan PJU 8, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

(c) Principal activities and products / services

Agmo Digital Solutions is principally involved in software development, provision of information technology related services and the intended reselling of third-party software. In general, Agmo Digital Solutions provides ready-made digital solutions (i.e. digital platforms built by our Group and offered as a service to customers on a usage basis) to corporates and small and medium enterprises. Further details of the digital platforms are set out in Section 7.3.2 of this Prospectus.

(d) Share capital

As at the LPD, the issued share capital of Agmo Digital Solutions is RM50,000.00 comprising 50,000 ordinary shares.

The changes in Agmo Digital Solutions' issued share capital since incorporation are as follows:

<u>Date of allotment</u>	<u>No. of ordinary shares allotted</u>	<u>Cash consideration (RM)</u>	<u>Cumulative no. of shares</u>	<u>Cumulative share capital (RM)</u>
18 May 2020	1,000	1,000.00	1,000	1,000.00
18 September 2020	49,000	49,000.00	50,000	50,000.00

(e) Shareholder

As at the LPD, Agmo Digital Solutions is our wholly-owned subsidiary.

(f) Subsidiary, joint venture or associated company

As at the LPD, Agmo Digital Solutions does not have any subsidiary, joint venture or associated company.

6. INFORMATION ON OUR GROUP (CONT'D)**(iv) Agmo Tech****(a) Background and history**

Agmo Tech was incorporated in Malaysia under the Act as a private limited company on 14 September 2020, under the name of Agmo Tech Sdn. Bhd. Agmo Tech commenced its operations in October 2020.

(b) Principal place of business

Agmo Tech's principal place of business is located at our Group's headquarters located at Level 38, MYEG Tower, Empire City Damansara, Jalan PJU 8, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

(c) Principal activities and products / services

Agmo Tech is principally involved in software development, provision of information technology related services and the intended reselling of third-party software. In general, Agmo Tech uses new technologies such as blockchain and extended reality to assist corporate and small and medium enterprises in their digital transformation with customised digital solutions.

(d) Share capital

As at the LPD, the issued share capital of Agmo Tech is RM250,000.00 comprising 24,901,000 ordinary shares.

The changes in Agmo Tech's issued share capital since incorporation are as follows:

<u>Date of allotment</u>	<u>No. of ordinary shares allotted</u>	<u>Cash consideration (RM)</u>	<u>Cumulative no. of shares</u>	<u>Cumulative share capital (RM)</u>
14 September 2020	1,000	1,000.00	1,000	1,000.00
11 January 2021	24,900,000	249,000.00	24,901,000	250,000.00

(e) Shareholder

As at the LPD, Agmo Tech is our wholly-owned subsidiary.

(f) Subsidiary, joint venture or associated company

As at the LPD, Agmo Tech does not have any subsidiary, joint venture or associated company.

6. INFORMATION ON OUR GROUP (CONT'D)**(v) Agmo Sierra****(a) Background and history**

Agmo Sierra was incorporated in Malaysia under the Act as a private limited company on 12 January 2021, under the name of Agmo Strongbyte Holdings Sdn. Bhd. and subsequently changed its name to Agmo Sierra Holdings Sdn. Bhd. on 6 September 2021. Agmo Sierra commenced its operations in August 2021.

(b) Principal place of business

Agmo Sierra's principal place of business is located at our Group's headquarters located at Level 38, MYEG Tower, Empire City Damansara, Jalan PJU 8, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

(c) Principal activities and products / services

Agmo Sierra is principally involved as an investment holding company but is currently not holding shares in any company, computer consultancy and provision of information technology related services.

(d) Share capital

As at the LPD, the issued share capital of Agmo Sierra is RM1,000.00 comprising 1,000 ordinary shares.

The changes in Agmo Sierra's issued share capital since incorporation are as follows:

<u>Date of allotment</u>	<u>No. of ordinary shares allotted</u>	<u>Cash consideration (RM)</u>	<u>Cumulative no. of shares</u>	<u>Cumulative share capital (RM)</u>
12 January 2021	1	1.00	1	1.00
28 October 2021	999	999.00	1,000	1,000.00

(e) Shareholder

As at the LPD, the shareholders of Agmo Sierra are as follows:

<u>Shareholder</u>	<u>Direct</u>		<u>Indirect</u>	
	<u>No. of shares</u>	<u>(%)</u>	<u>No. of shares</u>	<u>(%)</u>
Agmo	700	70.0	-	-
Tang Tung Ai	150	15.0	-	-
Fong Huang Yee	150	15.0	-	-

(f) Subsidiary, joint venture or associated company

As at the LPD, Agmo Sierra does not have any subsidiary, joint venture or associated company.

6. INFORMATION ON OUR GROUP (CONT'D)**(vi) WorkGrowth Technology****(a) Background and History**

WorkGrowth Technology was incorporated in Malaysia under the Act as a private limited company on 10 March 2021, under the name of WorkGrowth Technology Sdn. Bhd. WorkGrowth Technology commenced its operations in September 2021.

(b) Principal place of business

WorkGrowth Technology's principal place of business is located at Plot 23, Lorong Perusahaan 2A, Kulim Industri Estate, Kulim, Kedah Darul Aman, Malaysia.

(c) Principal activities and products / services

WorkGrowth Technology is principally involved in business and other applications and other information technology service activities.

(d) Share capital

As at the LPD, the issued share capital of WorkGrowth Technology is RM600,000.00 comprising 600,000 ordinary shares.

The changes in WorkGrowth Technology's issued share capital since incorporation are as follows:

<u>Date of allotment</u>	<u>No. of ordinary shares allotted</u>	<u>Cash consideration (RM)</u>	<u>Cumulative no. of shares</u>	<u>Cumulative share capital (RM)</u>
10 March 2021	100	100.00	100	100.00
9 August 2021	99,900	99,900.00	100,000	100,000.00
25 November 2021	500,000	500,000.00	600,000	600,000.00

(e) Shareholder

As at the LPD, the shareholders of WorkGrowth Technology are as follows:

<u>Shareholder</u>	<u>Direct</u>		<u>Indirect</u>	
	<u>No. of shares</u>	<u>(%)</u>	<u>No. of shares</u>	<u>(%)</u>
Agmo Capital	210,000	35.0	-	-
LKC Advance Technology Sdn. Bhd.	390,000	65.0	-	-
Agmo	-	-	(1) 210,000	35.0

Note:

(1) Deemed interested by virtue of its shareholdings in Agmo Capital pursuant to Section 8(4)(c) of the Act.

6. INFORMATION ON OUR GROUP (CONT'D)

(f) Subsidiary, joint venture or associated company

As at the LPD, WorkGrowth Technology does not have any subsidiary, joint venture or associated company.

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6. INFORMATION ON OUR GROUP (CONT'D)

6.5 LISTING SCHEME

6.5.1 Details of the Listing Scheme

In conjunction with and as an integral part of our listing of and quotation for our entire enlarged issued share capital on the ACE Market of Bursa Securities, our Company undertook a Listing Scheme which involved the following which are inter-conditional among each other:

(i) Share Consolidation

We undertook a share consolidation of 400,000,000 existing Shares into 240,000,000 Shares, on the basis of 5 existing Shares into 3 Shares. The purpose of the Share Consolidation is to rationalise the share capital of our Company by reducing the number of Agmo Shares issued in anticipation of our listing on the ACE Market of Bursa Securities. Our Promoters' and substantial shareholders' shareholdings in our Company after the Share Consolidation are as follows:

	Before Share Consolidation				After Share Consolidation				
	Direct		Indirect		Direct		Indirect		
	No. of Shares	(%)	No. of Shares	(%)	No. of Shares	(%)	No. of Shares	(%)	
<u>Promoters and substantial shareholders</u>									
Tan Aik Keong	105,230,770	26.3	⁽¹⁾ 40,000,000	10.0	63,138,462	26.3	⁽¹⁾ 24,000,000	10.0	
Low Kang Wen	38,769,230	9.7	⁽¹⁾ 40,000,000	10.0	23,261,538	9.7	⁽¹⁾ 24,000,000	10.0	
Tham Chin Seng	36,000,000	9.0	⁽¹⁾ 40,000,000	10.0	21,600,000	9.0	⁽¹⁾ 24,000,000	10.0	
Agmoian Sdn. Bhd.	40,000,000	10.0	-	-	24,000,000	10.0	-	-	
<u>Substantial shareholders</u>									
MY E.G. Capital Sdn. Bhd.	140,000,000	35.0	-	-	84,000,000	35.0	-	-	
Jason Chan Ling Khee	28,000,000	7.0	-	-	16,800,000	7.0	-	-	
MY E.G. Services Berhad	-	-	⁽²⁾ 140,000,000	35.0	-	-	⁽²⁾ 84,000,000	35.0	
Wong Thean Soon	-	-	⁽³⁾ 140,000,000	35.0	-	-	⁽³⁾ 84,000,000	35.0	

Notes:

(1) Deemed interested by virtue of his shareholdings in Agmoian Sdn. Bhd. pursuant to Section 8(4)(c) of the Act.

6. INFORMATION ON OUR GROUP (CONT'D)

(2) *Deemed interested by virtue of its shareholdings in MY E.G. Capital Sdn. Bhd. pursuant to Section 8(4)(c) of the Act.*

(3) *Deemed interested by virtue of his (i) direct shareholdings of 12.1% and (ii) indirect shareholdings of 19.4% (arising from his 100.0% shareholdings in Asia Internet Holdings Sdn. Bhd.) held in MY E.G. Services Berhad as at the LPD, pursuant to Section 8 of the Act.*

(ii) IPO

Subsequently, we will undertake an IPO, the details of which are set out in Section 4 of this Prospectus.

(iii) Listing of and quotation for our Shares

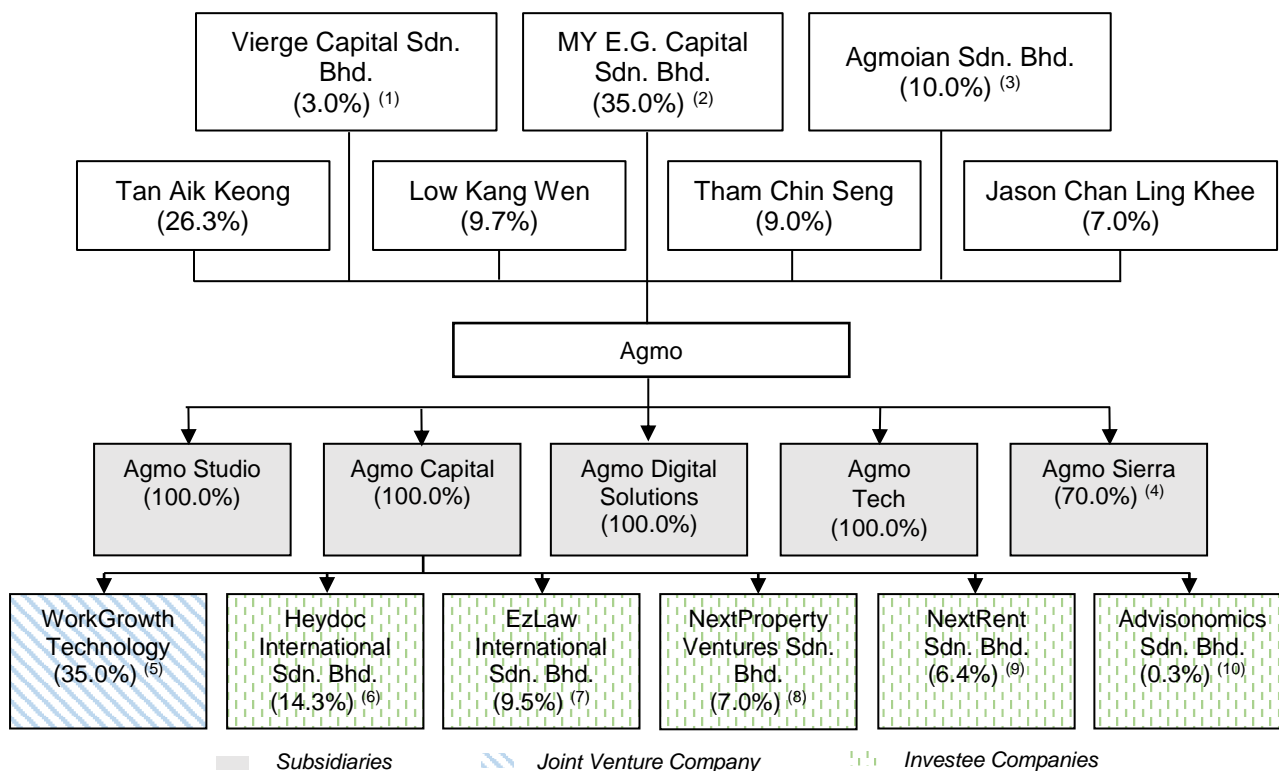
Upon completion of our IPO, our Company will seek the admission of our Shares into the Official List and the listing of and quotation for our enlarged issued share capital on the ACE Market of Bursa Securities.

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6. INFORMATION ON OUR GROUP (CONT'D)

6.5.2 The structure of our Group and Investee Companies before and after the IPO

The structure of our Group and Investee Companies after the completion of the Share Consolidation on [•] and before the IPO is as follows:



Notes:

- (1) The ordinary shares are held by Koh Yeow Lay (95.0%) and Then Pei Kee (5.0%), who are not related to our Directors, Promoters and substantial shareholders.
- (2) MY E.G. Capital Sdn. Bhd. is wholly-owned by MY E.G. Services Berhad, a company whose shares are listed on the Main Market of Bursa Securities. Please refer to Section 5.1.2(vii) of this Prospectus for details of the substantial shareholders of MY E.G. Services Berhad.
- (3) The ordinary shares are held by Tan Aik Keong (58.5%), Low Kang Wen (21.5%) and Tham Chin Seng (20.0%). Tan Aik Keong and Low Kang Wen are our Promoters, Directors and substantial shareholders while Tham Chin Seng is our Promoter and substantial shareholder.
- (4) Remaining ordinary shares are held by Tang Tung Ai (15.0%) and Fong Huang Yee (15.0%), who are our employees but not related to our Directors and Promoters. Please refer to Note (1) of Section 6.2 of this Prospectus for further details on the equity participation of Tang Tung Ai and Fong Huang Yee.
- (5) Remaining ordinary shares are held by LKC Advance Technology Sdn. Bhd., a company principally involved in other information technology service activities, business and other applications. LKC Advance Technology Sdn. Bhd. is wholly-owned by Lee Kah Chye & Sons Sdn. Bhd., an investment holding company. The ordinary shares of Lee Kah Chye & Sons Sdn. Bhd. are held by Lee Kah Chye (99.0%) and Lee Say Chuan (1.0%), who are not related to our Directors and Promoters.
- (6) Remaining ordinary shares are held by Choy Wai Mun (71.4%), Lee Choon Keat (9.4%) and Lee Zhi Yong (5.0%), who are not related to our Directors and Promoters.

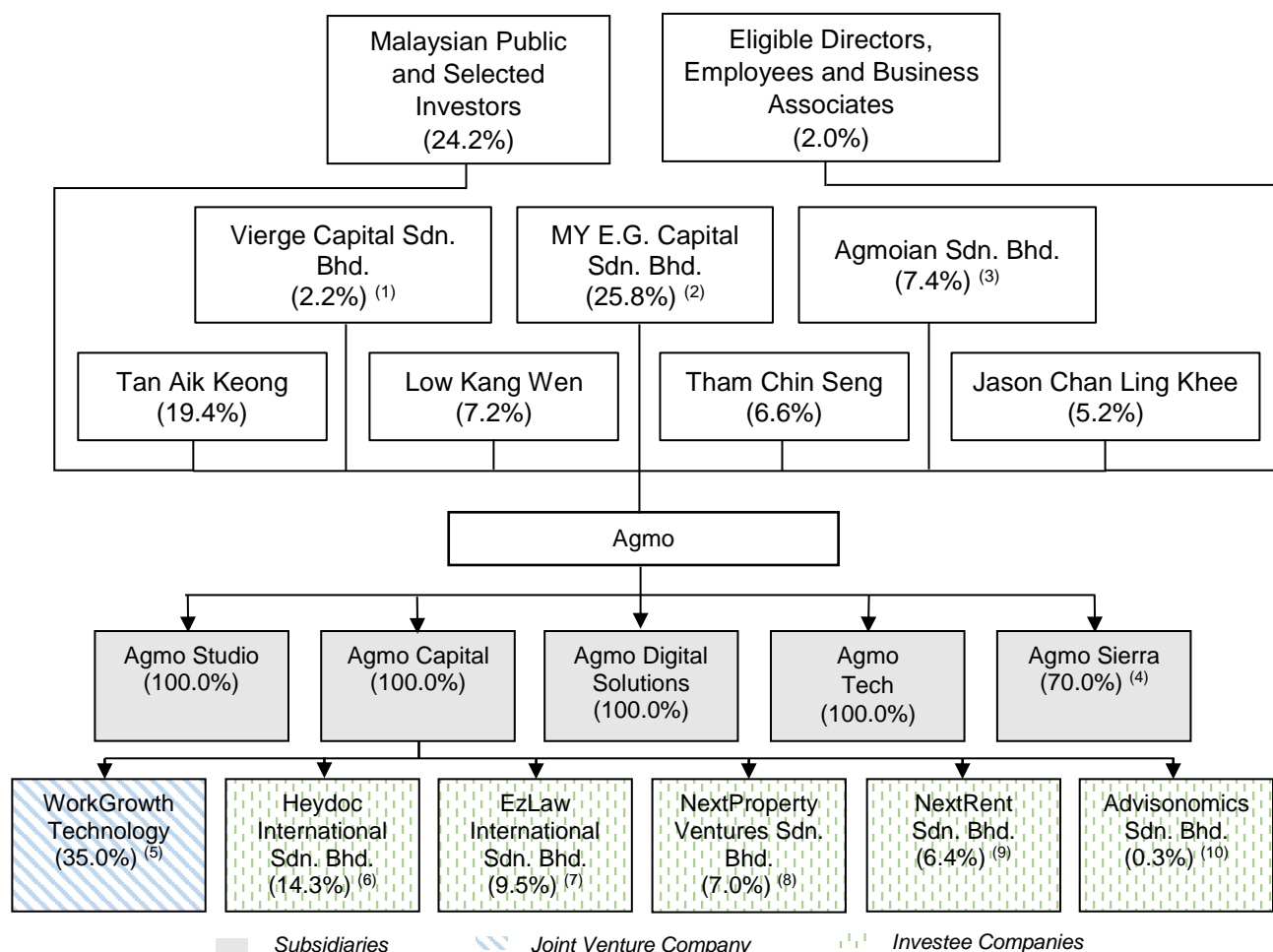
6. INFORMATION ON OUR GROUP (CONT'D)

- (7) *Remaining ordinary shares are held by June Low Ee Lyn (89.1%), Cheng Kah Hoo (1.4%) and Low Kang Wen (<0.1%) (being our Non-Independent Executive Director and Chief Operating Officer). June Low Ee Lyn is the sister of Dato' Low Hann Yong (being our Non-Independent Non-Executive Chairman). The remaining shareholder, Cheng Kah Hoo, is not related to our Directors and Promoters.*
- (8) *Remaining ordinary shares are held by Pee See Tat (83.0%) and Chan Pik Zen (10.0%), who are not related to our Directors and Promoters.*
- (9) *Remaining ordinary shares are held by Pee See Tat (78.4%), Chan Pik Zen (8.3%), Yong Sze Qin (4.9%) and Dickson Lee Yee Lun (2.0%), who are not related to our Directors and Promoters.*
- (10) *Remaining ordinary shares are held by R. Raevendren A/L S. Ramachandran (69.5%), Asgari bin Mohd Fuad Stephens (29.9%) and Sharman A/L Arumugam (0.2%), who are not related to our Directors and Promoters.*

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6. INFORMATION ON OUR GROUP (CONT'D)

The structure of our Group and Investee Companies after the IPO is as follows:



Notes:

- (1) The ordinary shares are held by Koh Yeow Lay (95.0%) and Then Pei Kee (5.0%), who are not related to our Directors, Promoters and substantial shareholders.
- (2) MY E.G. Capital Sdn. Bhd. is wholly-owned by MY E.G. Services Berhad, a company whose shares are listed on the Main Market of Bursa Securities. Please refer to Section 5.1.2(vii) of this Prospectus for details of the substantial shareholders of MY E.G. Services Berhad.
- (3) The ordinary shares are held by Tan Aik Keong (58.5%), Low Kang Wen (21.5%) and Tham Chin Seng (20.0%). Tan Aik Keong and Low Kang Wen are our Promoters, Directors and substantial shareholders while Tham Chin Seng is our Promoter and substantial shareholder.
- (4) Remaining ordinary shares are held by Tang Tung Ai (15.0%) and Fong Huang Yee (15.0%), who are our employees but not related to our Directors and Promoters. Please refer to Note (1) of Section 6.2 of this Prospectus for further details on the equity participation of Tang Tung Ai and Fong Huang Yee.
- (5) Remaining ordinary shares are held by LKC Advance Technology Sdn. Bhd., a company principally involved in other information technology service activities, business and other applications. LKC Advance Technology Sdn. Bhd. is wholly-owned by Lee Kah Chye & Sons Sdn. Bhd., an investment holding company. The ordinary shares of Lee Kah Chye & Sons Sdn. Bhd. are held by Lee Kah Chye (99.0%) and Lee Say Chuan (1.0%), who are not related to our Directors and Promoters.

6. INFORMATION ON OUR GROUP (CONT'D)

- (6) *Remaining ordinary shares are held by Choy Wai Mun (71.4%), Lee Choon Keat (9.4%) and Lee Zhi Yong (5.0%), who are not related to our Directors and Promoters.*
- (7) *Remaining ordinary shares are held by June Low Ee Lyn (89.1%), Cheng Kah Hoo (1.4%) and Low Kang Wen (<0.1%) (being our Non-Independent Executive Director and Chief Operating Officer). June Low Ee Lyn is the sister of Dato' Low Hann Yong (being our Non-Independent Non-Executive Chairman). The remaining shareholder, Cheng Kah Hoo, is not related to our Directors and Promoters.*
- (8) *Remaining ordinary shares are held by Pee See Tat (83.0%) and Chan Pik Zen (10.0%), who are not related to our Directors and Promoters.*
- (9) *Remaining ordinary shares are held by Pee See Tat (78.4%), Chan Pik Zen (8.3%), Yong Sze Qin (4.9%) and Dickson Lee Yee Lun (2.0%), who are not related to our Directors and Promoters.*
- (10) *Remaining ordinary shares are held by R. Raevendren A/L S. Ramachandran (69.5%), Asgari bin Mohd Fuad Stephens (29.9%) and Sharman A/L Arumugam (0.2%), who are not related to our Directors and Promoters.*

Details of our Subsidiaries, Joint Venture Company and Investee Companies are set out in Section 6.4 of this Prospectus.

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