

## 2. APPROVALS AND CONDITIONS

### 2.1 APPROVALS FROM RELEVANT AUTHORITIES

#### 2.1.1 Bursa Securities

Bursa Securities had, vide its letter dated [●], approved:

- (i) the admission of our Company to the Official List of the ACE Market of Bursa Securities;
- (ii) the listing of and quotation for our entire enlarged issued share capital on the ACE Market; and
- (iii) the approval-in-principle for the registration of the Prospectus.

The approval from Bursa Securities is subject to the following conditions:

No.	Details of conditions imposed	Status of compliance
1.	[●]	[●]

#### 2.1.2 SC

Our Listing 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 [●], noted the resultant equity structure of our Company pursuant to our Listing under the equity requirement for public listed companies (“**Equity Requirement**”). Agmo Studio was awarded the MSC Malaysia status by MDEC on 7 December 2012, and was the major contributor to the Group’s after-tax profit for the Financial Years Under Review. Accordingly, Agmo is exempted from the Equity Requirement.

Nevertheless, if we undertake subsequent proposals involving:

- (i) a transfer of our listing status to the Main Market of Bursa Securities; or
  - (ii) any acquisition which results in a significant change in our business direction or policy,
- we must submit such application to the SC under the Equity Requirement for a reassessment.]

### 2.2 MORATORIUM ON SALE OF SHARES

#### 2.2.1 Moratorium on Shares held by our Specified Shareholders and MY E.G. Capital Sdn. Bhd.

In compliance with Rule 3.19 of the Listing Requirements, a moratorium will be imposed on the sale, transfer or assignment of Shares held by our Specified Shareholders and MY E.G. Capital Sdn. Bhd. as follows:

- (i) the moratorium applies to our Specified Shareholders’ and MY E.G. Capital Sdn. Bhd.’s entire shareholdings for a period of 6 months from the date of our admission to the ACE Market (“**First 6-Month Moratorium**”);
- (ii) upon the expiry of the First 6-Month Moratorium, our Specified Shareholders’ and MY E.G. Capital Sdn. Bhd.’s aggregate shareholdings amounting to at least 45.0% of the total number of issued Shares (adjusted for any bonus issue or subdivision of shares) of Agmo remain under moratorium for a further 6 months (“**Second 6-Month Moratorium**”); and

**2. APPROVALS AND CONDITIONS (CONT'D)**

- (iii) upon the expiry of the Second 6-Month Moratorium, our Specified Shareholders may sell, transfer or assign up to a maximum of one-third (1 / 3) per annum (on a straight-line basis) of their Shares held under moratorium.

Details of our Shares held by our Specified Shareholders and MY E.G. Capital Sdn. Bhd. which will be subject to moratorium are as follows:

Name	First 6-Month Moratorium		Second 6-Month Moratorium		After the Second 6-Month Moratorium	
	No. of Shares held	(1) % of enlarged issued share capital	No. of Shares held	(1) % of enlarged issued share capital	No. of Shares held	(1) % of enlarged issued share capital
<b>Shares held by Specified Shareholders</b>						
Tan Aik Keong	63,138,462	19.4	63,138,462	19.4	46,636,364	14.3
Low Kang Wen	23,261,538	7.2	23,261,538	7.2	17,181,818	5.3
Tham Chin Seng	21,600,000	6.6	21,600,000	6.6	15,954,545	4.9
Agmoian Sdn. Bhd.	24,000,000	7.4	24,000,000	7.4	17,727,273	5.5
<b>Shares held by substantial shareholder</b>						
MY E.G. Capital Sdn. Bhd.	<sup>(2)</sup> 84,000,000	25.8	<sup>(3)</sup> 14,250,000	4.4	<sup>(4)</sup> -	-
<b>Total</b>	<b>216,000,000</b>	<b>66.4</b>	<b>146,250,000</b>	<b>45.0</b>	<b>97,500,000</b>	<b>30.0</b>

**Notes:**

- (1) Based on our enlarged issued share capital of 325,000,000 Shares after our IPO.
- (2) As the aggregate shareholdings held by our Specified Shareholders upon our Listing amounts to 40.6%, this has not met the requirements of Rule 3.19(1)(b) of the Listing Requirements of having at least 45.0% of the total number of issued Shares held under moratorium during the Second 6-Month Moratorium. Accordingly, our substantial shareholder, namely MY E.G. Capital Sdn. Bhd. has provided a voluntary moratorium undertaking of its entire 84,000,000 Shares during the First 6-Month Moratorium.
- (3) Upon the expiry of the First 6-Month Moratorium, only 14,250,000 Shares held by MY E.G. Capital Sdn. Bhd. will be held under moratorium to meet the requirement pursuant to Rule 3.19(1)(b) of the Listing Requirements of having at least 45.0% of the total number of issued Shares held under moratorium during the Second 6-Month Moratorium and therefore, the remaining 69,750,000 Shares held by MY E.G. Capital Sdn. Bhd. will no longer be held under moratorium upon the expiry of the First 6-Month Moratorium.
- (4) The remaining 14,250,000 Shares held by MY E.G. Capital Sdn. Bhd. will no longer be held under moratorium upon the expiry of the Second 6-Month Moratorium, as the aggregate Shares held under moratorium of 30.0% which is of sale, transfer or assignment up to a maximum of one third (1 / 3) Shares per annum (on a straight-line basis) are met by Tan Aik Keong, Low Kang Wen, Tham Chin Seng and Agmoian Sdn. Bhd.

In accordance with Rule 3.19(2) of the Listing Requirements, where our Specified Shareholder, MY E.G. Capital Sdn. Bhd. or vendor 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 securities in the unlisted corporation for the requisite moratorium period as disclosed in Sections 2.2.1(i), (ii) and (iii) of this Prospectus.

## 2. APPROVALS AND CONDITIONS (CONT'D)

In compliance with Rule 3.19(2) of the Listing Requirements:

- (i) the shareholders of Agmoian Sdn. Bhd. namely Tan Aik Keong, Low Kang Wen and Tham Chin Seng have undertaken not to sell, transfer or assign their shareholdings in Agmoian Sdn. Bhd. during the moratorium period; and
- (ii) the sole shareholder of MY E.G. Capital Sdn. Bhd. namely MY E.G. Services Berhad has undertaken not to sell, transfer or assign its shareholdings in MY E.G. Capital Sdn. Bhd. during the First 6-Month Moratorium and Second 6-Month Moratorium period.

The moratorium has been fully accepted by our Specified Shareholders and MY E.G. Capital Sdn. Bhd., who have provided written undertakings that they will not sell, transfer or assign their shareholdings under moratorium during the moratorium period.

The above moratorium restriction is specifically endorsed on the share certificates representing the Shares held by our Specified Shareholders and MY E.G. Capital Sdn. Bhd. which are under moratorium to ensure that our Share Registrar does not register any sale, transfer or assignment that contravenes the aforesaid restriction.

### 2.2.2 Moratorium on Shares held by pre-Listing investor

In compliance with Rule 3.19A of the Listing Requirements, a moratorium will be imposed on the sale, transfer or assignment of all shares held by any investor who is not a Specified Shareholder, for a period of 6 months from the date of admission to the Official List of Bursa Securities ("**6-Month Moratorium**") if such investor has acquired the shares of the applicant:

- (i) within 12 months from the date of submission of the listing application to Bursa Securities; and
- (ii) at a price lower than the issue price offered to the general public in conjunction with the IPO.

Details of our Shares held by our pre-Listing investor which will be subject to moratorium are as follows:

Name	6-Month Moratorium		After the 6-Month Moratorium	
	No. of Shares held	<sup>(1)</sup> % of enlarged issued share capital	No. of Shares held	<sup>(1)</sup> % of enlarged issued share capital
<b>Shares held by pre-Listing investor</b>				
Vierge Capital Sdn. Bhd.	7,200,000	2.2	(2) -	-
<b>Total</b>	<b>7,200,000</b>	<b>2.2</b>	<b>-</b>	<b>-</b>

**Notes:**

- (1) Based on our enlarged issued share capital of 325,000,000 Shares after our IPO.
- (2) On 29 September 2021, Koomerang Ventures Inc. Sdn. Bhd. transferred its entire Shares to Vierge Capital Sdn. Bhd. In view that the transfer of shares took place within 12 months from the date of submission of the listing application and at approximately RM[●] per Share, which is at a price lower than the IPO Price of RM[●], in compliance with Rule 3.19A of the Listing Requirements, Vierge Capital Sdn. Bhd.'s Shares shall be placed under moratorium only during the 6-Month Moratorium.

In accordance with Rule 3.19(2) of the Listing Requirements, where the Specified Shareholder or vendor 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 securities in the unlisted corporation during the 6-Month Moratorium period.

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**2. APPROVALS AND CONDITIONS (CONT'D)**

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In compliance with Rule 3.19(2) of the Listing Requirements, the shareholders of Vierge Capital Sdn. Bhd. namely Koh Yeow Lay and Then Pei Kee have undertaken not to sell, transfer or assign their shareholdings in Vierge Capital Sdn. Bhd. during the moratorium period.

The moratorium has been fully accepted by Vierge Capital Sdn. Bhd., who have provided written undertakings that they will not sell, transfer or assign their shareholdings under moratorium during the moratorium period.

The above moratorium restriction is specifically endorsed on the share certificates representing the Shares held by Vierge Capital Sdn. Bhd. which are under moratorium to ensure that our Share Registrar does not register any sale, transfer or assignment that contravenes the aforesaid restriction.

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