

7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT

PROTEGE ASSOCIATES SDN BHD (675767-H)
SUITE C-06-06, PLAZA MONT' KIARA
2 JALAN KIARA, MONT' KIARA
50480 KUALA LUMPUR, MALAYSIA
GEN +603 6201 9301 FAX +603 6201 7302
www.protege.com.my

Protégé
ASSOCIATES

BRAND | FINANCE | MARKET

The Board of Directors,
Sedania Innovator Berhad
Level 11, Kelana Parkview Tower,
Jalan SS6/2,
47301 Petaling Jaya,
Selangor Darul Ehsan

Dear Sirs / Madams,

Executive Summary of the Strategic Analysis of the Mobile Content and Solutions Market Focusing on Aggregators (Platform and Services Enablers) in Malaysia

This Executive Summary of the 'Strategic Analysis of the Mobile Content and Solutions Market Focusing on Aggregators (Platforms and Services Enablers) in Malaysia' is prepared by Protégé Associates Sdn. Bhd. ("Protégé Associates") for inclusion in the prospectus of Sedania Innovator Berhad ("Sedania Innovator") to the Securities Commission Malaysia in relation to its proposed listing on the Official List of Bursa Malaysia Securities Berhad.

1.0 Malaysia Economic Overview

The Malaysian economy registered a strong finish in 2014. It expanded at a faster pace of 6.0 percent in 2014 on the back of continued expansion in domestic demand and an improvement in external trade performance.

Despite the positive results revealed in most of Malaysia's key economic indicators for 2014, the Malaysian Government is mindful of a potentially continuing weak energy and commodity prices which may be a major economic headwind for the local economy. In the near future, the growth in the Malaysian economy is expected to be anchored again by domestic demand. Domestic demand is expected to be led by private expenditure that is forecast to register an increase of 6.0 percent in 2015.

The Malaysian economy is expected to grow by between 4.5 to 5.5 percent in 2015. The projected slower pace in growth for 2015 is due to the expectations of a moderated rate of private consumption as well as slower investments and export growth in the oil and gas industry. The services sector is expected to remain the largest contributor to the economy by accounting for more than half of Malaysia's real GDP in 2015. In terms of pace of growth, the construction sector is expected to register the fastest pace among all the key economic sectors in 2015.

7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT (cont'd)

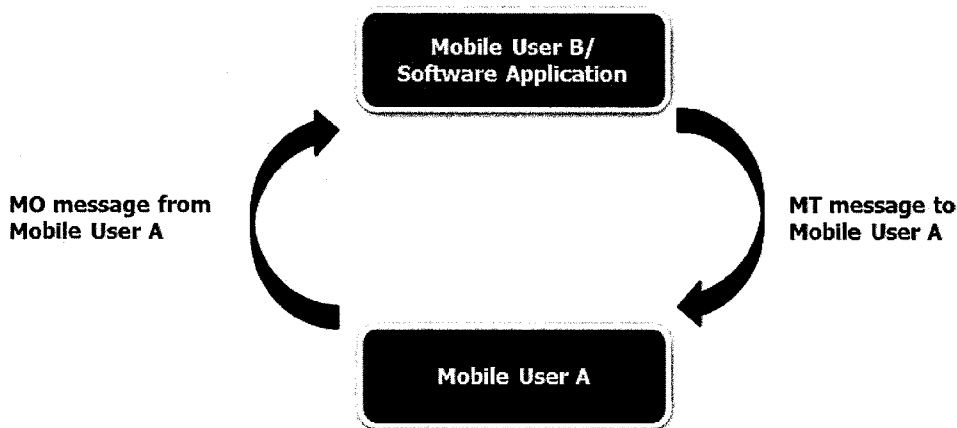


2.0 Introduction of the Mobile Content and Solutions Market in Malaysia

Mobile content services as defined by Malaysian Communications and Multimedia Commission (“MCMC”) refer to any messaging service that provides content and is accessible on a mobile access device or fixed access device, for which charges may be imposed over and above the standard network charges of the relevant service provider. It consists of the provision of content service to any person and short messaging service (“SMS”) Broadcast.

The messaging operation comprises two components in the delivery flow i.e. mobile originated (“MO”) and mobile terminated (“MT”). An MO message refers to message sent from a mobile device to a software application or to another mobile device. On the other hand, an MT message refers to message sent to a mobile device from a software application or from another mobile device. Both MO and MT delivery flow are illustrated in Figure 1.

Figure 1: MO and MT Delivery Flow



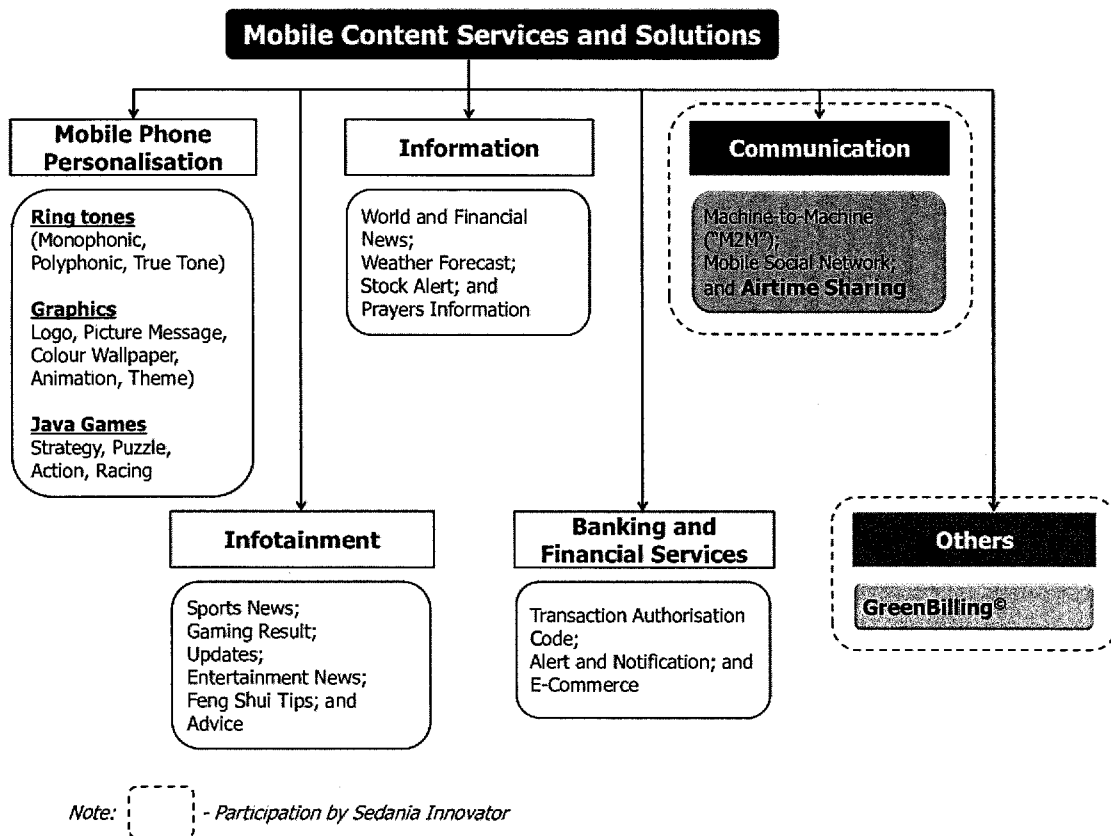
Source: Protégé Associates

7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT (cont'd)

3.0 Market Segmentation

In Malaysia, the mobile content and solutions market can be broken down into six main categories, namely mobile phone personalisation, infotainment, information, banking and financial services, communication and others, which is depicted in Figure 2.

Figure 2: The Provision of Mobile Content and Solutions in Malaysia



Source: Protégé Associates

Mobile content and solutions in Malaysia are offered via three mediums namely SMS, multimedia messaging service ("MMS") and wireless application protocol ("WAP"). The provision of mobile content and solutions in Malaysia can be segregated in four main facets as follows:-

- a) **The provision of content** to any person, including but not limited to information, news update, data, jokes, greetings/ messages, ringtones, wallpapers etc. for which charges may or may not be imposed on customers;
- b) **The provision of service** to any person, including but not limited to chat services, participation in contests, fundraising and voting;

7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT (cont'd)



c) **A combination of provision of content and service;** and

d) **SMS broadcast** or bulk SMS which can be channelled via SMS, MMS and WAP

The provision of mobile content and solutions is applicable for various purposes – catering to the demand of mobile users for mobile phone personalisation, top-up services, credit transfer (airtime sharing), infotainment, information and communication as well as adding value to/improving the services of financial institutions and corporations. It is also used as a channel for text donation and text voting.

4.0 Market Dynamics Scorecard for the Mobile Content and Solutions Market in Malaysia

Indicator	Measurement
2014 Market Size (Revenue) (RM billion)	4.18
2014 Market Growth Rate (%)	11.2
2019 Forecast Market Size (Revenue) (RM billion)	6.29
Forecast Period Market Compound Annual Growth Rate ("CAGR") (2014-2019)	8.4
Competitive Landscape	Approximately 400 market players, including mobile network operators ("MNOs"), aggregators (platform and services enablers) and content developers/ providers as well as mobile solution providers
2015 Demand Conditions	<ul style="list-style-type: none"> • Increasing Cellular Telephones Subscription and Penetration Rate • Replacement of Physical Functions with Virtual Possibilities • Growing Usage of Mobile Content and Solutions • Emergence of Data Mobile Applications/ Content
2015 Supply Conditions	<ul style="list-style-type: none"> • Collaboration with Telecommunications Carriers or Operators • Government Support towards E-payment • Downward Pressure on Profit Sharing

Source: Protégé Associates

7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT (cont'd)



5.0 Historical Performance and Growth Forecast of the Mobile Content and Solutions Market in Malaysia

Protégé Associates estimates that the mobile content and solutions market in Malaysia was worth approximately RM4.18 billion in 2014. The market is projected to grow at a compound annual growth rate ("CAGR") of 8.4 percent for the period from 2014 to 2019. The market size (revenue) and growth forecast for the mobile content and solutions market in Malaysia from 2013 to 2019 is shown in Figure 3.

Figure 3: The Market Size (Revenue) and Growth Forecast for the Mobile Content and Solutions Market, 2013-2019

Year	Revenue (RM billion)	Annual Growth (%)
2013	3.76	15.8
2014	4.18	11.2
2015	4.57	9.3
2016	4.94	8.0
2017	5.34	8.1
2018	5.78	8.2
2019	6.29	8.3

CAGR (2014-2019) = 8.4 percent

Note: All figures are rounded; the base year is 2014

Source: Protégé Associates

The mobile content and solutions market in Malaysia is dominated by the MNOs who accounted for the largest share of the revenue. The MNOs are also capable of taking the roles of aggregators (platform and services enablers), content developers/ providers and solutions providers at the same time, which effectively put them in competition with other aggregators (platform and services enablers), content developers/providers and solution providers or may engage in a revenue sharing arrangement with them.

Overall, the mobile content and solutions market in Malaysia is expected to remain sustainable with increasing cellular telephones subscription. Revenue from SMS broadcast services is expected to remain buoyant with growing usage sectors such as mobile social networking, mobile banking, mobile advertising and text voting. This service continues to be a reliable official form of text communication, particularly in the banking sector. At the same time, revenue from solution services such as airtime sharing is also expected to grow as subscription of cellular telephone increase, in particular prepaid users segment. This is

7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT (cont'd)

especially the case in rural areas where there is limited top-up infrastructure and users resort to sharing credit with each other.

The continued growth in 3G subscriptions and mobile phone users' technology know-how is also spurring the growth of the Malaysian mobile content and solutions market. With users accessing more and more content on their mobile devices, whether for work, or personal reasons, the market will strive to meet the demand through the production of more localised content and services.

At present, the mobile content and solutions market in Malaysia is still being driven by revenue from the SMS broadcast method, with lesser revenue from mobile apps. However, mobile apps are expected to claim a larger portion of revenue by 2017 whilst SMS broadcast is expected to remain as a relevant revenue generator.

This development augurs well for the growth in the mobile content and solutions market in Malaysia. Moving forward, the mobile content and solutions market in Malaysia is expected to generate RM6.29 billion in revenue in 2019. From 2015 to 2019, the market is expected to grow by 8 percent to 12 percent each year.

6.0 Competitive Landscape of the Mobile Content and Solutions Market in Malaysia

The mobile content and solutions market in Malaysia is estimated to consist of approximately 400 participants, including MNOs, aggregators (platform and services enablers) and content developers/ providers. These participants are mutually dependent despite the ability of some to undertake multiple roles – MNOs may deploy mobile messaging platform and content, and aggregators (platform and services enablers) may develop their own content. By and large, the different market players operating in the mobile content and solutions market are dependent on the others to thrive. Figure 4 shows the breakdown of participants within the mobile content and solutions market in Malaysia.

7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT (cont'd)



Figure 4: Breakdown of Estimated Number of Participants in the Mobile Content and Solutions Market in Malaysia

Participant	Estimated Number of Participants	Description
MNOs	Approximately 10	<p>MNOs and mobile virtual network operators ("MVNOs") which purchase airtime at wholesale rates from MNOs and resell wireless subscription to consumer through its own branding and other value-added services.</p> <p>There are four major operators in Malaysia: Maxis Berhad ("Maxis"), Celcom Axiata Berhad ("Celcom"), DiGi.Com Berhad ("DiGi") and U Mobile Sdn Bhd ("U Mobile"), with the rest being smaller network operators or MVNOs.</p> <p>Some MNOs are involved in the provision of content provision and aggregation services.</p>
Aggregators (platform and services enablers)	Approximately 50	<p>Participants that provide mobile messaging platform to the content developers/ providers. They act as the bridge between content providers and MNOs.</p> <p>Some aggregators (platform and services enablers) are involved the development and provision of content.</p> <p>Examples of mobile aggregators (platform and services enablers) are Sedania Innovator and Macromac Plc ("Macromac").</p>
Content Developers/ Providers	Approximately 350	<p>Involved in the development and provision of content. Content providers typically depend on the messaging platform of aggregators (platform and services enablers) to access operator's networks as a means of disseminating content to mobile users.</p> <p>Examples of mobile content developers are Adacode Systems Sdn Bhd, Alpha Crossing Sdn Bhd, Ice Mobile Sdn Bhd.</p>

Source: Protégé Associates

Aggregators (platform and services enablers) work between pure content developers/ providers and MNOs by providing a mobile messaging platform to the content developers/ providers to sell and distribute their contents and services through mobile network. Generally, aggregators (platform and services enablers) in the mobile content services industry compete on various factors such as:

- Number of mobile networks connected
- Message traffic handling ability
- Number of content developers/ providers or total amount of content aggregated

7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT (cont'd)



Sedania Innovator is an investment holding company and the Group (comprises Sedania Innovator and IDOTTV Sdn Bhd ("IDOTTV")) is engaged in the business pertaining to or connected with telecommunications and information technology, which includes multimedia products and all other related activities. IDOTTV, its subsidiary, is a major platform provider and service enabler in Malaysia, specialising in providing ancillary services to the mobile subscribers in Malaysia and Bangladesh. Its current products are mobile sharing platforms and mobile application services, namely Airtime Sharing ("ATS") platforms and GreenBilling[®].

For the financial year ended 31 December 2014, Sedania Innovator recorded revenue of RM11.4 million, profit before tax of RM6.5 million and profit after tax of RM6.4 million.

At the international level, Huawei Technologies Co. Ltd., Telefonaktiebolaget L. M. Ericsson and Sybase Inc. are examples of notable international companies that offer mobile platform technology services.

For the mobile content and solutions market in Malaysia, Protégé Associates has used the following criteria when selecting other market players for comparison with Sedania Innovator:

- A mobile content and solutions market player with business in Malaysia; and
- Has at least a telecommunication carrier or operator as a business partner or key customer.

After taking into consideration the above criteria, Protégé Associates has selected three market players namely UnrealMind Interactive Berhad ("UnrealMind"), Macro Kiosk Berhad ("Macro Kiosk") and Macromac Plc ("Macromac") for comparison purpose.

7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT (cont'd)



Figure 5: Key Competitor Analysis within the Mobile Content and Solutions Market in Malaysia

Company	Examples of Principal Activities	Financial Results
UnrealMind	Developing and publishing of mobile entertainment-related content, as well as providing integrated mobile platform for delivery, billing and administration of customised mobile content and services.	<i>Financial year ended ("FYE"):</i> 31 December 2013 <i>Revenue:</i> RM17.6 million <i>Profit before tax:</i> RM3.3 million
Macro Kiosk	Provision of transaction authentication code ("TAC") and SMS alert for credit card purchases, as well as offering 2D barcode services used by retailers such as cinemas, or government departments such as the Department of Fisheries and the Immigration Department of Malaysia.	<i>FYE:</i> 31 December 2013 <i>Revenue:</i> RM160.7 million <i>Profit before tax:</i> RM3.4 million
Macromac	Provision of mobile messaging platform to the content developers/ providers.	<i>FYE:</i> 31 December 2013 <i>Revenue:</i> RM24.1 million <i>Profit before tax:</i> 8.2 million

Sources: Companies Commission of Malaysia, Annual Report of Macromac and Annual Report of Goldis Berhad

6.1 Estimated Sedania Innovator's Market Share

The revenue generated by Sedania Innovator for the financial year ended 31 December 2012 was RM9.0 million which is equivalent to 0.3 percent out of the RM3.25 billion estimated market size (revenue) of the mobile content and solutions market in Malaysia in 2012. The revenue generated by Sedania Innovator for the financial year ended 31 December 2013 was RM9.9 million which is equivalent to 0.3 percent of the estimated market size (revenue) of the mobile content and solutions market in Malaysia in 2013. The market share is derived from dividing Sedania Innovator's revenue of RM9.9 million for the financial year ended 31 December 2013 with the market size (revenue) of the mobile content and solutions market in Malaysia in 2013 which is estimated to be RM3.76 billion. The estimated market share of the other market players selected for comparison ranges from less than 0.5 percent to 4.3 percent further reflecting the fragmented nature of the industry.

7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT (cont'd)



Figure 6: Estimated Market Share of Selected Market Players in the Mobile Content and Solutions Market in Malaysia, 2013

Company Name	Financial Year Ended	Revenue (RM million)	Market Share (%)
2013			
Macro Kiosk	31-12-2013	160.7	4.3
Macromac	31-12-2013	24.1	0.6
Sedania Innovator	31-12-2013	9.9	0.3
UnrealMind	31-12-2013	17.6	0.5

Notes:

- 1) *The list of selected industry players above is not exhaustive*
- 2) *The above market shares only provide an indication and are not considered directly comparable due to the following reasons:*
 - a) *The revenue may be at the group level*
 - b) *Not all companies carry out activities which are completely similar to each other or in the same geographical area*

Sources: The annual report of Macromac, Sedania Innovator, Companies Commission of Malaysia and Protégé Associates

The revenue generated by Sedania Innovator for the financial year ended 31 December 2014 was RM11.4 million which is equivalent to 0.3 percent of the estimated market size (revenue) of the mobile content and solutions market in Malaysia in 2014. The market share is derived from dividing Sedania Innovator's revenue of RM11.4 million for the financial year ended 31 December 2014 with the market size (revenue) of the mobile content and solutions market in Malaysia in 2014 which is estimated to be RM4.18 billion.

7.0 Demand and Supply Conditions

Demand and supply conditions refer to market factors that can positively or negatively affect future market size (revenue) and growth by specifically altering demand or supply dynamics. These demand and supply factors can include trends, key developments or events that spur market expansion, leading to increases in sales or revenues, or developments that negatively affect market growth.

7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT (cont'd)

**7.1 Demand Conditions****Figure 7: Demand Conditions Affecting the Mobile Content and Solutions Market in Malaysia, 2015-2019**

Impact	Demand Condition	Short-Term	Medium-Term	Long-Term
		2015-2016	2017-2018	2019
+	Increasing Cellular Telephone Subscription and Penetration Rate	Medium	Medium	Medium
+	Replacement of Physical Functions with Virtual Possibilities	Medium	Medium	Low
+	Growing Usage of Mobile Content and Solutions	Medium	Medium	High
-	Emergence of Data Mobile Applications/ Content	Low	Low	Medium

Source: Protégé Associates

Increasing Cellular Telephone Subscription and Penetration Rate

An increasing cellular telephone subscription and penetration rate would likely indicate a larger pool of potential users of mobile content and solutions services. Cellular telephone subscription increased by 4.6 percent year-on-year from 42,996,000 in 2013 to 44,972,000 in 2014 whereas cellular telephone penetration had surpassed 100.0 per 100 inhabitants for 2011 and stood at 148.5 per 100 inhabitants in 2014. Moving forward, the cellular telephone subscription and penetration is envisaged to continue on its expansion trail throughout the period from 2015 to 2019 despite a penetration rate of above 100 percent. In practice, the possession of more than one cellular telephone per customer is increasing, while a segment of the population is still without a mobile telecommunication device. These trends indicate an increasing pool of potential customers that would continue to drive the mobile content and solutions market in Malaysia. Along with the expanding mobile subscription base, in particular the prepaid users, the usage of airtime sharing services is expected to increase as more clients transfer credit to each other, especially in rural areas where there is limited top-up infrastructure.

7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT (cont'd)**Replacement of Physical Functions with Virtual Possibilities**

The Internet age has allowed the virtualisation of many physical functions. Functions that have been carried out physically in the past are increasingly being replaced by virtual functions. Apart from the business world, which now very commonly uses the Internet to market and sell goods, this phenomenon has important implications for consumers as well.

Physical activities such as shopping and paying for goods can now be conducted online, trading posts have been replaced by the likes of eBay and the Lelong.com.my market places. Even banking and bill payment processes have been moving online to the Internet. Soon, many other functions could be virtualised for the Internet. Additionally, under the electronic government ("e-Government") initiative, the Malaysian Government is looking to virtualise government services such as licence renewal, tax returns filing, specialised healthcare advice and police report lodging to increase the access of urban and rural communities to these services. The proliferation of these advanced virtual functions creates a need for fast, reliable Internet connections that can go a long way towards driving the market for broadband and the Internet in the future. This development bodes well for the overall growth in the local mobile content and solutions market. This development can help to drive the demand for mobile content and solutions leading to further growth in the market.

Growing Usage of Mobile Content and Solutions

Mobile content and solutions are provided to a variety of sectors to cater to both mobile users and corporations. Growth in the provision of mobile content and solutions in these sectors will contribute positively to the industry as a whole. Protégé Associates has identified potential growth of provision of mobile content and solutions in the following sectors namely mobile banking, mobile advertising, mobile social networking and text voting.

1) Mobile Banking

Mobile banking is one transactional avenue that financial institutions are keen to grow as it helps to reduce cash handling costs, expand customer base and minimise the necessity of customer services at branches while at the same time offers opportunities to promote value-added products directly to consumers in a targeted manner. In line with the increasing mobile subscribers in Malaysia, financial institutions are finding ways to enhance their mobile banking services.

In Malaysia, mobile banking services, including Internet banking and SMS banking, are showing signs of growth with the increasing number of subscribers each year. The

7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT (cont'd)



number of mobile banking subscribers registered a commendable growth of 28.8 percent in 2014. The growth in number of subscribers led to an expansion in transaction volume and transaction value of more than 50 percent respectively in 2014. The performance of mobile banking services from 2011 to 2014 is illustrated in Figure 8.

Figure 8: Performance of Mobile Banking Services, 2011-2014

Year	Number of Mobile Banking Subscribers ('000)	Annual Change (%)	Transaction Volume (million)	Annual Change (%)	Transaction Value (RM million)	Annual Change (%)
2011	1,560.3	73.7	13.6	491.3	852.1	517.9
2012	2,446.2	56.8	59.8	339.7	4,236.6	397.2
2013	4,378.8	79.0	140.4	134.8	9,242.7	118.2
2014	5,639.2	28.8	213.9	52.4	14,677.5	58.8

Source: BNM

Moving forward, the number of mobile banking subscribers is anticipated to grow further in line with the increasing number of mobile subscribers boosting the transaction volume and hence, contributing further expansion to the mobile content and solutions market in Malaysia.

2) Mobile Advertising

Driven by the high cellular telephone penetration of more than 100.0 per 100 inhabitants in Malaysia, mobile advertising has been recognised as a cost-efficient marketing method that can reach targeted audience with minimal restriction of time and place. Local, regional and global brands are riding on the mobile advertising bandwagon to reach out to their customers and henceforth, the demand for mobile advertising in the global market, including the local market, is forecast to grow.

Various mobile advertising channels can be found in Malaysia namely mobile messaging advertising, in-game mobile advertising and location-based advertising and more recently through mobile social networking sites. While the data-driven advertising channels through rich mobile applications and content are forecast to dominate growth in the global mobile advertising market (due to the increasing use of smartphone and media tablets), mobile messaging advertising especially SMS and MMS advertising are expected to remain essential in the mobile advertising sector.

7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT (cont'd)

SMS and MMS services, with established demand in Malaysia, and its availability as a fundamental application in all types of cellular telephones, provide a cost efficient advertising channel with relatively high familiarity to the consumer. This importance of SMS and MMS advertising is further proven by the launch of advertising platform by one of the MNO giants in Malaysia, despite growing smartphone usage among its user base. In 2010, Maxis launched its permission-based SMS and MMS mobile advertising platform to connect the marketers with the right consumers, based on the subscribers' profile, interests and preference. Henceforth, SMS and MMS advertising is expected to flourish throughout the period from 2015 to 2019 as an established mobile advertising avenue.

3) Mobile Social Networking

In line with the increasing adoption of smartphones together with the rising trend in the usage of mobile app and mobile web, mobile social networking service is recognised as a communication instrument for personal and business use where information is to be relayed instantaneously without delay.

Mobile social networking offers an avenue for the consumption of social media where information, ideas, pictures and videos are create and shared across a variety of social media technologies such as Internet forums, social blogs and social networking sites. This ensures the users benefit from getting immediate alerts and notifications of changes in their communities.

The majority of mobile social networking traffic comes from status updates, replying to messages, comments on walls and viewing photos. Most individual users are inclined to post rather recent updates while businesses have to keep their latest news, services, offerings and other information updated regularly to meet consumers' expectations. This continuous updates drives the need for more services from the mobile content and solutions market in Malaysia, thus contributing towards its demand.

4) Text Voting

Text voting is a mobile content and solutions application that has been used in the broadcasting industry to provide interaction between audience and the programme while generating additional revenue through a high volume of SMS votes received. This one-off purchase model requires the mobile users to pay for the vote "purchased" in addition to the SMS charges applied by the MNOs. Text voting is often utilised by reality television shows, such as musical and dance competitions, where people are able to vote for their favourite contestant via SMS. This "audience participation" component is also utilised in

7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT (cont'd)



the broadcasting industry in Malaysia where reality shows such as Malaysian Idol, Akademi Fantasia and Showdown adopt the text voting system. Moving forward, text voting is anticipated to have increasing application and contribute a larger share to the mobile content and solutions market in Malaysia.

Airtime Sharing

Mobile banking, mobile social networking and text voting are mobile content and solutions that require the usage of airtime as they are closely linked to the usage of SMS and MMS services. Therefore the increase usage of SMS and MMS in mobile banking and text voting is expected to lead to increased airtime sharing, especially in rural areas that have relatively poor or limited Internet infrastructure and sale points for mobile top-ups.

Emergence of Data Mobile Applications/ Content

The switch in preference from voice to data services, including SMS, MMS and data roaming, can be traced back to the mid-2000s. This trend has been seen to spread through the majority of mobile carriers worldwide. Average revenue per user ("ARPU") from voice service dropped in mid 2000s despite the escalation in mobile subscribers and overall revenues.

Figure 9: Global Mobile ARPU Trends

Period	ARPU Profile	Remarks
1993-2000	Early ARPU	Globally, ARPU more than halved during this period due to increasing competition.
Early 2000s	Stabilisation	Mobile calls began to match fixed call charges. Value added mobile services such as voicemail, SMS and features such as call barring, filtering and calling line identification also helped increase ARPU.
Mid 2000s	Voice ARPU declining	By end 2005, the majority of carriers worldwide saw dropping ARPU, even as mobile subscribers and overall revenues continued to grow.
Since 2006	Mobile data ARPU on the rise	While voice contributes to the majority of mobile traffic, it is estimated that mobile data contributes more than 10 percent of global ARPU. Mobile content and services and mobile advertising are being considered for further increasing ARPU.

Source: MCMC

7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT (cont'd)



The change of mobile users' preference from voice to data has supported the growth of mobile content and solutions market where mobile content and solutions and mobile advertising were considered important drivers of ARPU. This switch of preference has also contributed to the prevalence of smartphones and data mobile applications and content which are more storage and bandwidth-intensive. Data mobile applications and content may only require the mobile users to pay once (for mobile Internet access) to download the application and enjoy an unlimited content supply – resulting in switching of preference from paid content models among the smartphone users. These data mobile applications and content may substitute the need for certain SMS-based services particularly push notifications for certain content such as newswire and gaming results, leading to reduced demand for SMS-based mobile content and solutions.

However, while these bandwidth-intensive mobile content may be fast in gaining popularity, the persisting role of SMS and voice calls as fundamental communication applications for all types of phone and ability to reach more mobile users than the data mobile applications regardless of mobile data coverage has resulted in the traditional mobile content solutions still remaining relevant in the near future. For instance, SMS remains a crucial mode of communications in supporting functions such as the provision of verification or authentication data, and marketing and advertising content to targeted mobile phone users at a reasonable cost to the content owners.

7.2 Supply Conditions

Figure 10: Supply Conditions Affecting the Mobile Content and Solutions Market in Malaysia, 2015-2019

Impact	Supply Condition	Short-Term	Medium-Term	Long-Term
		2015-2016	2017-2018	2019
+	Collaboration with Telecommunications Carriers or Operators	Medium	Medium	Medium
+	Government Support towards E-payment	Medium	Medium	Low
-	Downward Pressure on Profit Sharing	Medium	Medium	Low

Source: Protégé Associates

7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT (cont'd)**Collaboration with Telecommunications Carriers or Operators**

Telecommunications carriers or operators are constantly under the pressure to improve services to entice new subscribers while retaining existing ones. Besides that, ARPU for voice services has been dropping steadily through the years. To combat the situation telecommunications carriers or operators have been exploring mobile data and video related services to increase revenue and profitability.

This development has led to the ongoing collaboration between telecommunications carriers or operators and mobile content and solution services providers. Such partnership is considered healthy and synergistic as both parties work hand-in-hand to create a product that is beneficial to them. Both parties can leverage on each other strength and resources to offer products that are appealing to customers.

Government Support towards E-Payment

The Malaysian government has given keen attention to the payment ecosystem in the country. As such, creating an integrated payment ecosystem has been identified as one of the entry point projects ("EPPs") under the Financial Services National Key Economic Area of the ETP by the Malaysian Government. This EPP aims to increase E-payment transactions, including mobile banking and Internet banking, from 1.2 billion to 12 billion each year, as well as reducing dependence on cash transactions to 63 percent by 2020. The Malaysian Government also anticipates that E-payment transactions will generate a significant incremental contribution to Malaysian GNI of RM2.6 billion by 2020.

Downward Pressure on Profit Sharing

The mobile content and solutions market has been growing and evolving in a fast pace in the last few years owing to the increasing role of applications and application store. Presently, application services are provided by telecommunications carriers or operators directly or through third-party content aggregators (platform and services enablers), generally known as mobile content or ancillary service providers. In the market, the content owners, mobile content providers, technology enablers and telecommunications operators play different roles in providing the application services to the end users. The revenue generated from the sales of applications is also shared among the related parties. More often than not, the telecommunications carriers and operators would be entitled to enjoy a larger share of the turnover, while the remaining is split between the other parties. This puts downward pressure on profit sharing for the other firms, especially for the mobile content and solutions providers

7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT (cont'd)



as it is often the case where the content owners get the majority share of the remaining revenue.

8.0 Market's Reliance on and Vulnerability to Imports

Mobile content and solutions are already offered domestically by local companies. The mobile content and solutions market in Malaysia has been enjoying a relatively high profile particularly with the listing of some of its market players in Malaysia and overseas.

Over the years, Malaysia has been able to produce many IT-skilled graduates that joined the mobile content and solutions market. However, while Malaysia generally has a ready pool of information and communications technology ("ICT")-skilled personnel, market players may sometimes engage the services of foreign seasoned IT specialists to boost their competitiveness, especially in those research and development intensive fields or in specialised niche sectors.

In general, the mobile content and solutions market in Malaysia is not reliant on or vulnerable to foreign expertise. If and when necessary, foreign talent is engaged to serve as a supplement to a company and is not deemed a necessity for market players' operations.

9.0 Substitute Products or Services

Under the context of marketing, mobile advertising is considered as new vertical after traditional media such as TV, radio and paper media. The traditional media has been in the market for a long period of time and has established a steady pool of ready audience. Hence, traditional media remains as a popular advertising channel. Besides that, rich mobile application also provides an advertising platform to the marketer. Data-driven marketing, either through mobile data or Internet, such as in-game marketing, social media advertising and mobile web marketing, has also started to gain a foothold in the mobile advertising market.

The introduction of rich mobile application has gradually change the mobile users' preference from paid mobile content to unlimited media content and supply – threatening the reverse billing model of mobile content and solutions market.

With reference to the services provided by Sedania Innovator, the substitute services are as follows. Firstly, there are the USSD services that provide mobile users with a means to request and share airtime or credit with other users within the same network. These services are in direct competition with Sedania Innovator's ATS Solutions, although they require more

7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT (cont'd)



steps (i.e. more time consuming) to execute the transfer or airtime or credit. Secondly, substitute services to Sedania Innovator's GreenBilling[®], comes in the form of existing billing services offered by MNOs such as paper-based billing by post and electronic-billing via email or the Internet.

10.0 Relevant Laws and Regulations Governing the Market and Peculiarities of the Market

The mobile content industry in Malaysia is governed by MCMC under the Communications and Multimedia Act 1998 and Malaysian Communications and Multimedia Commission Act 1998. In 2010, Mandatory Standards for the Provision of Mobile Content Services was effective to regulate the mobile content and solutions market in Malaysia. Besides that, General Consumer Code of Practise for the Communications and Multimedia Industry Malaysia is applicable to the SMS broadcast model as a mobile advertising tool.

The mentioned laws and regulations are expounded in the following subsections. These laws and regulations are established to provide for and to regulate communications and multimedia activities in Malaysia, including the mobile content and solutions market in which Sedania Innovator is also a participant.

10.1 Communications and Multimedia Act 1998

All the market players that are involved in the ICT industry in Malaysia which include mobile content and solutions market players need to comply with the Communications and Multimedia Act 1998. The regulatory functions of the Postal Services Act 1991 and the Digital Signature Act 1997 were taken over by the Communications and Multimedia Act 1998 on 1 November 2001. Under the Communications and Multimedia Act 1998, 10 national policy objectives were set forth for the local communications and multimedia industry to form basis for the new regulatory framework which include economic, technical, consumer protection and social regulations. These 10 national policy objectives are:

- 1) To establish Malaysia as a major global centre and hub for communications and multimedia information and content services;
- 2) To promote a civil society where information-based services will provide the basis of continuing enhancements to quality of work and life;
- 3) To grow and nurture local information resources and cultural representation that facilitate the national identity and global diversity;
- 4) To regulate for the long-term benefit of the end user;

7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT (cont'd)



- 5) To promote a high level of consumer confidence in service delivery from the industry;
- 6) To ensure an equitable provision of affordable services over ubiquitous national infrastructure;
- 7) To create a robust applications environment for end users;
- 8) To facilitate the efficient allocation of resources such as skilled labour, capital, knowledge and national assets;
- 9) To promote the development of capabilities and skills within Malaysia's convergence industries; and
- 10) To ensure information security and network reliability and integrity.

Mandatory Standards for the Provision of Mobile Content Services

The Mandatory Standards for the Provision of Mobile Content Services is a set of standards which provides direction and clear practices that safeguard consumer interests. Powered by the Communications and Multimedia Act 1998, it outlines the standards on several criteria in the mobile content and solutions market which include:

- a) Acquisition or subscription of mobile content and solutions;
- b) Subscription-based services and termination of services
- c) Keywords
- d) Provision of information of mobile content and solutions;
- e) Promotion of mobile content and solutions via television, print media and radio;
- f) Marketing message or advertisement via SMS;
- g) Shortcode;
- h) Customer service; and
- i) Chat services, contest services and donation

Communications and Multimedia (Licensing) Regulations 2000

The Communications and Multimedia (Licensing) Regulations 2000 is powered by Communications and Multimedia Act 1998 to set out the regulations of the ICT industry. Under the mentioned regulation, an application service provider class

7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT (cont'd)



licence may be applied by a person who provides any or all of the following application service:

- a) PSTN telephony;
- b) Public cellular services;
- c) IP telephony;
- d) Public payphone services;
- e) Public switched data service;
- f) Audio text hosting service provided on an opt-in basis;
- g) Directory services;
- h) Internet access services;
- i) Messaging services; or
- j) Such other applications service which are not exempted under the Act or not listed in this subregulation

10.2 Malaysian Communications and Multimedia Commission Act 1998

The MCMC is the regulatory body for the ICT industry in Malaysia. It was created under the Malaysian Communications and Multimedia Commission 1998 to promote the above Malaysian Government's national policy objectives and oversee the new regulatory framework for the converging industries of telecommunications, broadcasting and online activities. Examples of the new regulatory framework for the ICT industry in Malaysia are depicted in Figure 11.

7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT (cont'd)

Figure 11: Examples of New Regulatory Framework for the ICT Industry in Malaysia

Regulation	Examples of Framework
Consumer	<ul style="list-style-type: none"> • Emphasises the empowerment of consumers • Ensures adequate protection measures in areas such as affordability of services, dispute resolution and service availability
Economic	<ul style="list-style-type: none"> • Promotion of competition • Prohibition of anti-competitive conduct • Development and enforcement of access codes and standards • Licencing, enforcement of licence conditions for network and application providers and ensuring compliance to rules and performance or service quality
Social	<ul style="list-style-type: none"> • Content development • Content regulation such as prohibition of offensive content • Public education on content-related issues
Technical	<ul style="list-style-type: none"> • Efficient frequency spectrum assignment • Development and enforcement of technical codes and standards • Administration of numbering and electronic addressing

Source: MCMC

Meanwhile, the power and functions of the MCMC as provided by the Malaysian Communications and Multimedia Commission Act 1998 include the following:

- 1) To advise the Minister on all matters concerning the national policy objectives for communications and multimedia activities;
- 2) To implement and enforce the provisions of the communications and multimedia laws;
- 3) To regulate all matters relating to communications and multimedia activities not provided for in the communications and multimedia laws;
- 4) To consider and recommend reforms to the communications and multimedia laws;
- 5) To supervise and monitor communications and multimedia activities;
- 6) To encourage and promote the development of the communications and multimedia industry including in the area of research and training;
- 7) To encourage and promote self-regulation in the communications and multimedia industry;

7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT (cont'd)



- 8) To promote and maintain the integrity of all persons licenced or otherwise authorised under the communications and multimedia laws;
- 9) To render assistance in any form to, and to promote co-operation and co-ordination amongst, persons engaged in communications and multimedia activities; and
- 10) To carry out any function under any written law as may be prescribed by the Minister by notification published in the Gazette.

10.3 General Consumer Code of Practice for the Communications and Multimedia Industry Malaysia

General Consumer Code of Practise for the Communications and Multimedia Industry Malaysia outlines the general requirements for all types of advertising in Malaysia. The objectives of the mentioned code are to provide a model procedure for:

- 1) Reasonably meeting consumer requirements;
- 2) The handling of customer complaints and disputes;
- 3) The creation of an inexpensive mediation or process other than the court and procedures for compensation of the customers in case of breach of the consumer code;
- 4) The protection of consumer information;
- 5) To endeavour to achieve the relevant national policy objectives of the Communication and Multimedia Act 1998;
- 6) To provide benchmarks for the communications and multimedia service providers for the benefit of consumers;
- 7) To promote a high level of consumer confidence in service delivery from the industry;
- 8) To provide guidelines for self-regulation among the industry

7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT (cont'd)



10.4 Multimedia Super Corridor ("MSC")-Malaysia Status

MSC-Malaysia status is granted to companies operate under any of the three main clusters i.e. software and e-solutions, shared services and outsourcing, and creative multimedia. A company must meet five qualifying criteria to obtain MSC-Malaysia status i.e.:

- 1) Be a provider or heavy user of information technology and multimedia products and services;
- 2) Employ a substantial number of knowledge-workers;
- 3) Have a strong value proposition, specifying how its operations can contribute to the development of MSC-Malaysia and the country as a whole;
- 4) Establish a separate legal entity for its MSC-qualifying activities; and
- 5) Comply with the country's environmental guidelines

A MSC-Malaysia status company enjoys the 10 Bill of Guarantees, including:-

- 1) World-class physical and information infrastructure;
- 2) Unrestricted employment of local and foreign knowledge-workers;
- 3) Freedom of ownership or no equity restriction;
- 4) Freedom to source for capital globally;
- 5) Competitive financial incentives, which include income tax exemption of up to 10 years or investment tax allowance and duty free imports of multimedia equipment;
- 6) Intellectual property protection;
- 7) Uncensored Internet;
- 8) Globally competitive telecommunications tariffs;
- 9) Ability to tender for MSC-Malaysia infrastructure contracts if use MSC-Malaysia as the company's regional hub; and
- 10) Has the support of Multimedia Development Corporation as an effective one-stop agency

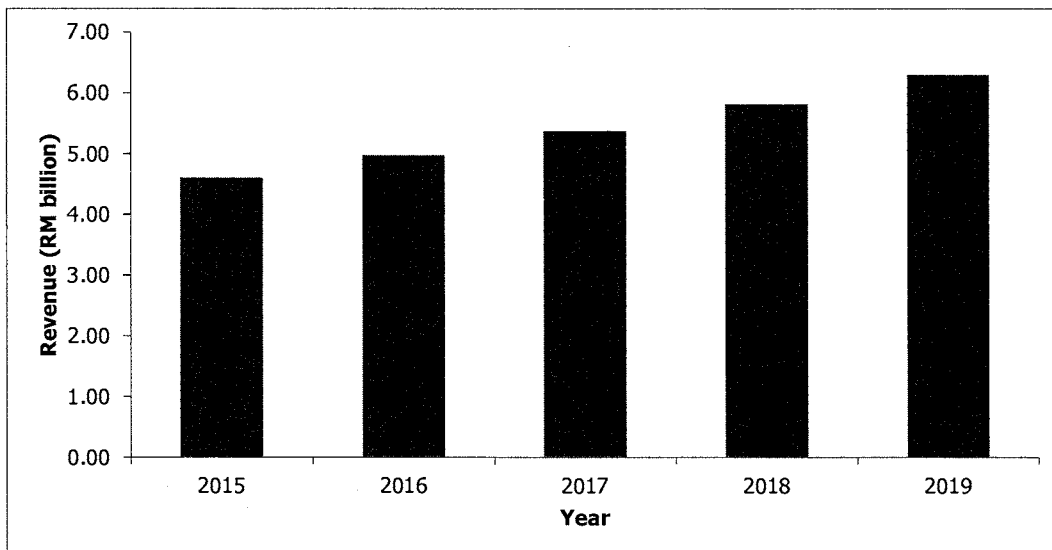
7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT (cont'd)



11.0 Prospects and Outlook of the Mobile Content and Solutions Market in Malaysia

The mobile content and solutions market in Malaysia was valued at RM4.18 billion in 2014.

Figure 12: Forecast Market Size (Revenue) of the Mobile Content and Solutions Market in Malaysia, 2015-2019



Source: Protégé Associates

The positive outlook on the demand for mobile content and solutions in Malaysia stems mainly from the increasing cellular telephone subscription and penetration rate, replacement of physical functions with virtual possibilities and the growing usage of mobile content and solutions. As at end of the third quarter of 2014, total number of cellular telephone subscriptions stood at 43.7 million and this is expected to continue increasing in the near future. In addition, the rise of the Internet era has led to the growing penetration in mobile shopping and banking which has spurred the need for rich mobile content and solution services. This trend is also expected to continue into the near future as well. However, the emergence of data mobile applications or content may dampen the growth of the mobile content and solutions market. On the supply side, the industry is expected to be boosted by further collaboration with MNOs and the government's support towards E-payment.

In terms of the market as a whole, Protégé Associates expects the mobile content and solutions market in Malaysia to grow at a steady pace. While there are issues such as the emergence of data or bandwidth-intensive mobile applications and downward pressure on profit sharing among market players that may hamper growth, government support and the rapid development in the industry indicate positive expansion in the short to medium term.

7. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT (cont'd)



The market is projected to continue growing for the 2014-2019 period at a CAGR of 8.4 percent. The market size (revenue) is expected to reach RM6.29 billion in 2019.

Protégé Associates has prepared this report in an independent and objective manner and has taken adequate care to ensure the accuracy and completeness of the information. We believe that this overview presents a true and fair view of the industry within the boundaries and limitations of secondary statistics, primary research and continued industry movements. Our research has been conducted to present a view of the overall industry and may not necessarily reflect the performance of individual companies in this industry. We are not responsible for the decisions and/ or actions of the readers of this write-up. This write-up should also not be considered as a recommendation to buy or not to buy the shares of any company or companies.

Thank you.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Seow Cheow Seng". The signature is stylized and somewhat abstract, with a large loop at the beginning and a long horizontal stroke at the end.

SEOW CHEOW SENG
Managing Director
Protégé Associates Sdn. Bhd.

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT**8.1 PROMOTERS****8.1.1 Particulars and shareholdings**

The shareholdings of our Promoters before and after our IPO are as follows:

Name	Nationality/ Place of Incorporation	Before IPO		After IPO	
		Direct	Indirect	Direct	Indirect
		No. of Shares	%	No. of Shares	%
Promoters and substantial shareholders					
SCSB	Malaysia	100,076,440	67.38	100,076,440	50.04
Datuk Noor Azrin bin Mohd Noor	Malaysian	8,856,560	5.96	100,076,440 ⁽¹⁾	67.38
				8,856,560	4.43
				100,076,440 ⁽¹⁾	50.04

Note:

(1) Deemed interested by virtue of his substantial interest in SCSB, pursuant to Section 6A of the Act.

Except as set out above, we are not aware of any other person(s) who directly or indirectly, jointly or severally, exercise control over us.

[THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

8.1.2 Profile of Promoters

- (i) **SCSB**, a Malaysian-incorporated company is a Promoter and substantial shareholder of our Group.

SCSB was incorporated under the Act on 29 November 2002 as a private limited company. SCSB is principally an investment holding company whilst the principal activities of its subsidiaries are set out below.

As at the LPD, the authorised share capital of SCSB is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each ("**SCSB Shares**"). The issued and paid-up share capital of SCSB is RM1,000,000 comprising 1,000,000 SCSB Shares.

The shareholders of SCSB and their shareholding are as follows:

Name	Nationality	Direct		Indirect	
		No. of shares	%	No. of shares	%
Datuk Noor Azrin bin Mohd Noor	Malaysian	999,999	99.99	1 ^(a)	0.01
Datin Noraida Binti Saludin	Malaysian	1	0.01	999,999 ^(b)	99.99

Notes:

(a) Deemed interested by virtue of his spouse, Datin Noraida Binti Saludin's interest.

(b) Deemed interested by virtue of her spouse, Datuk Noor Azrin bin Mohd Noor's interest.

The directors of SCSB are Datuk Noor Azrin bin Mohd Noor and Noor Syafiroz bin Mohd Noor, who is the sibling of Datuk Noor Azrin bin Mohd Noor.

The subsidiaries of SCSB and their principal activities are set out below:

Name of Subsidiary	Effective equity interest	Principal activities
Trinini Media Sdn Bhd	100	Media and Content (temporarily ceased)
Mobtvate Sdn Bhd	100	Information systems and technologies consultants to provide services and support to Multimedia Super Corridor and other related services
Mediaplay Corporation Sdn Bhd	100	Distribution of television programmes and rights
SASC	100	Provision of the AS-SIDQ system which is a Tawarruq commodity trading system that utilizes prepaid mobile airtime credit as the traded commodity and is used by financial services companies to market, identify and approve personal Islamic financing
Localsimkad.com Sdn Bhd	93.9	Trading of product related to telecommunication industry
Clicks Network Sdn Bhd	70	Supply electrical items for cable system, distribution of television programme and rights, and related products and services
Quartalisha Inc Sdn Bhd	100	Media and Content (temporarily ceased)

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

- (ii) **Datuk Noor Azrin bin Mohd Noor**, Malaysian, aged 45, is a Promoter, substantial shareholder and was appointed to our Board as Managing Director on 25 July 2014.

Datuk Noor Azrin bin Mohd Noor, is the founder of our Group and was appointed as Managing Director of Sedania Innovator on 25 July 2014. He graduated with a Bachelor of Law (Hons) from the University of Wolverhampton, United Kingdom in 1994. He has more than twenty (20) years of working experience, with seventeen (17) years in media and telecommunication industry and the remainder in legal and corporate banking.

Datuk Noor Azrin bin Mohd Noor commenced his career in 1992 with HMJ Shaharom & KS Wee as a legal executive and subsequently joined D&C Bank as a Corporate Banking Officer in 1993. From 1995 to 2000, Datuk Noor Azrin bin Mohd Noor was attached to Astro as the Head of Entertainment and Sports wherein he gained the knowledge and exposure in managing intellectual properties such as the "Roda Impian" show, MTV Music Television Lip Service, Association of Independent Music Awards, and Recording Industry Association of Malaysia Chart Show, amongst others. In 1997, he was involved in the setting up of Malaysia's first sports channel, Astro Super Sport and delivering the English Premier League, Italian Serie A, World Cup 1998 as well as the Commonwealth Games 1998 to the Malaysian viewers. In 2000, he left Astro and founded a private company, where he was involved in bringing live football matches such as the European Champions League, UEFA Cup and UEFA SuperCup through "Free to Air" stations to the Malaysian viewers. He had also produced popular games shows such as Who Wants to be a Millionaire, Hugo and Famili Ceria in Malaysia. In addition, he was involved in securing landmark sports events, including FIFA World Cup, Euro Championship and Confederations Cup for Malaysian viewers.

In 2004, he established IDOTTV (formerly known as Illusionsdottv Sdn Bhd), as a media content company. The first major breakthrough came when he secured the first ATS contract with Celcom, paving the way for IDOTTV to be a platform and service enabler. He is responsible for leading our management team and oversees the product innovation and intellectual property development as well as the overall business and marketing direction of the Company.

Datuk Noor Azrin bin Mohd Noor was awarded the Top Nominee Master Category of the Ernst & Young Entrepreneur of the Year in 2011 as well as the Global Leadership Award in the Technology Sector organised by the Leaders International in 2012. In 2014, he won the Asia Pacific Entrepreneurship Award in the Outstanding Category and also created and produced "The Band", his own reality television format.

Presently, he holds directorships in several private companies.

Datuk Noor Azrin bin Mohd Noor and Noor Syafiroz bin Mohd Noor, the Executive Director of our Group are siblings.

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

8.2 SUBSTANTIAL SHAREHOLDERS

8.2.1 Particulars and shareholdings

The shareholdings of our substantial shareholders before and after our IPO are as follows:

Name	Nationality/Place of Incorporation	Before IPO			After IPO		
		Direct	Indirect	%	Direct	Indirect	%
		No. of Shares	No. of Shares	%	No. of Shares	No. of Shares	%
Substantial shareholders							
SCSB	Malaysia	100,076,440	-	67.38	100,076,440	-	50.04
Datuk Noor Azrin bin Mohd Noor	Malaysian	8,856,560	100,076,440 ⁽¹⁾	5.96	8,856,560	100,076,440 ⁽¹⁾	4.43
MAM PE Asia Fund I	Malaysia	25,000,000	-	16.83	25,000,000	-	12.50
Maybank Asset Management Group	Malaysia	-	25,000,000 ⁽²⁾	-	-	25,000,000 ⁽²⁾	-
Malayan Banking Berhad	Malaysia	-	25,000,000 ⁽³⁾	-	-	25,000,000 ⁽³⁾	-
							12.50
							12.50

Notes:

- (1) Deemed interested by virtue of his substantial interest in SCSB, pursuant to Section 6A of the Act.
- (2) Deemed interested by virtue of its substantial interest in MAM PE Asia Fund I, pursuant to Section 6A of the Act.
- (3) Deemed interested by virtue of its substantial interest in Maybank Asset Management Group, pursuant to Section 6A of the Act.

[THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

8.2.2 Profile of Substantial Shareholders

- (i) The profile of SCSB is set out under Section 8.1.2 of this Prospectus.
- (ii) The profile of Datuk Noor Azrin bin Mohd Noor is set out under Section 8.1.2 of this Prospectus.
- (iii) **MAM PE Asia Fund I**, a partnership incorporated in Labuan, Malaysia is a substantial shareholder of our Group.

MAM PE Asia Fund I was incorporated under the Labuan Limited Partnerships and Limited Liability Partnerships Act 2010 on 17 June 2014 as a limited liability partnership. The principal activities of MAM PE Asia Fund I are investment activities. As at the LPD, the total capital commitment of MAM PE Asia I Fund is USD45.70 million.

The particulars of MAM PE Asia Fund I's substantial limited partner and designated partner and their respective capital commitments are set out below:

Partners	Place of Incorporation	Direct Capital Commitment		Indirect Capital Commitment	
			%		%
Maybank Asset Management Group Berhad/ Limited Partner ⁽¹⁾	Malaysia	RM 150 million equivalent in USD (i.e. USD45.7 million)	99.99	-	-
MAM DP Ltd/ Designated Partner ⁽²⁾	Labuan, Malaysia	USD1.00	*	-	-

Notes:

* Negligible

- (1) A limited partner contributes capital to the partnership but does not participate in the daily operations of the partnership. The limited partner shall not be liable as a general partner unless the limited partner participates in the management of the limited partnership.
- (2) A designated partner shall have management control; share the right to use partnership property; share the profits of the firm in predefined proportions; and have joint and several liabilities for the debts of the partnership.

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

- (iv) **Maybank Asset Management Group**, formerly known as Aseamlease Berhad, a Malaysian-incorporated company, is a substantial shareholder of our Group by virtue of its substantial interest in MAM PE Asia Fund I.

Maybank Asset Management Group was incorporated in Malaysia under the Act on 9 September 1983 as a public limited company. It is principally an investment holding company. As at the LPD, the authorised share capital of Maybank Asset Management Group is RM25,000,000 comprising 25,000,000 ordinary shares of RM1.00 each. The issued and paid-up share capital of Maybank Asset Management Group is RM20,032,003 comprising 20,032,003 ordinary shares of RM1.00 each.

The particulars of Maybank Asset Management Group's substantial shareholder and its shareholding are set out below:

Substantial shareholders	Place of Incorporation	Direct No. of shares	%	Indirect No. of shares	%
Malayan Banking Berhad	Malaysia	20,032,003	100	-	-

The particulars of the directors of Maybank Asset Management Group and their respective shareholdings are set out below:

Directors	Designation	Direct No. of shares	%	Indirect No. of shares	%
Datuk Mohaiyani binti Shamsudin	Director	-	-	-	-
Datuk Karownikaran@ Karunikaran a/l Ramasamy	Director	-	-	-	-
Loh Lee Soon	Director	-	-	-	-
Dato' Azian binti Mohd Noh	Director	-	-	-	-

- (v) **Malayan Banking Berhad**, a Malaysian-incorporated company is a substantial shareholder of our Group by virtue of its substantial interest in Maybank Asset Management Group.

Malayan Banking Berhad was incorporated in Malaysia under the Act on 31 May 1960 and was listed on the Kuala Lumpur Stock Exchange (now known as Bursa Securities) on 17 February 1962. Malayan Banking Berhad is principally engaged in all aspects of commercial banking and related financial services whilst its subsidiaries are principally engaged in the businesses of banking and finance, Islamic banking, investment banking including stock broking, underwriting of general and life insurance, general and family takaful, trustee and nominee services and asset management.

As at the LPD, the authorised share capital of Malayan Banking Berhad is RM15,000,000,000 comprising 15,000,000,000 ordinary shares of RM1.00 each. The issued and paid-up share capital of Malayan Banking Berhad is RM9,327,692,164 comprising 9,327,692,164 ordinary shares of RM1.00 each.

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

The particulars of Malayan Banking Berhad's substantial shareholders and their respective shareholdings as at the LPD are set out below:

Substantial shareholders	Place of Incorporation	Direct No. of shares	%
AmanahRaya Trustees Berhad (Beneficial Owner: Skim Amanah Saham Bumiputera ("ASB"))	Malaysia	3,541,785,584	38.0
Citigroup Nominees (Tempatan) Sdn Bhd (Beneficial Owner: Employees Provident Fund Board ("EPF"))	Malaysia	1,171,006,843	12.6
Permodalan Nasional Berhad ("PNB")	Malaysia	534,464,212	5.7

ASB

ASB is a unit trust fund constituted pursuant to a deed dated 21 October 1989 ("Deed"). ASB is managed by PNB (as its investment manager) and its investment objective is to invest the funds derived from its unit holders in generating long term, consistent and competitive returns to its unit holders whilst ensuring the preservation of capital at minimal risk tolerance level. The investment policy of ASB is to invest in diversified portfolio of listed securities, primarily on Bursa Securities, unlisted Securities, fixed income and money market instruments as well as other capital market instruments such as structures products and derivatives.

In accordance with Clause 38(2) of its Deed and Clause 8.47 of the Guidelines on Unit Trust Funds issued by the SC, ASB (as a unit trust fund) is not allowed to exercise its voting rights at any election for the appointment of a director of an investee company unless with the sanction by its unit holders by way of an ordinary resolution. ASB is also not involved in the day-to-day management of an investee company in which it invests.

EPF

EPF is the social security institution established under the Employees Provident Fund Act, 1991 (Act 452), which provides retirement benefits for its members through management of their savings in an efficient and reliable manner. The members of EPF are the private and non-pensionable public-sector employees.

The principal activities of EPF are to receive and collect contributions, to meet all withdrawals of savings and other benefits to members or their beneficiaries upon satisfaction of any condition for withdrawals, and to invest the monies in the fund for the benefit of its members. EPF has investments in various asset classes namely equities, Malaysian Government Securities, loans and bonds, real estate and infrastructure. EPF is not involved in the day-to-day management of its investee companies.

PNB

PNB was incorporated in Malaysia on 17 March 1978 under the Act.

PNB is principally involved in the acquisition and holding of shares to promote greater ownership of share capital in the corporate sector in Malaysia. The principal activities of the PNB group consist of investment holding, management of property, Real Estate Investment Trusts and Unit Trust Funds, providing management consulting services, acting as investment agent and portfolio manager, and providing equity financing to companies.

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

As at the LPD, the directors of Malayan Banking Berhad are as follows:

- Tan Sri Dato' Megat Zaharuddin bin Megat Mohd Nor
- Dato' Mohd Salleh bin Hj Harun
- Datuk Abdul Farid bin Alias
- Tan Sri Datuk Dr Hadenan bin A. Jalil
- Dato' Seri Ismail Shahudin
- Dato' Dr Tan Tat Wai
- Cheah Teik Seng
- Dato' Johan bin Ariffin
- Datuk Mohaiyani binti Shamsudin
- Erry Riyana Hardjapamekas
- Datuk Karownakaran@ Karunakaran a/l Ramasamy
- Cheng Kee Chek

[THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

8.3 CHANGES IN THE PROMOTERS' AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS IN OUR COMPANY

Save as disclosed below, there has been no change in the shareholdings of our Promoters and/or substantial shareholders in our Company since incorporation:

Name	Date of Acquisition/(Disposal)	Direct		Indirect		Cumulative No. of Shares
		No. of Shares Acquired/(Disposed)	Cumulative No. of Shares	No. of Shares Acquired/(Disposed)	Cumulative No. of Shares	
Promoters and substantial shareholders						
SCSB	24.07.2014	200	200	-	-	-
	24.07.2014	118,826,240	118,826,440	-	-	-
	(19.09.2014)	(18,750,000) ⁽¹⁾	100,076,440	-	-	-
Datuk Noor Azrin bin Mohd Noor	24.07.2014	-	-	200 ⁽²⁾	200 ⁽²⁾	200 ⁽²⁾
	24.07.2014	29,706,560	29,706,560	118,826,240	118,826,440	118,826,440
	(19.09.2014)	(20,850,000) ⁽¹⁾	8,856,560	(18,750,000) ⁽¹⁾	100,076,440	100,076,440
Substantial shareholders						
Mohammad Fairuz bin Rosli ⁽³⁾	18.12.2013	1	1	-	-	-
	22.07.2014	9	10	-	-	-
	22.07.2014	-	100 ⁽⁴⁾	-	-	-
	(24.07.2014)	(100)	-	-	-	-
Muhammad Shazwan bin Saludin ⁽³⁾	18.12.2013	1	1	-	-	-
	22.07.2014	9	10	-	-	-
	22.07.2014	-	100 ⁽⁴⁾	-	-	-
	(24.07.2014)	(100)	-	-	-	-
MAM PE Asia Fund I	19.09.2014	25,000,000	25,000,000	-	-	-
Maybank Asset Management Group	19.09.2014	-	-	25,000,000 ⁽⁵⁾	25,000,000 ⁽⁵⁾	25,000,000 ⁽⁵⁾
Malayan Banking Berhad	19.09.2014	-	-	25,000,000 ⁽⁶⁾	25,000,000 ⁽⁶⁾	25,000,000 ⁽⁶⁾

Notes:

- (1) Pursuant to the disposal of their Shares to MAM PE Asia Fund I and other individual and institutional investors.
- (2) Deemed interested by virtue of his substantial interest in SCSB, pursuant to Section 6A of the Act.
- (3) Ceased to be substantial shareholders on 24 July 2014.
- (4) Pursuant to the sub-division of the Shares from one (1) share of RM1.00 each to ten (10) Shares.
- (5) Deemed interested by virtue of its substantial interest in MAM PE Asia Fund I, pursuant to Section 6A of the Act.
- (6) Deemed interested by virtue of its substantial interest in Maybank Asset Management Group, pursuant to Section 6A of the Act.

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (*cont'd*)

8.4 BOARD OF DIRECTORS

8.4.1 Profile of Directors

- (i) **Y. Bhg. Tan Sri Abdul Halim bin Ali**, Malaysian, aged 71, was appointed to our Board as Independent Non-Executive Chairman on 25 July 2014.

He graduated from the University of Malaya, with a Bachelor of Arts (Honours) in History in 1965. He has almost forty-eight (48) years of working experience, mostly in the Malaysian Civil Service and Malaysian Diplomatic Services.

Upon graduation, he joined the Ministry of Foreign Affairs in 1966, where he held several domestic and overseas postings until his appointment in 1979, as the Malaysia Deputy Permanent Representative to the United Nations. From 1982 to 1985, he was the Malaysian Ambassador to Vietnam and subsequently he was appointed as Deputy Secretary General III (Administration) of the Ministry of Foreign Affairs in Malaysia. He then served as the Malaysian Ambassador to Austria from 1988 to 1991. From 1991 until 1996, he was the Deputy Secretary General I (Political Affairs) until his promotion in 1996 to Secretary General of the Ministry of Foreign Affairs. In September 1996, he was appointed as the Chief Secretary to the Government of Malaysia until his retirement in 2001. After his retirement, he was appointed as the Chairman of the Employees Provident Fund until January 2007.

He holds directorships in MBSB, Petron Malaysia Refining & Marketing Berhad, IJM Corporation Berhad and several private companies.

- (ii) **Datuk Noor Azrin bin Mohd Noor**

The profile of Datuk Noor Azrin bin Mohd Noor is set out under Section 8.1.2 of this Prospectus.

- (iii) **Noor Syafiroz bin Mohd Noor**, Malaysian, aged 38, was appointed to our Board as our Executive Director on 25 July 2014.

He graduated in 1998 from La Trobe University, Australia with a Bachelor of Commerce. He has over four (4) years audit experience and over twelve (12) years of working experience in business and business management.

He started his career with Messrs. Ernst and Young in 1998 as an auditor. Subsequently in 2002, he left and joined Silacom Sdn Bhd as General Manager. At Silacom Sdn Bhd, he was involved in securing intellectual property rights of contents and sport events, which included, amongst others, the rights for the World Badminton Championship in 2004. In 2005, he joined SCSB as the General Manager for business management group where he was involved in acquiring content rights for Internet Protocol television platforms. He was subsequently promoted to Director of Operations in 2006. He has held various positions within the SCSB group serving as Executive Director of IDOTTV from 2004 onwards and CEO of IDOTTV from 2008 to 2010. Between 2011 and 2012, he was also appointed as the CEO of SASC, a subsidiary of SCSB. As Executive Director, he oversees the day to day operations such as finance, human resource and administrative functions. He also oversees the implementation of the product development, business and marketing strategies led by the Managing Director.

He holds directorships in several private companies.

Noor Syafiroz bin Mohd Noor and Datuk Noor Azrin bin Mohd Noor, the Managing Director of our Group, are siblings.

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

- (iv) **Y. Bhg. Tan Sri Nuraizah binti Abdul Hamid**, Malaysian, aged 71, was appointed to our Board as Independent Non-Executive Director on 21 January 2015.

She graduated from the University of Malaya with a Bachelor of Arts (Hons) majoring in History in 1967 and a Masters of Public Administration in 1975 from The American University in Washington D.C, USA.

Y. Bhg. Tan Sri Nuraizah binti Abdul Hamid has a total of thirty six (36) years of experience in the public sector starting as Assistant Secretary to the Cabinet Division in the Prime Minister's Department in 1967. In 1970, she became the Assistant Director in the Implementation Coordination Unit of the Prime Minister's Department. From 1976 to 1979 she was appointed as the Principal Assistant Secretary and Under Secretary for the Planning and Development Division in the Ministry of Agriculture and Rural Development. In 1980, she was seconded to the Economic and Social Commission for Asia and the Pacific, Bangkok to serve as a Programme Officer in its Development Planning Division. From 1981 to 1989, she served as Deputy Director (Establishment) 2 in the Public Service Department and then as Director of the Salaries and Allowances Division in the Public Service Department from 1989 to 1991. From 1992 to 1996, she was appointed as Deputy Secretary-General 1 in the Ministry of Education. Subsequently, from 1996 to 1998, she was the Secretary General in the Ministry of Energy, Telecommunication and Posts. She then served as Secretary General in the Ministry of Energy, Communications and Multimedia from 1999 to 2000. From the year 2000 to 2003 she served as Chairman of MCMC. In December 2010, she was appointed as Pro-Chancellor for the Universiti Teknologi MARA, Malaysia and from September 2011, she has been a member of the Advisory Council for National Institute of Public Administration in the Public Service Department.

She holds directorships in several private companies.

- (v) **Datuk Syed Izuan bin Syed Kamarulbahrin**, Malaysian, aged 45, was appointed to our Board as Independent Non-Executive Director on 21 January 2015.

He completed his Association of Chartered Certified Accountants with Emile Woolf College of Accountancy, London in 1992. He is a Chartered Accountant by profession and a Member of the Malaysian Institute of Certified Public Accountants and the Malaysian Institute of Accountants. He has over twenty (20) years of working experience in accounting and corporate advisory.

He started his career with Price Waterhouse in 1993 an accounting firm carrying out statutory audit on private limited and public limited companies. In 1996 he joined Malaysian Resources Corporation Berhad, a public listed company as an Assistant Manager handling business development and corporate affairs. In 1998, he joined Sapura Holdings Sdn Bhd, a company involved in telecommunication, information technology, automotive and oil and gas sectors and in 2003, was appointed as a non-executive director of Sapura Resources Berhad, an investment holding and property investment company. In 2006, he joined Tradewinds Plantation Berhad as the Chief Financial Officer. Subsequently, in 2007, he joined Kuwait Finance House (Malaysia) Berhad as the Head of International Business, where he was responsible for deal origination and investment management. From October 2010 to December 2011, he was the Chief Executive Officer of Global Carriers Berhad a shipping company, listed on the Main Market of Bursa Securities where he was responsible for the overall management of the group. Currently, he is attached to the Weststar group, a Malaysian company with business interests in the automotive, aviation, construction, defence and engineering sectors, as the Financial Adviser to the group's Executive Chairman. In 2013, he was appointed as an independent director of Evergreen Fibreboard Berhad, a company listed on the Main Market of Bursa Securities; he has since resigned from his position in July 2014.

He holds directorships in several private companies.

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

- (vi) **Koh Eu-Jin**, Malaysian, aged 38, was appointed to our Board as Non-Independent Non-Executive Director on 21 January 2015.

He graduated in 2000 from the University of Technology, Sydney with a Bachelor of Business. He is a Chartered Accountant with the Institute of Chartered Accountants in Australia and a Chartered Accountant with the Malaysian Institute of Accountants. He has over three (3) years of working experience in accounting, three (3) years in corporate finance and eight (8) years in private equity.

He started his career with Messrs Arthur Andersen & Co. in 2000 as an Associate and was subsequently promoted to Senior Associate in 2002. In 2003, he joined ECM Libra Capital Sdn Bhd as an Associate of Corporate Finance and was subsequently promoted to Director of Corporate Finance in 2006. In the same year, he went on to join Navis Management Sdn Bhd as an Investment Manager and was subsequently promoted to Investment Director in 2008. In 2012, he joined Maybank Private Equity Sdn Bhd as Chief Investment Officer.

He holds directorships in several private companies.

Koh Eu-Jin is the representative and nominated director of MAM PE Asia Fund I on our Board.

[THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

8.4.2 Shareholdings of Directors

The shareholdings of our Directors in our Company before and after our IPO are as follows:

Name	Designation/Nationality	Before IPO			After IPO		
		Direct No. of Shares	Indirect No. of Shares	%	Direct No. of Shares	Indirect No. of Shares	%
Y. Bhg. Tan Sri Abdul Halim bin Ali	Independent Non-Executive Chairman	-	-	-	100,000 ⁽²⁾	-	*
Datuk Noor Azrin bin Mohd Noor	Managing Director	8,856,560	100,076,440 ⁽¹⁾	67.38	8,856,560	100,076,440 ⁽¹⁾	4.43
Noor Syaifroz bin Mohd Noor	Executive Director	-	-	-	100,000 ⁽²⁾	-	*
Y. Bhg. Tan Sri Nuraizah binti Abdul Hamid	Independent Non-Executive Director	-	-	-	100,000 ⁽²⁾	-	*
Datuk Syed Izuan bin Syed Kamarulbahrin	Independent Non-Executive Director	-	-	-	100,000 ⁽²⁾	-	*
Koh Eu-Jin	Non-Independent Non-Executive Director	-	-	-	-	-	-

Notes:

* Negligible

(1) Deemed interested by virtue of his substantial interest in SCSB, pursuant to Section 6A of the Act.

(2) Assuming full subscription of their respective allocations under the Pink Form Tranche of the Public Issue as set out under Section 3.1.1(ii) of this Prospectus.

[THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

8.4.3 Directorships and business activities performed outside our Group

Save as disclosed below, none of our Directors have any directorships and/or business activities performed outside our Group for the past five (5) years prior to the LPD:

Name	Company	Principal Activities	Designation	Date Appointed/ (Resigned)	As at the LPD			
					Direct	Indirect		
					No. of shares	%	No. of shares	%
Y. Bhg. Tan Sri Abdul Halim bin Ali	Buzznet Sdn Bhd	Provision of design and application of e-business solutions	Director/ Shareholder	11.06.2001 (02.01.2015)	172,000	10.51	-	-
	Cyberview Sdn Bhd	Monitoring and ensuring the proper implementation of Cyberjaya flagship zone development undertaken by the main developer, Setia Haruman Sdn Bhd. The company also acquires land for the purpose of property investment and property development.	Director	29.06.2005 (26.06.2013)	-	-	-	-
	Gapurna Builders Sdn Bhd	Acquiring and dealing in land and property	Director	21.06.2011	-	-	-	-
	Gapurna Land Sdn Bhd	Construction and development of properties	Director	21.06.2011	-	-	-	-
	GB3 Sdn Bhd	Design, construction, operation and maintenance of a combined cycle power plant, generation and sale of electrical energy and generating capacity of the power plant	Director	08.03.2004 (31.12.2011)	-	-	-	-
	Institut Sultan Iskandar	Research and consultancy on sustainable development	Director	01.04.2003	-	-	-	-
	Kwasa Sentral Sdn Bhd	Property development	Director	03.10.2014	-	-	-	-
	Multimedia Development Corporation Sdn Bhd	Engaged in coordinating the implementation of the multimedia super corridor and investment holding	Director	16.06.2003	-	-	-	-
	Nusa Gapurna Development Sdn Bhd	Property and investment holdings	Director	21.06.2011 (18.11.2014)	-	-	-	-
	PJ Sentral Development Sdn Bhd	Dealing in land, properties and other development related activities	Director	21.06.2011	-	-	-	-

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Company	Principal Activities	Designation	Date Appointed/ (Resigned)	As at the LPD			
					Direct	Indirect		
					No. of shares	%	No. of shares	%
	Puncak Wangi Sdn Bhd	Construction and development of properties	Director	21.06.2011	-	-	-	-
	Segari Energy Ventures Sdn Bhd	Design, construction, operation and maintenance of a combined cycle power plant, generation and sale of electrical energy and generating capacity of the power plant	Director	10.09.2001 (31.12.2011)	-	-	-	-
	Sistem Transit Aliran Ringan Sdn Bhd	Design, planning, construction and operation of a light rail transit system in KL	Director	16.08.2001	-	-	-	-
	Teknik Janakuasa Sdn Bhd	Investment holding	Director	10.09.2001 (31.12.2011)	-	-	-	-
	UTMSPACE	To conduct quality professional and education programmes	Director	28.01.2011	-	-	-	-
	Yayasan Universiti Teknologi Malaysia	Provision of scholarships and financial assistance to Universiti Teknologi Malaysia students	Director	07.06.2003	-	-	-	-
Public Corporations	Badan Pengawas Pemegang Saham Minoriti Berhad	Promoting corporate governance in companies through shareholder activism acting in the interest of the minority shareholders as an integral part to the development of the capital market	Director	10.04.2001 (03.04.2013)	-	-	-	-
	IJM Corporation Berhad	Construction, property development, manufacturing and quarrying, hotel operations, port operations, toll-way operations, plantations and investment holding	Director	25.04.2007	-	-	-	-
	LCL Corporation Berhad	Investment holding and provision of management services	Director	04.11.2003 (13.11.2009)	-	-	-	-
	Malakoff Corporation Berhad	Investment holding activities	Director	24.05.2007 (31.12.2011)	-	-	-	-
	MBSB	Investment holding, money market activities, provision of financing, advancing and financial guarantees on a secured and unsecured basis, which includes Islamic financing and other related financial activities	Director	22.06.2001	-	-	-	-

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Company	Principal Activities	Designation	Date Appointed/ (Resigned)	As at the LPD			
					Direct	Indirect		
					No. of shares	%	No. of shares	%
	Petron Malaysia Refining & Marketing Berhad	Marketing of petroleum and related products, refining of crude oil and manufacturing of petroleum and related product	Director	22.05.2001	-	-	-	-
Datuk Noor Azrin bin Mohd Noor	Celebrity Clique Sdn Bhd	General trading, advertising and media	Director/ Shareholder	09.07.2009 (23.09.2014)	99,999	99.9	-	-
	Illusions-S. K. A. Com Sdn Bhd	Content distribution on the internet and event organiser	Director/ Shareholder	10.05.2001	1	*	-	-
	Mediplay Corporation Sdn Bhd	Distribution of television programmes and rights	Director	22.04.2011	-	-	-	-
	Mobtivate	Information systems and technologies consultants to provide services and support to multimedia super corridor and other related services.	Director	22.10.2008 (22.11.2011)	-	-	-	-
	Oranje Online Sdn Bhd	General trading, advertising and media	Director/ Shareholder	15.05.2009	99,999	99.9	-	-
	Pakarkom Sdn Bhd	Commercial trading, property dealing and investment holding	Director	02.04.2008	-	-	-	-
	SASC	Provision of the AS-SIDQ system which is a Tawarruq commodity trading system that utilizes prepaid mobile airtime credit as the traded commodity and is used by financial services companies to market, identify and approve personal Islamic financing	Director	05.09.2005	-	-	-	-
	SCSB	Distributor and dealer of television programs, rights and related products and an investment holding company	Director/ Shareholder	10.06.2006	999,999	99.9	-	-

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Company	Principal Activities	Designation	Date Appointed/ (Resigned)	As at the LPD			
					Direct	Indirect		
					No. of shares	%	No. of shares	%
Noor Syafiroz bin Mohd Noor	Bizblanc Sdn Bhd*	Intended principal activity was to become a reseller of telecommunication devices and services	Director/ Shareholder	08.02.2013	50,000	50.0	-	-
		<i>*The company has ceased operations and on 21 July 2014 an application was made to CCM to strike off the company from the register of companies.</i>						
	Mobtivate	Information systems and technologies consultants to provide services and support to multimedia super corridor and other related services	Director	22.10.2008 (22.11.2011) 03.06.2013	-	-	-	-
	SCSB	Distributor and dealer of television programs, rights and related products and an investment holding company	Director	28.04.2014	-	-	-	-
Y. Bhg. Tan Sri Nurazah Binti Abdul Hamid	Akriz Sdn Bhd	Provision of technical management services and trading in equipment for computers and related products	Director/ Shareholder	22.11.2004	510,000	51	-	-
	Akriz Technology Sdn Bhd	Provision of technical management and administrative services	Director	15.06.2004 (28.06.2011)	-	-	-	-
	Cenviro Sdn Bhd (formerly known as UEM Environment Sdn Bhd)	To carry on business of environmental control and technology and engineering services in waste management, renewable energy, operate as planners, consultants and supplier of processes and mechanical and electrical equipment, turnkey contractors and operators of environmental facilities.	Director	30.04.2008 (20.02.2012)	-	-	-	-
	DRPC (M) Sdn Bhd	To carry on business of computer services in IT and developing and supplying computer hardware and software and any services associated therewith	Director/ Shareholder	03.08.2010 (Dissolved 12.12.2012)	1	50	-	-
	Kualiti Alam Sdn Bhd	Undertake the collection, transportation, treatment and disposal of scheduled waste	Director	11.06.2009 (20.02.2012)	-	-	-	-
	RAC Development Sdn Bhd	To purchase or otherwise acquire for investment land, factories, houses, buildings, plantations and immovable property of any tenure, and to carry on all or any of the business of builders, general contractors, general construction contractors	Director	21.12.2005	-	-	-	-

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Company	Principal Activities	Designation	Date Appointed/ (Resigned)	As at the LPD			
					Direct	Indirect		
					No. of shares	%	No. of shares	%
	Research Institute of Investment Analysts Malaysia	Provision of research, courses and seminars relating to the securities industry and related fields	Director	31.12.2003 (02.02.2015)	-	-	-	-
	Visiongen Sdn Bhd	Child development centre	Director	25.09.2004 (19.01.2011)	-	-	-	-
	Wonderful Sdn Bhd	Provision of training services	Director/ Shareholder	17.01.2005 (09.09.2010)	2,500	25	-	-
	Zabanah Sdn Bhd	Creative production services and event organising activities	Director	19.12.2005 (23.12.2014)	-	-	-	-
<i>Public Corporation</i>	Ultimage Berhad	Facilities for retired persons provide, maintain premises, facilities and services to enable the setting up of a foundation known as Yayasan support the needs of retired persons as determined by Permata to organise special programmes	Director	25.03.2005 (18.02.2015)	-	-	-	-

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Company	Principal Activities	Designation	Date Appointed/ (Resigned)	As at the LPD	
					Direct No. of shares	Indirect No. of shares
Datuk Syed Izuan bin Syed Kamarulbahrin	Ace Zodiac Sdn Bhd	General Trading [^]	Director/ Shareholder	06.11.2006 (Dissolved 24.06.2013)	2,499	99.9
	Asian Corporate Resources Sdn Bhd	Engineering services relating to installing, testing and commissioning of telecommunication systems	Director/ Shareholder	05.05.2008	90,000	90.0
	Budisukma Sdn. Bhd.	Shipping related activities [^]	Director	01.11.2010 (10.11.2011)	-	-
	Budisukma Aman Sdn. Bhd.	Shipping related activities [^]	Director	01.11.2010 (10.11.2011)	-	-
	Budisukma Damai Sdn. Bhd.	Shipping related activities [^]	Director	01.11.2010 (10.11.2011)	-	-
	Budisukma Logistics Sdn. Bhd.	Shipping related activities [^]	Director	01.11.2010 (10.11.2011)	-	-
	Budisukma Makmur Sdn. Bhd.	Shipping related activities [^]	Director	01.11.2010 (10.11.2011)	-	-
	Budisukma Permai Sdn. Bhd.	Shipping related activities [^]	Director	01.11.2010 (10.11.2011)	-	-
	Budisukma Puncak Sdn. Bhd.	Shipping related activities [^]	Director	01.11.2010 (10.11.2011)	-	-
	Budisukma Satria Sdn. Bhd.	Shipping related activities [^]	Director	01.11.2010 (10.11.2011)	-	-
	Budisukma Sepadu Sdn. Bhd.	Shipping related activities [^]	Director	01.11.2010 (10.11.2011)	-	-

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Company	Principal Activities	Designation	Date Appointed/ (Resigned)	As at the LPD	
					Direct No. of shares	Indirect No. of shares
Budisukma Setia Sdn. Bhd.	Budisukma Setia Sdn. Bhd.	Shipping related activities^	Director	01.11.2010 (10.11.2011)	-	-
Budisukma Shipping Agency Sdn. Bhd.	Budisukma Shipping Agency Sdn. Bhd.	Shipping related activities^	Director	01.11.2010 (10.11.2011)	-	-
Budisukma Suci Sdn. Bhd.	Budisukma Suci Sdn. Bhd.	Shipping related activities^	Director	01.11.2010 (10.11.2011)	-	-
Budisukma Teguh Sdn. Bhd.	Budisukma Teguh Sdn. Bhd.	Shipping related activities^	Director	01.11.2010 (10.11.2011)	-	-
GCP Tower Sdn. Bhd.	GCP Tower Sdn. Bhd.	Properties investment and management	Director	01.11.2010 (10.11.2011)	-	-
Genau Technologies Sdn. Bhd.	Genau Technologies Sdn. Bhd.	Trading in machinery, cutting tools and general trading, general merchant and investment	Director/ Shareholder	30.01.2007	998	99.8
Global Bikhlas Sdn. Bhd.	Global Bikhlas Sdn. Bhd.	Shipping operators and charterers	Director	01.11.2010 (10.11.2011)	-	-
Global Bmesra Sdn. Bhd.	Global Bmesra Sdn. Bhd.	Shipping operators and charterers	Director	01.11.2010 (10.11.2011)	-	-
Global Bmesra Dua Sdn. Bhd.	Global Bmesra Dua Sdn. Bhd.	Shipping operators and charterers	Director	01.11.2010 (10.11.2011)	-	-
Global Budijasa Sdn. Bhd.	Global Budijasa Sdn. Bhd.	Shipping related activities	Director	01.11.2010 (10.11.2011)	-	-
Global Mulia Sdn. Bhd.	Global Mulia Sdn. Bhd.	Business as ship operators and charterers	Director	01.11.2010 (10.11.2011)	-	-
Global Mulia 2 Sdn. Bhd.	Global Mulia 2 Sdn. Bhd.	Business as ship operators and charterers	Director	01.11.2010 (10.11.2011)	-	-

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Company	Principal Activities	Designation	Date Appointed/ (Resigned)	As at the LPD			
					Direct	Indirect		
					No. of shares	%	No. of shares	%
	Global TS Sdn. Bhd.	Shipping and maritime consultancy and management services	Director	01.11.2010 (10.11.2011)	-	-	-	-
	Marina Shipping Sdn. Bhd.	Shipping related activities ^	Director	01.11.2010 (10.11.2011)	-	-	-	-
	Mashaha Tankers (M) Sdn. Bhd.	Shipping and Transportation Agents^	Director	01.11.2010 (10.11.2011)	-	-	-	-
	Natural Feed Technologies Sdn Bhd	Manufacture of feedmill for livestocks and general trading	Director/ Shareholder	14.12.2004 (Dissolved 28.12.2010)	50,000	33.3	-	-
	Ruby Tankers (M) Sdn. Bhd.	Shipping and Transportation Agents^	Director	01.11.2010 (10.11.2011)	-	-	-	-
	WA (Mozambique) Sdn Bhd	To carry out investment advisory services, manufacturing and wholesale of a variety of goods. The company is presently dormant but is intended to be used as the vehicle for investment in Mozambique in relation to its helicopter business	Director	25.09.2014	-	-	-	-
	Weststar Aviation Services Sdn Bhd	Aviation services, manufacturing aircraft maintenance, oil and gas activities especially in offshore helicopter services	Director/ Shareholder	09.10.2013	44,719	*	-	-
Public Corporations	Evergreen Fibreboard Bhd	Manufacture of medium density fibreboard, wooden furniture (knock-down)	Director	02.01.2013 (31.07.2014)	-	-	-	-

[THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Company	Principal Activities	Designation	Date Appointed/ (Resigned)	As at the LPD	
					Direct No. of shares	Indirect No. of shares
Koh Eu-Jin	Asiagreen Global Sdn Bhd	Investment holding company and its wholly owned subsidiary is Asiagreen Resources Sdn Bhd	Director	28.06.2013	-	-
	Asiagreen Resources Sdn Bhd	Production and sale of compost related products	Director	28.06.2013	-	-
	Blue Box Retail Sdn Bhd	Retailing and General Trading	Director	09.02.2012 (Dissolved 24.06.2013)	-	-
	MAM DP Ltd	Fund manager of private funds	Director	30.06.2014	-	-
	RTE Management Sdn Bhd	Property Investment	Director	10.07.2012 (05.11.2012) 04.03.2014	-	-

Notes:

- * Negligible
- ^ Dormant

[THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

8.4.4 Involvement of our Managing Director and Executive Director in other business or corporations

Save as disclosed in Section 8.4.3 of this Prospectus, our Managing Director, Datuk Noor Azrin bin Mohd Noor and our Executive Director, Noor Syafiroz bin Mohd Noor are not involved in the operations of other businesses or corporations outside of our Group.

8.4.5 Involvement in other businesses which carry on a similar trade as our Group or which are customers or suppliers of our Group

As at the LPD, none of our Directors and substantial shareholders have any interest, direct or indirect in other businesses and/or corporations which are (i) carrying on a similar trade as that of our Group; or (ii) customers of and/or suppliers to our Group.

AmanahRaya Trustees Berhad, on behalf of ASB, holds 38.0% shareholdings in Malayan Banking Berhad. Malayan Banking Berhad is a substantial shareholder of Sedania Innovator by virtue of its substantial interest in Maybank Asset Management Group, which in turn is a substantial shareholder of MAM PE Asia Fund I, a substantial shareholder of our Company.

ASB has interests in diversified portfolio of listed securities including, amongst others, Axiata Berhad (the holding company of Celcom) and Maxis, our MNO partners. In accordance with Clause 38(2) of its Deed and Clause 8.47 of the Guidelines on Unit Trust Funds issued by the SC, ASB (as a unit trust fund) is not allowed to exercise its voting rights at any election for the appointment of a director of an investee company unless with the sanction by its unit holders by way of an ordinary resolution. ASB is also not involved in the day-to-day management of an investee company in which it invests.

Based on the aforesaid, ASB's interest, direct or indirect, in Axiata Berhad and Maxis would not give rise to a situation of conflict of interest with our Group's business. In addition, ASB has no representative on our Board and is not involved in the day-to-day management of our business.

8.4.6 Directors' Remuneration and Material Benefits-in-Kind

The current and proposed remuneration for services rendered/to be rendered by our Directors in all capacities to our Group for FYE 2014 and FYE 2015 are as follows:

Director	Compensation Band (RM)	
	<----- FYE 2014 ----->	<----- FYE 2015 ----->
Y. Bhg. Tan Sri Abdul Halim bin Ali	0 - 50,000*	50,000 - 100,000
Datuk Noor Azrin bin Mohd Noor	50,000 - 100,000*	100,000 - 150,000
Noor Syafiroz bin Mohd Noor	0 - 50,000*	100,000 - 150,000
Y. Bhg. Tan Sri Nuraizah Binti Abdul Hamid	-	0 - 50,000
Datuk Syed Izuan bin Syed Kamarulbahrin	-	0 - 50,000
Koh Eu-Jin	-	0 - 50,000

* From their appointment as directors in July 2014.

The above remuneration, which comprise salaries, incentives, bonuses, fees, allowances and other benefits-in-kind must be considered and recommended by our Remuneration Committee and subsequently approved by our Board. Our Directors' fees and incentives must be further approved by our shareholders at a general meeting.

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

8.4.7 Directors' Terms of office

Our Directors were appointed to the Board and have served in their respective capacities since the dates set out in Sections 8.1.2 and 8.4.1 of this Prospectus. Our Board comprises two (2) Executive Directors, three (3) Independent Non-Executive Directors and one (1) Non-Independent Non-Executive Director. Their respective terms of office are as follows:

Name	Designation	Expiration of Term of Office
Y. Bhg. Tan Sri Abdul Halim bin Ali	Independent Non-Executive Chairman	25 July 2017*
Datuk Noor Azrin bin Mohd Noor	Managing Director	25 July 2017*
Noor Syafiroz bin Mohd Noor	Executive Director	25 July 2017*
Y. Bhg. Tan Sri Nuraizah binti Abdul Hamid	Independent Non-Executive Director	21 January 2018*
Datuk Syed Izuan bin Syed Kamarulbahrin	Independent Non-Executive Director	21 January 2018*
Koh Eu-Jin	Non-Independent Non-Executive Director	21 January 2018*

Note:

* In accordance with Article 95 of our Articles of Association on Retirement of Directors:

Subject to these Articles, at the first annual general meeting of the Company all the Directors shall retire from office and at the annual general meeting in every subsequent year, one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) with minimum of one (1), shall retire from office, and an election of Directors shall take place at each annual general meeting of the Company. Each Director shall retire from office once at least in every three (3) years but shall be eligible for re-election. A Director retiring at a meeting shall retain office until the close of the meeting.

8.5 AUDIT, NOMINATION AND REMUNERATION COMMITTEES

8.5.1 Audit Committee

Our Audit Committee was established on 25 July 2014. The current members of our Audit Committee are as follows:

Name	Designation	Directorship
Datuk Syed Izuan bin Syed Kamarulbahrin	Chairman	Independent Non-Executive Director
Y. Bhg. Tan Sri Abdul Halim bin Ali	Member	Independent Non-Executive Chairman
Y. Bhg. Tan Sri Nuraizah binti Abdul Hamid	Member	Independent Non-Executive Director

The functions of our Audit Committee comprise, amongst others, the following:

- (a) review the following and report the same to the Board of the Company:
 - (i) with the external auditor, the audit plan;
 - (ii) with the external auditor, the evaluation of the system of internal controls;
 - (iii) with the external auditor, the audit report;
 - (iv) the assistance given by the employees of the Company to the external auditor;

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

- (v) the adequacy of the scope, functions, competency and resources of the internal audit functions and that it has the necessary authority to carry out its work;
 - (vi) the internal audit programme, processes, the results of the internal audit programme, processes or investigation undertaken and whether or not appropriate action is taken on the recommendations of the internal audit function;
 - (vii) the quarterly results and year-end financial statements, before the approval by the Board, focusing particularly on:
 - (aa) changes in or implementation of major accounting policy changes;
 - (bb) significant and unusual events; and
 - (cc) compliance with accounting standards and other legal requirements;
 - (viii) any related party transaction and conflict of interests situation that may arise within the Company or Group including any transaction, procedure or course of conduct that raises questions of management integrity;
 - (ix) any letter of resignation from the external auditors of the Company; and
 - (x) whether there is reason (supported by grounds) to believe that the Company's external auditor is not suitable for re-appointment.
- (b) recommend the nomination of a person or persons as external auditors.

8.5.2 Nomination Committee

Our Nomination Committee was established on 25 July 2014. The current members of our Nomination Committee are as follows:

Name	Designation	Directorship
Y. Bhg. Tan Sri Abdul Halim bin Ali	Chairman	Independent Non-Executive Chairman
Datuk Syed Izuan bin Syed Kamarulbahrin	Member	Independent Non-Executive Director
Y. Bhg. Tan Sri Nuraizah binti Abdul Hamid	Member	Independent Non-Executive Director

The functions of our Nomination Committee comprise, amongst others, the following:

- (a) identifying, nominating and orientating new directors for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- (b) recommending individuals for nomination as members of the Board and assisting the Board in regularly review the structure, size and composition in respect of the mix of skills, experience, independence and boardroom diversity (including gender, ethnicity and age diversity) and other qualities, including core competencies and effectiveness of the board, as a whole, the board committees and the contribution of each individual directors required to meet the needs of the Company and make recommendations to the Board with regard to any changes. All evaluations carried out by the Committee in the discharge of its functions should be properly documented. This process should be coordinated by the Committee, with the assistance of the Secretary, and thus, reporting to the board at the end of each financial year with an assessment of the board's performance and areas in which the board, board committees or individual director could improve;
- (c) reviewing and recommending Directors who are retiring or retiring by rotation to be put forward for re-election at the general meetings;

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

- (d) recommending to the Board, candidates for all directorships to be filled by the shareholders or the Board after taking into consideration the candidates' skills, knowledge, expertise and experience, time commitment, character, competence, professionalism and integrity. For the position of independent non-executive directors, the Committee should also evaluate the candidates' ability to discharge such responsibilities as expected from independent non-executive directors; and
- (e) assisting the Board in an annual review of the effectiveness of the Board as a whole, the board committees and contribution of each individual director, including independent non-executive directors and CEO.

8.5.3 Remuneration Committee

Our Remuneration Committee was established on 25 July 2014. The current members of our Remuneration Committee are as follows:

Name	Designation	Directorship
Y. Bhg. Tan Sri Nuraizah binti Abdul Hamid	Chairperson	Independent Non-Executive Director
Y. Bhg. Tan Sri Abdul Halim bin Ali	Member	Independent Non-Executive Chairman
Datuk Syed Izuan bin Syed Kamarulbahrin	Member	Independent Non-Executive Director

The functions of our Remuneration Committee comprise, amongst others, the following:

- (a) recommending to the Board the policy framework and remuneration structure for the executive and non-executive directors;
- (b) establishing a formal and transparent remuneration policies and procedures which should be sufficient to attract, retain and motivate Directors and key management team of caliber needed to run the Group successfully. Executive directors are to abstain from deliberations and voting on the decision in respect of their own remuneration package;
- (c) the level of remuneration of executive directors is linked to the corporate and individual performance;
- (d) the determination of remuneration packages of non-executive directors, including non-executive chairman should be decided by the Board as a whole. The individuals concerned should abstain from discussion of their own remuneration;
- (e) establishing a formal and transparent procedure for developing policy on the total individual remuneration package of executive directors, CEO and/or other designated executive management including, where appropriate, bonuses, incentives and share options;
- (f) assisting the Board in assessing the responsibility and commitment undertaken by the Board membership;
- (g) fees are to be paid to Directors only with the approval of shareholders at annual general meetings;
- (h) reviewing and presenting recommendations to the Board regarding the remuneration and conditions of service of the executive directors and key management team, in all its form including the grant of entitlement under any share schemes; and
- (i) ensuring corporate accountability and governance in respect of the remuneration of the Directors and key management personnel and other relevant functions.

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

8.6 KEY MANAGEMENT

8.6.1 Profiles

- (i) The profile of Datuk Noor Azrin bin Mohd Noor, our Managing Director, is set out under Sections 8.1.2 of this Prospectus.
- (ii) The profile of Noor Syaifiroz bin Mohd Noor, our Executive Director, is set out under Sections 8.4.1 of this Prospectus
- (iii) **Azti Dian Fitriyanti binti Azmi**, a Malaysian, aged 36, is the CEO of IDOTTV.

She graduated from University Putra Malaysia with a Bachelor of Business Administration (Honours) 2000 and a Master of Science (Human Resource Development) from the same university in 2005.

Dian has over fourteen (14) years of working experience in the areas of media and advertising sales, publishing and marketing planning.

She began her career at Jakarta International School in 1996 as a Teacher's Assistant. She then joined Bumi Sains Sdn Bhd in 2001 as a Marketing Executive until 2002 and later joined Biz Connexion Sdn Bhd in 2002 as a Publication Executive. She was promoted to the position of Senior Publication Executive in 2004 and subsequently, Publication Manager in 2005 before she left in 2008. In 2008 she entered a reality show produced by NTV7 called "The Firm" and became the 2nd season winner. She joined IDOTTV in 2008 as a Business Manager where she played a leading role in managing our ATS project with Celcom. She was involved in the business planning and development of the ATS platform particularly during the Celcom Airtime Transfer and Celcom Airtime Request enhancements in 2008. In July 2011, she was given a new portfolio of creating new markets in Indonesia and was designated as the Chief Operations Officer of PTS, a subsidiary of SCSB in Jakarta, Indonesia. Having spent more than a year managing our Celcom and Indonesian portfolio, she had acquired the skills and knowledge to lead IDOTTV, and was subsequently promoted to the position of CEO of IDOTTV in February 2013. She is responsible for managing the ATS platform project with Celcom at IDOTTV.

- (iv) **Rizalzin Hashim bin Mohammed**, Malaysian, aged 38, is the CFO of IDOTTV.

He graduated from the University of Technology Sydney, Australia with a Bachelor of Business in 1998. He is a Certified Practising Accountant with CPA Australia Ltd since 2003 and a Chartered Accountant with the Malaysian Institute of Accountants since 2014.

He holds more than sixteen (16) years of working experiences in various industries, including two (2) years in hotel and services industry, five (5) years in plantation, and manufacturing, and the remaining nine (9) years in media, engineering and telecommunications services.

He started his career with Perhentian Island Resort, Terengganu in 1998 as an Accounts Executive. Subsequently in 2000, he was promoted to join its holding company, Inch Kenneth Kajang Rubber PLC, a company listed on Bursa Securities, London Stock Exchange Group PLC and Singapore Exchange Securities Trading Limited as the Assistant Manager of Finance and Administration, where he supervised the accounting functions of the company. He joined SCSB group as the group accountant in 2005 where he was involved in completing internal and external financial reporting, annual budgets and business plans of SCSB and its subsidiaries and associated companies. He was promoted to his current position as CFO of IDOTTV in 2007. He is responsible for managing the financial operations of our Group including fund raising, investor relations, corporate development activities as well as participating in strategic planning, mergers and acquisitions, venture investments and new business initiatives.

He currently sits on the boards of Clicks Network Sdn Bhd, Oranje ISC Sdn Bhd and I like Entertainment Sdn Bhd.

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

- (v) **Dr. Hamidun Bin Ja'afar**, a Malaysian, aged 51, is the Deputy CTO and Acting CTO of IDOTTV.

He graduated with a Bachelor's Degree in Information and Computer System from Pacific Western University, California, in 1993 and a Master's Degree in Information and Computer Technology from Bridgegate Advance University, Wilmington in 1996. He obtained his Doctor in Philosophy Degree in Information Technology Design from Berkeley International University, Southern California in 2007.

Overall he has over twenty-one (21) years of working experience with twelve (12) years in software and product development and nine (9) years in technical management and operations.

He started his career in a Japanese manufacturing company, Hokushin Malaysia Sdn Bhd as Head of Electronic Data Processing Department in 1993. He joined Celcom Malaysia Sdn Bhd in 1994 as a system analyst and was eventually promoted in 2003 to his last held position as Head of Messaging Services - Product and Services Innovations Department. In 2005, he joined Global Inforlink Sdn Bhd as Chief Operating Officer before moving to Syarikat Bekalan Air Selangor Sdn Bhd ("SYABAS") in 2006 as Head of Programme Planning & Application Development Department, ICT Division. At SYABAS, he had written and submitted white papers on behalf of SYABAS which won the ICT Water Innovation Award 2009 and the Malaysia ICT Adoption Award 2010. In 2007, he was conferred Adjunct Lecturer of University Malaya to develop the modules on Project Management, Web Commerce, Network and Computer Foundation where he has been lecturing on a part time basis since 2010. He was attached to Puncak Niaga Berhad from 2011 to 2014 as Head of Information Technology Department. He joined IDOTTV in October 2014 as Deputy CTO and is now Acting CTO. He oversees four (4) divisions of the R&D team, namely the Product Development team, Engineering team, Professional Services team and IT & Infrastructure team of IDOTTV.

He currently sits on the board of Romona International Sdn Bhd and Netzire Sdn Bhd.

Dr Hamidun will remain the Acting CTO of the Company until the appointment of a new CTO. The Company expects to appoint a new CTO by the fourth quarter of 2015.

- (vi) **Lai Pui Guan**, a Malaysian, aged 31, is the Director of Communications of IDOTTV.

She graduated with a Bachelor of Business Management from United Business Institute, Brussels in 2007.

She has over seven (7) years of working experience in public relations, mass communications as well as in the publishing industry including branding, marketing, social media networking, content management and writing.

She started her career with Fitness First Malaysia as an Operations and Club Manager in 2006. In 2007, she joined Write Track Publishing as a writer for ParGolf magazine before leaving to join Ericane and Webb in 2009 as a Features Writer for Astelier Magazine. Subsequently in the same year, she joined Reach Publishing Sdn Bhd as Managing Editor for M2 and National Geographic Traveller Malaysia. From 2010 to 2011, she was attached as a Features Editor and subsequently as the Editor for the Malaysian and Singapore editions of Millionaire Asia Sdn Bhd. In 2013, she joined KEN Holdings Berhad as Communications Manager before leaving to join IDOTTV in September 2013 as Corporate Communications Manager. She was promoted to Director of Communications in March 2014 where she is responsible for the Corporate Communications for our Group which includes media relations, public and investor relations and communicating the direction, vision and branding of all subsidiaries within the Group.

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

8.6.2 Shareholdings of Key Management

The shareholdings of our key management before and after our IPO are as follows:

Name	Designation	Nationality	Before IPO		After IPO	
			Direct No. of Shares %	Indirect No. of Shares %	Direct No. of Shares %	Indirect No. of Shares %
Datuk Noor Azrin bin Mohd Noor	Managing Director	Malaysian	8,856,560 5.96	100,076,440 ⁽¹⁾ 67.38	8,856,560 4.43	100,076,440 ⁽¹⁾ 50.04
Noor Syafiroz bin Mohd Noor	Executive Director	Malaysian	-	-	100,000 ⁽²⁾ *	-
Azti Dian Fitriyanti binti Azmi	CEO	Malaysian	-	-	40,000 ⁽²⁾ *	-
Rizalzin Hashim bin Mohammed	CFO	Malaysian	-	-	40,000 ⁽²⁾ *	-
Dr. Hamidun bin Ja'afar	Deputy CTO / Acting CTO	Malaysian	-	-	40,000 ⁽²⁾ *	-
Lai Pui Guan	Director of Communications	Malaysian	-	-	40,000 ⁽²⁾ *	-

Notes:

* Negligible

(1) Deemed interested by virtue of his substantial interest in SCSB, pursuant to Section 6A of the Act.

(2) Assuming full subscription of their respective allocations under the Pink Form Tranche of the Public Issue as set out under Section 3.1.1(ii) of this Prospectus.

[THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)**8.7 INVOLVEMENT OF OUR KEY MANAGEMENT IN OTHER BUSINESSES OR CORPORATIONS**

The details of the involvement of our Managing Director, Datuk Noor Azrin bin Mohd Noor and Executive Director, Noor Syafiroz bin Mohd Noor, in other businesses and corporations have been set out in Sections 8.4.3 and 8.4.4 of this Prospectus.

Save as disclosed below, based on the declarations by our key management and other searches by the due diligence solicitors, none of them have any interest, direct or indirect, in any other business or corporations outside of our Group or is involved in other business corporations outside of our Group as at the LPD:

Name	Company	Principal Activities	As at the LPD			
			Designation	No. of shares	%	No. of shares
Rizalzin Hashim bin Mohammed	Clicks Network Sdn Bhd ⁽¹⁾	Supply of electrical items for cable system and distribution of television programmes and rights	Director	-	-	-
	I Like Entertainment Sdn Bhd	Producing and servicing video programmes	Director	-	-	-
	Oranje ISC Sdn Bhd	General trading, advertising and media	Director	-	-	-
Dr. Hamidun Bin Ja'afar	Romona International Sdn Bhd	Public relations and events management agency	Director/ Shareholder	10	0.1	-
	Netzire Sdn Bhd	Reseller of Internet bandwidth to end-users	Director/ Shareholder	90,000	90.0	-
	SR Movies (M) Sdn Bhd	Business to produce, develop, import, export cine films, advertising films, documentary films and television programme post production activities	Shareholder	100	0.02	-
	1MWC Sdn Bhd	General trading, event management, construction and property development	Shareholder	1	25.0	-

Note:

(1) Subsidiary company of SCSB.

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

The involvement of our key management in other businesses and/or corporations are not expected to affect their contribution to our Company as our key management are not actively involved in the management and day-to-day operations of these businesses and/or corporations whereby their involvement are only to the extent of attending board meetings.

As at the LPD, none of our key management have any interest, direct or indirect in other businesses and/or corporations which are (i) carrying on a similar trade as that of our Group; or (ii) customers of and/or suppliers to our Group.

8.8 RELATIONSHIPS AND ASSOCIATIONS

Save as disclosed below, there are no family relationships (as defined under Section 122A of the Act) or associations between our Company's Promoters, Directors, substantial shareholders or key management:

Name	Relationship/Association
Datuk Noor Azrin bin Mohd Noor and Noor Syafiroz bin Mohd Noor	- Datuk Noor Azrin bin Mohd Noor, our Managing Director and Noor Syafiroz bin Mohd Noor, our Executive Director are siblings.
Koh Eu-Jin and MAM PE Asia Fund I	- Koh Eu-Jin, our Non-Independent Non-Executive Director is the representative and nominated director of our substantial shareholder MAM PE Asia Fund I.

8.9 BENEFITS PAID OR INTENDED TO BE PAID

Save as disclosed in Section 8.4.6 of this Prospectus, there is no other amount or benefit paid or intended to be paid or given to any of our Promoters, Directors or substantial shareholders within the two (2) years preceding the date of this Prospectus.

8.10 SERVICE AGREEMENTS

Save as disclosed below, as at the LPD, there are no existing or proposed service agreements between the companies within our Group and our Directors and key management.

- (i) We had on 25 July 2014 and 23 April 2015 entered into service agreements and supplemental service agreements with Datuk Noor Azrin bin Mohd Noor and Noor Syafiroz bin Mohd Noor to engage them as Executive Directors of Sedania Innovator from 25 July 2014 for an initial period of three (3) years ("**Initial Term**") ("**ED Service Agreements**"). Upon expiry of the Initial Term, the Executive Director shall continue to serve as an Executive Director on the Board for an indefinite period until terminated in accordance with the provisions of the ED Service Agreements.

The salient terms of the ED Service Agreements are reproduced as follows. Terms defined in the ED Service Agreements shall have the same meanings when used here unless they are otherwise defined here or the context otherwise requires.

Save and otherwise agreed to between the parties, the Agreement may be terminated by either Party giving to the other Party written notice of termination of not less than six (6) months, such termination to take effect on the expiry of the notice. In the event that the Executive resigns or terminates the Agreement other than in accordance with this Clause 8, the Executive shall compensate the Company an amount equal to all monies received by him or paid by the Company pursuant to and/or under the Agreement (including all contributions statutory or otherwise made by the Company in respect of the Executive).

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

The Agreement shall forthwith automatically determine upon the death of the Executive and may be terminated immediately by the Company without prior notice if the Executive shall at any time:

1. commit any serious or persistent breach of any of the provisions contained in the Agreement;
2. is guilty of any gross default or misconduct in connection with or affecting the business of the Group;
3. is guilty of any default, misconduct or wilful neglect in the discharge of his duties hereunder or in connection with or affecting the Group and/or the business of the Group
4. is disqualified to be a Director of the Company under the Companies Act, 1965, Bursa Securities ACE Market Listing Requirements or any other laws and regulations in force from time to time, for any reasons whatsoever;
5. be convicted of any criminal offence other than an offence which in the reasonable opinion of the Board of Directors does not affect his position as a Director of the Company;
6. becomes bankrupt or commits an act of bankruptcy or has a petition for bankruptcy issued against him or makes any composition or enters into any deed of arrangement with his creditors or any similar circumstances or matters affecting him occur in Malaysia or any jurisdiction outside Malaysia;
7. is convicted of any offence:
 - (i) referred to in section 130(1)(a) to (c) of the Companies Act, 1965;
 - (ii) under the Malaysian Penal Code;
 - (iii) punishable by imprisonment (other than an offence under the road traffic legislation in Malaysia or elsewhere for which a fine or non-custodial penalty is imposed);
 - (iv) under the Capital Markets and Services Act, 2007 or any offence relating to insider dealing or the securities industry;
 - (v) which may adversely affect the prospects of the Company or any of the subsidiaries in any public offering of its shares or other securities or in obtaining a listing on any other stock exchange or in obtaining approval from the relevant stock exchange and other authorities for any such public offering or listing;
 - (vi) which may result in the business or business prospects of the Company or any of its subsidiaries being adversely affected; and/or
 - (vii) in any jurisdiction outside Malaysia similar to any of those referred to in Clauses 8.2.7 (i) to (iv) of the Agreement;
8. becomes of unsound mind or other proceedings are taken against him under the Mental Disorder Ordinance 1952 or similar proceedings are taken against him in any other jurisdiction; and/or
9. is absent from more than 50% of the total Board of Director meetings held during a financial year.

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

8.11 DECLARATIONS BY PROMOTERS, DIRECTORS AND KEY MANAGEMENT

Save as disclosed below, based on the declarations by our Promoters, Directors, and key management, none of our Promoters, Directors and key management is or has been involved in any of the following events (whether in or outside Malaysia):

- (a) a petition under any bankruptcy or insolvency law filed (and not struck out) against such person or any partnership in which he was a partner or any corporation of which he was a director or key personnel¹;
- (b) disqualified from acting as a director of any corporation, or from taking part directly or indirectly in the management of any corporation;
- (c) charged and/or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding;
- (d) any judgment that was entered against such person involving a breach of any law or regulatory requirement that relates to the securities or futures industry; or
- (e) the subject of any order, judgment or ruling of any court, government, or regulatory authority or body temporarily enjoining him from engaging in any type of business practice or activity.

Note:

1. Datuk Noor Azrin bin Mohd Noor and Noor Syafiroz bin Mohd Noor had been the shareholders and directors of Impact Arena Sdn Bhd ("**IASB**"), a company that had been served with a winding up petition on 21 July 2008. WPP Marketing Communication (M) Sdn Bhd ("**WPP**") was appointed by IASB for the provision of consultation services and advertising, for which WPP had billed IASB a total amount of RM283,386.64. However, the business arrangement did not materialise and IASB was not able to meet its obligations. WPP had then on 19 November 2007 filed a writ of summons for the aforementioned matter and entered a judgement in default against IASB on 1 March 2008. Thereafter, on 21 July 2008, the winding up petition was served on IASB and the winding up order was subsequently granted by the High Court of Kuala Lumpur on 15 January 2009 and thereafter IASB was wound up.

[THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

8.12 INFORMATION ON EMPLOYEES

8.12.1 Employment Structure

As at the LPD, we have a total workforce of forty-five (45) personnel, excluding our Executive directors. The breakdown of our employees by category for FYE 2011 to FYE 2014 and as at the LPD is set out below:

Category	Number of Employees				As at the LPD
	As at 31 December				
	2011	2012	2013	2014	
Key management	6	3	3	4	4
Managerial	5	5	5	4	7
Sales and marketing	8	7	6	4	6
Finance, human resource and administration	10	5	4	3	6
Technical	31	15	12	18	22
Driver/Clerical	3	-	-	-	-
Total	63	35	30	33	45

The significant change in the total number of employees in FYE 2012 as compared to FYE 2011 was due to the streamlining of operations implemented by IDOTTV in FYE 2012, where all non-core business units were transferred out of our Group to our holding company, SCSB, and its subsidiaries. The streamlining of our operations included the reallocation of human resources to the respective business units that were not part of our Group. i.e. twenty-eight (28) staff who were not part of our Group were reallocated to SCSB and its subsidiaries. The reduction of the number of employees in FYE 2013 was mainly due to resignation of the staff. Further information on the streamlining of operations and costs are set out in Section 12.2 of this Prospectus.

As at the LPD, none of our employees are members of any union and our Group has not encountered any major turnover in our workforce.

As at the LPD, save as disclosed below, there have been no industrial dispute actions taken against our Group:

An action was filed by Zaihasra Aquma Bt Zainal Abidin against IDOTTV by way of Summons from the Industrial Court on 18 July 2012 for unfair dismissal. IDOTTV had dismissed Zaihasra Aquma Bt Zainal Abidin from its employment with effect from 15 March 2010, on the grounds of her having gone on a vacation for five (5) days, on or about 15 March 2010 to 19 March 2010, without obtaining the prior approval from IDOTTV. The matter was set for trial and all submissions have been filed on both sides. The trial proceeded on 19 November 2012, 20 November 2012, 4 March 2013, 5 March 2013 and 20 May 2013. On 24 November 2014, the Industrial Court had granted and awarded in favour of the Company whereby it was held that the dismissal of Zaihasra Aquma Bt Zainal Abidin by IDOTTV be upheld and that Zaihasra Aquma Bt Zainal Abidin's claim against IDOTTV that she had been dismissed without just cause or excuse is rejected by the Industrial Court.

Pursuant to Section 30(6A) of the Industrial Relations Act 1967, any back-wages to be awarded to a person who has been dismissed without just cause or excuse shall be limited to twenty-four (24) months' back-wages based on his/her last-drawn salary. Accordingly, based on the last drawn salary of the claimant of RM5,000, the maximum liability to the Company is approximately RM120,000.

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

8.12.2 Training and Development

We recognise the need to provide the highest quality of products and services to our customers through the services of well-trained employees. We believe that employees are key assets and play a vital role in our Group's continuous growth.

As such, our Group places strong emphasis on human resource development. We believe that training and development is a continuing process, and therefore encourage our employees to upgrade their skills and knowledge in order to perform their duties more effectively and efficiently through hands-on training. New recruits will undergo orientation programmes to familiarise themselves with the new working environment, services, operations, and policies. At the same time, new recruits will undergo on-the-job training with the help of their immediate superiors.

Listed in the table below are some of the courses, training sessions and seminars attended by our staff from 2011 up to the LPD:

Year	Programme	Facilitator	Attendees (by category)
2011	Celcom M-Bill Training	Celcom	Technical
	Workshop on Strategies on Debt Recovery	CPA	Key Management
	2011 Budget & Tax Planning	RHB	Key Management
	ITIL 2011 Foundation Training	Instep Learning Asia	Technical
	MY SQL Database Training	INFO TREK	Technical
2012	Presentation Skill Training	Power Training Consultant	Key Management and Sales and Marketing
	Tax Seminar	Deloitte	Key Management
	Media Relations Training	Malaysia Press Institute	Sales and Marketing
	JAVA Programming Language	INFO TREK	Technical
2014	UX Innovate Programme	MDeC	Managerial and Technical
	mmms bis-data : A How To	MDeC	Technical
	PMI agile Training	MDeC	Technical
	Certified IP Associate (CIPA)	MDeC	Technical
	Malaysia Open Source Conference 2014	Malaysia Open Source Conference	Key Management, Managerial and Technical
	Understanding Long-Term Evolution	Orbitage	Technical
	Certified IP Engineer (CIPE)	Orbitage	Technical
	Certified IP Professional (CIPP) - Practical Networking with IPv6	Orbitage	Technical
	Certified IP Professional (CIPP) - Applied Information Security	Orbitage	Technical
	Linux Installation and Administration	Orbitage	Technical

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

8.13 MANAGEMENT SUCCESSION PLAN

Our Board believes that the success of our Group depends on the ability and retention of our key management. Therefore, we have made efforts to train our employees and remunerate them accordingly. Our future success will also depend on our ability to attract and retain skilled personnel.

We have a management succession plan consisting of:

- (i) Sound recruitment and selection;
- (ii) Competitive remuneration and employee benefits;
- (iii) Structured career planning and development; and
- (iv) Continuous training and education.

As part of our management succession plan, we have put in place a process to groom new management staff to gradually assume the responsibilities of senior management. Our Group's strategy for management continuity is driven by our top management who is responsible for identifying key competencies and requirements of candidates. If the need arises, we will recruit qualified personnel with knowledge and expertise of our business to enhance our operations.

[THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

9. APPROVALS AND CONDITIONS

9.1 APPROVALS FROM THE RELEVANT AUTHORITIES AND COMPLIANCE THEREOF

- 9.1.1 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 has noted our Listing under the equity requirement for public companies. No equity condition is imposed on our Company for our Listing in view that our subsidiary IDOTTV is a MSC Malaysia status company and is the major contributor to our Group's profitability, business and operations for the most recent financial year.

- 9.1.2 Bursa Securities had, vide its letter dated 20 January 2015, approved our admission to the Official List of the ACE Market and the listing of and quotation for our entire enlarged issued and paid-up share capital on the ACE Market.

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

No.	Condition Imposed	Status of Compliance (if any)
1.	To recover the amount owing by SCSB prior to the issuance of this Prospectus.	Complied pursuant to the term loan for the financing of RM8.0 million from Kenanga IB to SCSB
2.	Submit the following information in respect of the moratorium on the shareholdings of promoters to the Bursa Depository: (i) Name of shareholders; (ii) Number of shares; and (iii) Date of expiry of the moratorium for each block of shares	Complied vide Kenanga IB's letter to Bursa Depository dated 13 May 2015
3.	Obtain approvals from other relevant authorities have been obtained for implementation of the listing proposal	Complied
4.	Make the relevant announcements pursuant to paragraphs 8.1 and 8.2 of Guidance Note 15 of the Listing Requirements	To be complied upon Listing
5.	Furnish Bursa Securities with a copy of the schedule of distribution showing compliance with the share spread requirements based on the entire issued and paid-up share capital of BHB on the first day of listing.	To be complied prior to Listing

9. APPROVALS AND CONDITIONS (cont'd)

No.	Condition Imposed (cont'd)	Status of Compliance (if any)
6.	Any director of the Company that has not attended the Mandatory Accreditation Programme must do so prior to listing of the Company.	Complied
7.	<p>In relation to the public offering to be undertaken by Sedania Innovator, to announce at least (two) 2 market days prior to the listing date, the result of the offering including the following:</p> <p>(i) Level of subscription of public balloting and placement ;</p> <p>(ii) Basis of allotment/allocation;</p> <p>(iii) A table showing the distribution for placement tranche, in format attached in appendix I of the approval letter of Bursa Securities dated 21 January 2015; and</p> <p>(iv) Disclosure of placees who become substantial shareholder of Sedania Innovator arising from the public offering, if any.</p> <p>Kenanga IB to ensure that the overall distribution of Sedania Innovator's securities is properly carried out to provide an orderly trading in the secondary market</p>	To be complied prior to Listing
8.	Sedania Innovator/Kenanga IB to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the admission to the Official List on the ACE Market is completed	To be complied upon Listing

[THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

9. APPROVALS AND CONDITIONS (cont'd)

9.2 MORATORIUM ON SALE OF SHARES

In compliance with the Listing Requirements, a moratorium will be imposed on the sale, transfer or assignment of Shares held by our Promoters as follows:

- (a) The moratorium applies to our Promoters' entire shareholdings for a period of six (6) months from the date of admission to the ACE Market;
- (b) Upon expiry of the six (6) months period stated above, we must ensure that our Promoters' aggregate shareholdings amounting to at least 45% of our Company's nominal issued and paid-up share capital remain under moratorium for another period of six (6) months; and
- (c) Thereafter, our Promoters 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.

The moratorium shall be imposed on the Shares held by our Promoters as set out below:

Name	Moratorium Shares for the six (6) Months Moratorium		Moratorium Shares for the subsequent six (6) Months Moratorium	
	No. of Shares	%*	No. of Shares	%*
Promoters and substantial shareholders				
SCSB	100,076,440	50.04	82,682,746	41.34
Datuk Noor Azrin bin Mohd Noor	8,856,560	4.43	7,317,254	3.66
Total	108,933,000	54.47	90,000,000	45.00

Note:

* Computed based on our enlarged issued and paid-up share capital of 200,000,000 Shares.

Our Promoters have provided an undertaking letter to Bursa Securities that they will comply with the moratorium conditions as set out in Rule 3.19(1) of the Listing Requirements.

The shareholder of SCSB, Datuk Noor Azrin bin Mohd Noor has also provided an undertaking letter to Bursa Securities that he will not sell, transfer or assign his respective shareholdings in SCSB during the moratorium period.

The restrictions, which are fully acknowledged by our Promoters are specifically endorsed on our share certificates representing their shareholdings which are under moratorium to ensure that our Share Registrar will not register any sale, transfer or assignment that are not in compliance with the aforesaid restriction imposed by Bursa Securities.

9. APPROVALS AND CONDITIONS (cont'd)

In addition to our Promoters, our substantial shareholder, MAM PE Asia Fund I, has voluntarily furnished an undertaking letter that they will not sell, transfer or assign their shareholdings in Sedania Innovator for a six (6) month period from the date of admission to the ACE Market as set out below:

Name	Moratorium Shares for the six (6) Months Moratorium	
	No. of Shares	%*
Substantial shareholder		
MAM PE Asia Fund I	25,000,000	12.50

Note:

* Computed based on our enlarged issued and paid-up share capital of 200,000,000 Shares

MAM PE Asia Fund I may sell, transfer or assign our Shares after the six (6) months moratorium period.

However, as this is a voluntary moratorium, no moratorium has been imposed on the shareholders of MAM PE Asia Fund I.

[THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

10. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST**10.1 EXISTING AND PROPOSED RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST**

Save for the non-recurrent related party transactions as disclosed below, our Group does not have any other existing and/or proposed related party transactions entered into by our Group which involved the interest, direct or indirect, of our Promoters, substantial shareholders, Directors, and/or key management and/or persons connected to them as defined under Section 122A of the Act for FYE 2011 to FYE 2014 and up to the LPD:

Related Party	Nature of relationship	Transacting Party/ Nature of Transactions	Transaction Value (RM)				LPD
			FYE 2011	FYE 2012	FYE 2013	FYE 2014	
SCSB	The substantial shareholder of Sedania Innovator ⁽¹⁾	Transactions relating to dividend payments, advances and payments by IDOTTV on behalf of SCSB and its subsidiaries ⁽²⁾					
		(i) Payments on behalf of SCSB for operational expenses e.g. staff salaries, utilities, mobile charges, medical, technical consultant and short term investment	3,411,819	8,826,949	6,009,782	463,612	-
		(ii) Payments on behalf of PTS for travelling expenses e.g. air fares and entertainment	69,213	-	-	-	-
		(iii) Payments on behalf of SIB for salaries and operational expenses e.g. mobile charges, postage	176,845	-	-	-	-
		(iv) Payments on behalf of Mediaplay Sdn. Bhd. for travelling expenses, printing charges, other operational expenses	53,923	-	-	-	-
		(v) Payments on behalf of Clicks Network Sdn. Bhd. for travelling expenses and operational expenses e.g. medical and printing charges	120,774	-	-	-	-
		(vi) Payments on behalf of Trini Media Sdn. Bhd. for printing and stationeries	2,962	-	-	-	-
		Total	3,835,536	8,826,949	6,009,782	463,612	-
Mobtivate	Subsidiary of SCSB, the substantial shareholder of Sedania Innovator ⁽¹⁾	Payments and billings on behalf of Mobtivate by IDOTTV in relation to the provision of mobile services ⁽³⁾	75,829	515,557	192,810	-	-

10. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST (cont'd)

Related Party	Nature of relationship	Transacting Party/ Nature of Transactions	Transaction Value (RM)				LPD
			FYE 2011	FYE 2012	FYE 2013	FYE 2014	
Datuk Noor Azrin Mohd Noor	Promoter and substantial shareholder of Sedania Innovator	Deed of Assignment and Transfer of Rights dated 30 December 2014 ⁽⁴⁾ and Supplemental Deed of Assignment and Transfer of Rights dated 23 April 2015 ⁽⁵⁾ between Datuk Noor Azrin bin Mohd Noor and IDOTTV to irrevocably assign all those exclusive rights, title, interests and liabilities in the copyrights of GreenBilling® and Connexme® and the trademark application of greenbilling in perpetuity to IDOTTV.	-	-	-	1.00	-
Y. Bhg. Tan Sri Abdul Halim bin Ali	Chairman of MBSB and the Independent Non-Executive Chairman of Sedania Innovator	AS-SIDQ System Licensing Agreement dated 12 June 2012 and Supplemental Agreement to the AS-SIDQ System Licensing Agreement dated 3 December 2013 between MBSB and IDOTTV in relation to the AS-SIDQ system ⁽⁶⁾	.(7)	.(7)	.(7)	.(7)	.(7)
SASC	Subsidiary of SCSEB, the substantial shareholder of Sedania Innovator ⁽¹⁾	(i) Interest income received from SASC in relation to the redeemable convertible preference shares ⁽⁸⁾ (ii) Payments and billings on behalf of SASC, by IDOTTV in relation to the AS-SIDQ System (iii) Deed of Assignment and Transfer of Rights dated 1 January 2015 between IDOTTV and SASC for the assignment of all of IDOTTV's rights, title, interests and liabilities in the patent application of Telecommunication Airtime Trading System in perpetuity to SASC ⁽⁹⁾	120,000	120,000	-	-	-
			1,270,557	1,063,883	3,248,142	844,776	-
		Total	1,390,557	1,183,883	3,248,142	844,776	1.00

10. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST (cont'd)

Notes:

- (1) Prior to the acquisition of IDOTTV by Sedania Innovator on 24 July 2014, as set out in Section 5.5 of this Prospectus, IDOTTV was an 80%-subsidiary of SCSB. Pursuant thereto, IDOTTV had entered into the related party transactions with SCSB for transactions relating to dividend payments, advances, and payments on behalf of SCSB and its subsidiaries. Moving forward, Sedania Innovator will not enter into similar related party transactions with SCSB.
- (2) Transactions include billings by IDOTTV on behalf of PTS, SIB, Mediaplay Sdn Bhd, Clicks Network Sdn Bhd and Trini Media Sdn Bhd, wholly-owned subsidiaries of SCSB.
- (3) Mobtivate was a 55%-owned subsidiary of IDOTTV. As part of IDOTTV's restructuring exercise as set out in Section 5.5 of this Prospectus, IDOTTV had on 21 July 2014, entered into a sale and purchase agreement with SCSB for the disposal of its interest in Mobtivate.
- (4) Datuk Noor Azrin Bin Mohd Noor who is the registered and rightful owner of the GreenBilling© and Connexme© copyrights, had on 30 December 2014 entered into a Deed of Assignment and Transfer of Rights with IDOTTV to irrevocably assign all those exclusive rights, title, interests and liabilities in the copyrights of GreenBilling© and Connexme© in perpetuity to IDOTTV for a consideration of RM1.00 respectively.
- (5) Datuk Noor Azrin bin Mohd Noor had on 23 April 2015 entered into a Deed of Assignment and Transfer of Rights agreement which is supplemental to the Deed of Assignment and Transfer of Rights agreement dated 30 December 2014, with IDOTTV to irrevocably assign all those exclusive rights, title, interests and liabilities in the trademark application of greenbilling in perpetuity to IDOTTV.
- (6) MBSB had on 12 June 2012 and 3 December 2013 entered into the AS-SIDQ System Licensing Agreement and Supplemental Agreement to the AS-SIDQ System Licensing Agreement ("**Licensing Agreements**"), respectively, with IDOTTV for the licensing of the AS-SIDQ system that was developed and operated by IDOTTV. The AS-SIDQ system is a commodity trading system that utilizes prepaid mobile airtime credit as the traded commodity. We had pursuant to the IPO streamlined the operations of our Group's principle activities to focus on the core business of the Group as set out in Section 12.2 of this Prospectus. Accordingly, the AS-SIDQ system including its entire operations and resources were transferred to SCSB, which was then transferred to SASC in the FYE 2011. IDOTTV and MBSB had on 17 September 2014 entered into a Novation Agreement for the novation and assignment of all its rights title interest benefit liabilities and obligations accruing towards any time, all monies due and payable to MBSB under the Novation Agreement and the AS-SIDQ System Licensing Agreement dated 12 June 2012, to SASC. Pursuant to the novation, the Licensing Agreements are not a related party transaction by virtue of Y. Bhg. Tan Sri Abdul Halim bin Ali's directorship in MBSB and Sedania Innovator.
- (7) Based on the restated audit accounts of IDOTTV for the past four (4) years, the transaction value pursuant to the Licensing Agreements has been eliminated as the AS-SIDQ System and operations were transferred to SASC in the FYE 2011.
- (8) In 2009, IDOTTV had subscribed for 2,000,000 redeemable convertible preference shares issued by SASC, a wholly-owned subsidiary of SCSB, for a period of five (5) years. The redeemable convertible preference shares were fully redeemed in FYE 2013.
- (9) Pursuant to the novation as explained in item six (6) above, IDOTTV had on 1 January 2015, entered into a Deed of Assignment and Transfer of Rights with SASC for the assignment of all of IDOTTV's exclusive rights, title, interests and liabilities in the patent application number PI 2010000455 to SASC in perpetuity for a consideration of RM1.00.

Our Directors are of the view that all the above related party transactions were conducted on an arm's length basis and/or are not prejudicial to the Group and are also not to the detriment of the Group.

Moving forward, our Directors do not foresee any other related party transactions, including the above mentioned transactions entered into by our Group. In the event there are any related party transactions (recurrent inclusive, if any) subsequent to the Listing, our Group and our Board will seek the necessary approvals as set out in the Listing Requirements.

Our Directors, through our Audit Committee will ensure that any related party transactions (recurrent inclusive, if any) are carried out on an arm's length basis and/or are not prejudicial to the Group nor on commercial terms more favourable to the related parties than those normally agreed with other customers/suppliers and are also not to the detriment of the Group.

10. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST (cont'd)

10.2 TRANSACTIONS THAT ARE UNUSUAL IN THEIR NATURE OR CONDITIONS

Save as disclosed in Section 10.1 of this Prospectus, there are no other transactions that are unusual in their nature or conditions, involving goods, services, tangible or intangible assets, to which our Group was a party to during the Financial Years Under Review and the intervening period up to the LPD.

10.3 OUTSTANDING LOANS MADE TO OR FOR THE BENEFIT OF RELATED PARTIES

There are no outstanding loans, including guarantees of any kind, made by our Group to or for the benefit of related parties during the Financial Years Under Review and the intervening period up to the LPD.

Notwithstanding the above, the amount owing by SCSB to IDOTTV of RM7,940,181 as at 31 December 2014 in relation to the advances and payment made on behalf of SCSB and its subsidiaries, by IDOTTV as set out in Section 10.1 of this Prospectus, will be settled by SCSB prior to the Listing.

10.4 DECLARATIONS BY EXPERTS

(i) Principal Adviser, Sponsor, Underwriter and Placement Agent

Kenanga IB confirms that there is no existing or potential conflict of interests in its capacity as the Principal Adviser, Sponsor, Underwriter and Placement Agent for our Listing.

Kenanga IB in the ordinary course of its banking business had on 11 May 2015 extended a term loan for the financing of RM8.0 million to our substantial shareholder and Promoter, SCSB. Kenanga IB has considered the aforementioned factors and believes that its objectivity and independence in carrying out its role as the Principal Adviser for our Listing will be maintained at all times for the following reasons:

- (a) The credit facility is not material when compared to the audited net assets and total loan of Kenanga IB for the FYE 2014 and therefore would not give rise to a conflict of interest situation.
- (b) Kenanga IB is a licensed investment bank and the granting of the credit facilities are in the ordinary course of its business and the conducts of Kenanga IB is regulated strictly by the Capital Markets and Services Act 2007 and the Financial Services Act 2013 and by its own internal policies, controls, checks and risk management.

(ii) Solicitors

JLPW confirms that there is no existing or potential conflict of interest in its capacity as the Solicitors for our Listing.

(iii) Auditors and Reporting Accountants

BDO confirms that there is no existing or potential conflict of interest in its capacity as the Auditors and Reporting Accountants for our Listing.

(iv) Independent Market Researcher

Protégé confirms that there is no existing or potential conflict of interest in its capacity as the Independent Market Researcher for our Listing.

11. PRO FORMA HISTORICAL FINANCIAL INFORMATION

Our pro forma financial information as set out below have been prepared for illustrative purposes only and should be read in conjunction with the accompanying notes and assumptions included in the Reporting Accountants' Report on the Compilation of the Pro Forma Consolidated Financial Information as set out in Section 11.4 of this Prospectus and the Accountants' Report as set out under Chapter 13 of this Prospectus.

11.1 PRO FORMA CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Our pro forma consolidated statement of profit or loss and other comprehensive income for FYE 2011 to FYE 2014 have been prepared for illustrative purposes only and after incorporating such adjustments as considered necessary as set out in the notes below and assuming that our Group had been in existence throughout the Financial Years Under Review.

You should read this pro forma consolidated statement of profit or loss and other comprehensive income in conjunction with the accompanying notes and assumptions included in the Reporting Accountants' Report on the Compilation of the Pro Forma Consolidated Financial Information as set out in Section 11.4 of this Prospectus and the Accountants' Report as set out in Section 13 of this Prospectus.

	←----- FYE ----->			
	2011 RM	2012 RM	2013 ⁽²⁾ RM	2014 ⁽²⁾ RM
Revenue ⁽¹⁾	8,733,662	8,959,294	9,931,857	11,399,150
Other operating income	2,854,981	239,103	66,556	398,529
Directors' remuneration	(443,000)	(24,000)	(28,000)	(144,000)
Employee benefit expenses	(2,935,677)	(1,519,180)	(1,492,283)	(2,451,931)
Depreciation of property, plant and equipment	(506,991)	(476,093)	(321,750)	(323,023)
Bad debts written off	-	(2,045,833)	(361,666)	-
Other operating expenses ⁽³⁾	(4,356,759)	(832,036)	(806,599)	(2,329,763)
Profit from operations	3,346,216	4,301,255	6,988,115	6,548,962
Finance costs	(13,494)	(10,193)	(7,111)	(3,543)
PBT	3,332,722	4,291,062	6,981,004	6,545,419
Taxation	(672,888)	10,937	(139,842)	(177,189)
Profit for the financial years	2,659,834	4,301,999	6,841,162	6,368,230
Other comprehensive income, net of tax	-	-	-	-
Total comprehensive income	<u>2,659,834</u>	<u>4,301,999</u>	<u>6,841,162</u>	<u>6,368,230</u>

11. PRO FORMA HISTORICAL FINANCIAL INFORMATION (cont'd)

	←-----FYE----->			
	2011 RM	2012 RM	2013 ⁽²⁾ RM	2014 ⁽²⁾ RM
EBITDA	3,853,207	4,777,348	7,309,865	6,871,985
Number of Shares in issue	148,533,000	148,533,000	148,533,000	148,533,000
Gross EPS ⁽⁴⁾	0.02	0.03	0.05	0.04
Net EPS ⁽⁵⁾	0.02	0.03	0.05	0.04
PBT margin (%)	38.16	47.89	70.29	57.42
PAT margin (%)	30.45	48.02	68.88	55.87
EBITDA margin (%)	44.12	53.32	73.60	60.29
Effective tax rate (%)	20.19	(0.25)	2.00	2.71

Notes:

- (1) Revenue of our Group has excluded the results of the subsidiary of IDOTTV, Mobtivate pursuant to the disposal of Mobtivate on 21 July 2014 by IDOTTV, as explained in Section 5.5(b)(ii) of this Prospectus.
- (2) The pro forma consolidated statement of profit or loss and other comprehensive income for FYE 2013 and FYE 2014 represent the consolidated results from IDOTTV and Sedania Innovator.

The summary of the financial results of IDOTTV for FYE 2011 to FYE 2014 are set out below:

	←-----FYE----->			
	2011 RM	2012 RM	2013 RM	2014 RM
Revenue	8,733,662	8,959,294	9,931,857	11,399,150
PBT	3,332,722	4,291,062	6,985,504	7,576,140
PAT	2,659,834	4,301,999	6,845,662	7,398,951

- (3) Included in the other operating expenses for the FYE 2014 are the listing expenses of RM906,221 already charged out to the pro forma consolidated statement of profit or loss and other comprehensive income.
- (4) Gross EPS is computed by dividing PBT for the respective financial years over the number of Sedania Innovator Shares in issue.
- (5) Net EPS is computed by dividing PAT attributable to the owners of the Company for the respective financial years over the number of Sedania Innovator Shares in issue.

There was no share of profits of associated companies or joint ventures, and no exceptional or extraordinary items throughout the financial years under review.

The audited financial statements of our Group for the financial years under review were not subject to any qualification or modification.

[THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

11. PRO FORMA HISTORICAL FINANCIAL INFORMATION (cont'd)

11.2 PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Our pro forma consolidated statement of financial position of our Group as at 31 December 2014 have been prepared for illustrative purposes only to show the effects on the audited statement of financial position of our Group as at 31 December 2014 based on the assumption that the Proposed Debt Settlement had been effected on 31 December 2014.

You should read this pro forma consolidated statement of profit or loss and other comprehensive income in conjunction with the accompanying notes and assumptions included in the Reporting Accountants' Report on the Compilation of the Pro Forma Consolidated Financial Information as set out in Section 11.4 of this Prospectus and the Accountants' Report as set out in Section 13 of this Prospectus.

	Audited As at 31 December 2014 ⁽²⁾ RM	Adjustments for Proposed Debt Settlement ⁽¹⁾ RM	Pro Forma I RM	Adjustments for IPO and Utilisation of Proceeds RM	Pro Forma II RM
ASSETS					
Non-current assets					
Property, plant and equipment	2,662,256	-	2,662,256	4,000,000	6,662,256
Current assets					
Trade and other receivables	13,750,828	(7,940,181)	5,810,647	-	5,810,647
Cash and cash equivalents	5,505,118	7,940,181	13,445,299	7,663,681	21,108,980
	19,255,946	-	19,255,946	7,663,681	26,919,627
TOTAL ASSETS	21,918,202	-	21,918,202	11,663,681	33,581,883
EQUITY AND LIABILITIES					
Equity attributable to owners of the parent					
Share capital	14,853,300	-	14,853,300	5,146,700	20,000,000
Share premium	-	-	-	13,835,397	13,835,397
Reorganisation reserve	(853,280)	-	(853,280)	-	(853,280)
Retained earnings/(Accumulated losses)	7,323,405	-	7,323,405	(7,318,416)	4,989
TOTAL EQUITY	21,323,425	-	21,323,425	11,663,681	32,987,106

11. PRO FORMA HISTORICAL FINANCIAL INFORMATION (cont'd)

	Audited As at 31 December 2014 ⁽²⁾ RM	Adjustments for Proposed Debt Settlement ⁽¹⁾ RM	Pro Forma I RM	Adjustments for IPO and Utilisation of Proceeds RM	Pro Forma II RM
LIABILITIES					
Non-current liabilities					
Deferred tax liabilities	53,424	-	53,424	-	53,424
	53,424	-	53,424	-	53,424
Current liabilities					
Trade and other payables	312,716	-	312,716	-	312,716
Current tax liabilities	228,637	-	228,637	-	228,637
	541,353	-	541,353	-	541,353
TOTAL LIABILITIES	594,777	-	594,777	-	594,777
TOTAL EQUITY AND LIABILITIES	21,918,202	-	21,918,202	11,663,681	33,581,883
Net assets	21,323,425	-	21,323,425	11,663,681	32,987,106
Number of ordinary shares assumed in issue	148,533,000	-	148,533,000	51,467,000	200,000,000
Net (liabilities)/assets attributable to equity holders per ordinary share (RM)	0.14		0.14		0.16

Notes:

- 1) Prior to the Listing, SCSB will settle an amount owing to IDOTTV of RM7,940,181 which represents advances and payment made on behalf of SCSB, as at 31 December 2014 ("Proposed Debt Settlement").
- 2) The financial results of pro forma consolidated statement of financial position as at 31 December 2014 represents the consolidated results from IDOTTV and Sedania Innovator.

11. PRO FORMA HISTORICAL FINANCIAL INFORMATION (cont'd)

11.3 PRO FORMA CONSOLIDATED STATEMENT OF CASH FLOWS

Our pro forma consolidated statement of cash flows for the FYE 2014 has been prepared on the assumption that our Group had been in existence throughout the FYE 2014, adjusted for the effects of the Proposed Debt Settlement and the Listing scheme as set out in Section 5.6 of this Prospectus.

You should read this pro forma consolidated statement of profit or loss and other comprehensive income in conjunction with the accompanying notes and assumptions included in the Reporting Accountants' Report on the Compilation of the Pro Forma Consolidated Financial Information as set out in Section 11.4 of this Prospectus and the Accountants' Report as set out in Section 13 of this Prospectus.

	FYE 2014 ⁽¹⁾ RM
CASH FLOWS FROM OPERATING ACTIVITIES	
PBT	6,545,419
Adjustments for:	
Deposits written off	7,350
Depreciation of property, plant and equipment	323,023
Gain on disposal of property, plant and equipment	(136,665)
Gain on disposal of a subsidiary	(66,089)
Interest expense	3,543
Interest income	(106,389)
Unrealised gain on foreign exchange differences	89,386
Operating profit before working capital changes	6,659,578
Changes in working capital	
Increase in trade and other receivables	(2,551,326)
Decrease in trade and other payables	(6,821,427)
Cash generated from operations	(2,713,175)
Tax paid	(115,484)
Net cash used in operating activities	(2,828,659)
CASH FLOWS FROM INVESTING ACTIVITIES	
Purchase of property, plant and equipment	(5,621,138)
Proceeds from disposals of property, plant and equipment	150,000
Placement in fixed deposits pledged	(3,031,389)
Repayment from substantial corporate shareholder	7,772,573
Repayment from a related company	360,000
Interest received	106,389
Net cash used in investing activities	(263,565)

11. PRO FORMA HISTORICAL FINANCIAL INFORMATION (cont'd)

(cont'd)	FYE 2014 ⁽¹⁾ RM
CASH FLOWS FROM FINANCING ACTIVITIES	
Repayment of hire purchase liabilities	(97,443)
Proceeds from increase in paid-up share capital	18
Proceeds from Public Issue	19,557,460
Payment of estimated listing expenses	(1,293,779)
Interest paid	(3,543)
Net cash from financing activities	18,162,713
Net increase in cash and cash equivalents	15,070,489
Cash and cash equivalents at beginning of financial year	1,172,194
Cash and cash equivalents at end of financial year	16,242,683*

Notes:

- (1) The financial results of pro forma consolidated statement of cash flows for the financial year ended 31 December 2014 represents the consolidated results from IDOTTV and Sedania Innovator.
- * Cash and cash equivalents at end of financial year exclude deposits pledged with a licensed bank of RM4,866,297.

[THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

11. PRO FORMA HISTORICAL FINANCIAL INFORMATION (*cont'd*)

11.4 REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF THE PRO FORMA CONSOLIDATED FINANCIAL INFORMATION



Tel: +603 2616 2888
Fax: +603 2616 3190, 2616 3191
www.bdo.my

12th Floor Menara Uni.Asia
1008 Jalan Sultan Ismail
50250 Kuala Lumpur
Malaysia

The Board of Directors
Sedania Innovator Berhad
10th Floor, Kelana Parkview Tower,
Jalan SS6/2,
47301 Petaling Jaya,
Selangor Darul Ehsan.

Date: 28 April 2015

Our ref: BDO/RB/ND

Dear Sirs

Sedania Innovator Berhad (“Sedania Innovator” or “the Company”) and its subsidiary (“Sedania Innovator Group” or “the Group”)

Report on Compilation of the Pro Forma Consolidated Financial Information included in a Prospectus

We have completed our assurance engagement to report on the compilation of the pro forma consolidated financial information of Sedania Innovator Group prepared by the Board of Directors of the Company. The pro forma consolidated financial information consists of the pro forma consolidated statement of financial position as at 31 December 2014, the pro forma consolidated statement of profit or loss and other comprehensive income for the financial years ended 31 December 2011, 31 December 2012, 31 December 2013 and 31 December 2014 and the pro forma consolidated statement of cash flows for the financial year ended 31 December 2014 together with the accompanying notes thereon, for which we have stamped for the purpose of identification. The pro forma consolidated financial information has been prepared for inclusion in the prospectus of Sedania Innovator in connection with the listing of and quotation for the entire issue and paid-up share capital of Sedania Innovator on the ACE Market of Bursa Malaysia Securities Berhad.

The applicable criteria on the basis of which the Board of Directors has compiled the pro forma consolidated financial information are described in Note 1 of the pro forma financial information and are specified in the Prospectus Guidelines issued by Securities Commission Malaysia (“Prospectus Guidelines”).

The pro forma consolidated financial information has been compiled by the Board of Directors for illustrative purposes only, to illustrate the impact of the transactions as set out in Note 1.3 and Note 1.4 of the pro forma financial information, on the Group’s financial position as at 31 December 2014 and the Group’s financial performance for the financial years ended 31 December 2011, 31 December 2012, 31 December 2013 and 31 December 2014 and cash flows for the financial year ended 31 December 2014 had the acquisition of Idottv Sdn. Bhd. (“IDOTTV”) been effected at the commencement of the period reported. As part of this process, information about the financial position, financial performance and cash flows of Sedania Innovator Group has been extracted by the Board of Directors from the financial statements of Sedania Innovator for the financial period from 17 December 2013 (date of incorporation) to 31 December 2014 and IDOTTV for the financial years ended 31 December 2011, 31 December 2012, 31 December 2013 and 31 December 2014, which have been audited.

Directors’ Responsibility for the Pro Forma Consolidated Financial Information

The Board of Directors is responsible for compiling the pro forma financial information on the basis as described in Note 1 of the pro forma consolidated financial information.

11. PRO FORMA HISTORICAL FINANCIAL INFORMATION (cont'd)



Reporting Accountants' Responsibility

Our responsibility is to express an opinion, as required by the Prospectus Guidelines, about whether the pro forma financial information has been compiled, in all material respects, by the Board of Directors of the Company on the basis described in Note 1 of the pro forma financial information.

We conducted our engagement in accordance with International Standard on Assurance Engagement (ISAE) 3420, *Assurance Engagement to Report on the Compilation of the Pro Forma Financial Information Included in a Prospectus*, issued by the International Auditing and Assurance Standards Board and adopted by the Malaysian Institute of Accountants. This standard requires that we comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Board of Directors has compiled, in all material respects, the pro forma financial information on the basis set out in Note 1 of the pro forma financial information.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma consolidated financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma consolidated financial information.

The purpose of pro forma consolidated financial information included in a prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the events or transactions at 31 December 2014, would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Board of Directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the events or transactions, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The pro forma consolidated financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on our judgement, having regard to our understanding of the nature of the Group, the events or transaction in respect of which the pro forma consolidated financial information has been compiled and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma consolidated financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

11. PRO FORMA HISTORICAL FINANCIAL INFORMATION (*cont'd*)



Opinion

In our opinion:

- (a) The pro forma consolidated financial information of the Group together with the accompanying notes, which are prepared for illustrative purposes only, have been properly prepared on the basis and assumptions as set out in the notes thereon, and such basis is consistent, in all material respects, with the accounting policies adopted by the Group, unless otherwise stated;
- (b) The audited financial statements used in the preparation of the pro forma consolidated financial information, have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRSs") and International Financial Reporting Standards ("IFRSs") and the pro forma consolidated financial information have been properly prepared in a manner consistent with the format of the financial statements to be adopted by the Group; and
- (c) Each material adjustment made to the information used in the preparation of the pro forma consolidated financial information is appropriate, in all material respects, for the purposes of preparing the pro forma consolidated financial information.

Other Matters

This report has been prepared solely for the purpose stated above, in connection with the listing of and quotation for the entire issued and paid-up share capital of Sedania Innovator on the ACE Market of Bursa Malaysia Securities Berhad. As such, this letter should not be used for any other purpose without our prior written consent. Neither the Firm nor any member or employee of the Firm undertakes responsibility arising in any way whatsoever to any party in respect of this letter contrary to the aforesaid purpose.

Yours faithfully,

A handwritten signature in black ink, appearing to be 'BDO'.

BDO
AF: 0206
Chartered Accountants

A handwritten signature in black ink, appearing to be 'Rejeesh A/L Balasubramaniam'.

Rejeesh A/L Balasubramaniam
2895/08/16(J)
Chartered Accountant

28 April 2015

11. PRO FORMA HISTORICAL FINANCIAL INFORMATION (cont'd)

Sedania Innovator Berhad (Company No. 1074350 - A)
Pro Forma Consolidated Financial Information

1. PRO FORMA GROUP, BASIS OF PREPARATION AND LISTING SCHEME**1.1 Pro Forma group**

The pro forma consolidated financial information of Sedania Innovator Berhad ("Sedania Innovator" or "the Company") and its subsidiary, namely Idottv Sdn. Bhd. ("IDOTTV"), ("Sedania Innovator Group", "Pro Forma Group" or "the Group") are prepared for illustrative purposes only. The relevant financial years of Sedania Innovator Group for this Report cover the financial years ended ("FYE") 31 December 2011, 31 December 2012, 31 December 2013 and 31 December 2014.

Set out below are the relevant financial period/years of audited financial statements presented for the purpose of the pro forma consolidated financial information of Sedania Innovator Group and the auditors of the companies in Sedania Innovator Group:

Companies	Financial period/years	Auditors
Sedania Innovator	Financial period ended ("FPE") 31 December 2013	BDO
	FYE 31 December 2014	BDO
IDOTTV	FYE 31 December 2011	K.H. Kwong & Co
	FYE 31 December 2012	K.H. Kwong & Co
	FYE 31 December 2013	BDO
	FYE 31 December 2014	BDO

1.2 Basis of preparation

The Company was incorporated on 17 December 2013 and the first set of audited financial statements of Sedania Innovator shall cover the financial period from 17 December 2013 to 31 December 2014. For the purpose of preparing the pro forma financial statements, the financial statements of the Company will be presented in two separate financial period, with the first financial period being from 17 December 2013 to 31 December 2013 and the second financial period being from 1 January 2014 to 31 December 2014.

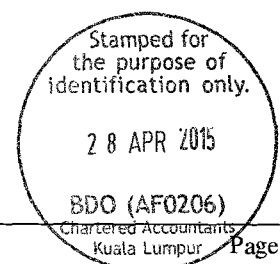
The audited financial statements of Sedania Innovator and IDOTTV for the relevant financial years were not subject to any audit qualification.

The pro forma consolidated financial information of the Group is prepared on the basis consistent with the accounting policies adopted by the Group, in accordance with Malaysian Financial Reporting Standards ("MFRSs") and International Financial Reporting Standards ("IFRSs").

The reorganisation exercise, i.e. the acquisition of IDOTTV undertaken by the Company, is a business combination under common control. Accordingly, the Group is regarded as a continuing entity and the reorganisation exercise have been accounted for using the predecessor basis of accounting.

Elimination of intra-group transactions, if any has also been made on the assumption that Sedania Innovator Group had been in existence throughout the financial years under review.

The pro forma consolidated financial information, because of its nature, may not reflect the Group's actual financial results, financial position and cash flows. Further, such information does not predict the Group's future financial results, financial position and cash flows.



11. PRO FORMA HISTORICAL FINANCIAL INFORMATION (cont'd)

*Sedania Innovator Berhad (Company No. 1074350 - A)
Pro Forma Consolidated Financial Information*

1. PRO FORMA GROUP, BASIS OF PREPARATION AND LISTING SCHEME (continued)

1.2 Basis of preparation (continued)

The pro forma consolidated financial information of Sedania Innovator Group comprises the following:-

Section 2 – Pro Forma Consolidated Statement of Profit or Loss and Other Comprehensive Income for the relevant financial years on the assumption that the Group structure has been in existence throughout the relevant financial years;

Section 3 – Pro Forma Consolidated Statement of Financial Position as at 31 December 2014, adjusted for the impact of the Completed Transactions and Proposed Debt Settlement as set out in Note 1.3 and the Listing Scheme as set out in Note 1.4 of the pro forma consolidated financial information; and

Section 4 – Pro Forma Consolidated Statement of Cash Flows for the FYE 31 December 2014, adjusted for the impact of the Completed Transactions and Proposed Debt Settlement as set out in Note 1.3 and the Listing Scheme as set out in Note 1.4 of the pro forma consolidated financial information.

1.3 Proposed Debt Settlement

Sedania Innovator had undertaken the following transactions in connection with the listing of and quotation for the entire enlarged issued and paid-up capital of Sedania Innovator on the ACE Market of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing”):

1.3.1 Proposed debt settlement by SCSB to IDOTTV (“Proposed Debt Settlement”)

Prior to the Listing, SCSB will settle the amount owing to IDOTTV, which represents advances and payments made on behalf, amounting to RM7,940,181 as at 31 December 2014.

1.4 Listing scheme

In conjunction with and as an integral part of the Listing, the Company undertakes the following transactions:

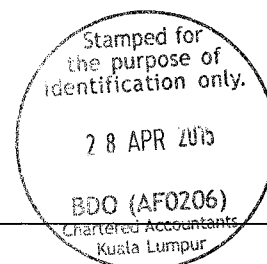
1.4.1 Initial Public Offering (“IPO”)

(i) Public issue

The 51,467,000 IPO Shares to be issued pursuant to the Public Issue at RM0.38 per IPO Share (“IPO Price”) (“Public Issue Shares”) representing 25.73% of the enlarged issued and paid-up share capital upon Listing, payable in full on application upon the terms and conditions as set out in the Prospectus.

(ii) Listing and Quotation on the ACE Market of Bursa Securities

Upon completion of the Public Issue, Sedania Innovator proposes to seek a listing and quotation of its entire enlarged issued share capital comprising 200,000,000 Sedania Innovator Shares on the ACE Market of Bursa Securities.



11. PRO FORMA HISTORICAL FINANCIAL INFORMATION (cont'd)

Sedania Innovator Berhad (Company No. 1074350 - A)
Pro Forma Consolidated Financial Information

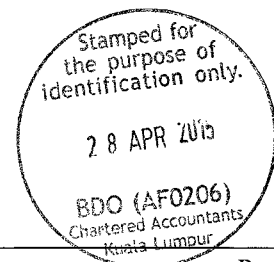
1. PRO FORMA GROUP, BASIS OF PREPARATION AND LISTING SCHEME (continued)**1.4 Listing scheme (continued)****1.4.2 Utilisation of proceeds from Public Issue**

The gross proceeds from the Public Issue of RM19,557,460 as stated in Section 1.4.1(i) are expected to be utilised as follows:

	RM
Capital expenditure	4,000,000
Marketing expenses	4,100,000
Research and development expenses	2,500,000
Working capital*	6,757,460
Estimated listing expenses**	2,200,000
	19,557,460

* Subsumed within cash and bank balances.

** The estimated listing expenses totaling RM2,200,000 (including RM906,221 incurred as at 31 December 2014) to be borne by Sedania Innovator comprise brokerage, underwriting and placement fees, professional fees and miscellaneous expenses. A total of RM575,363 is assumed to be directly attributable to the Public Issue and as such will be debited against the share premium account under Section 60 of the Companies Act 1965 in Malaysia and the remaining expenses of RM1,624,637 are assumed to be attributable to the Listing and as such, will be expensed off to the statement of profit or loss and other comprehensive income, of which RM906,221 has already been recognised in profit or loss as of 31 December 2014.



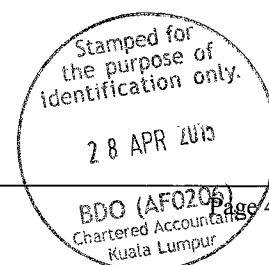
11. PRO FORMA HISTORICAL FINANCIAL INFORMATION (cont'd)

Sedania Innovator Berhad (Company No. 1074350 - A)
Pro Forma Consolidated Financial Information

2. PRO FORMA CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FYE 31 DECEMBER 2012, 31 DECEMBER 2013 AND 31 DECEMBER 2014

The pro forma consolidated statement of profit or loss and other comprehensive income of the Sedania Innovator Group for the past four (4) financial years ended 31 December 2011 to 31 December 2014 have been prepared for illustrative purposes only and after incorporating such adjustments as considered necessary and assuming that the Group had been in existence throughout the financial years under review.

	Financial year ended 31 December			
	2011 RM	2012 RM	2013 RM	2014 RM
Revenue	8,733,662	8,959,294	9,931,857	11,399,150
Other operating income	2,854,981	239,103	66,556	398,529
Directors' remuneration	(443,000)	(24,000)	(28,000)	(144,000)
Employee benefit	(2,935,677)	(1,519,180)	(1,492,283)	(2,451,931)
Depreciation of property, plant and equipment	(506,991)	(476,093)	(321,750)	(323,023)
Bad debts written off	-	(2,045,833)	(361,666)	-
Other operating expenses	(4,356,759)	(832,036)	(806,599)	(2,329,763)
Finance costs	(13,494)	(10,193)	(7,111)	(3,543)
Profit before tax	3,332,722	4,291,062	6,981,004	6,545,419
Taxation	(672,888)	10,937	(139,842)	(177,189)
Profit for the financial years	2,659,834	4,301,999	6,841,162	6,368,230
Other comprehensive income, net of tax	-	-	-	-
Total comprehensive income	2,659,834	4,301,999	6,841,162	6,368,230
<i>Earnings before interest, tax, depreciation and amortisation ("EBITDA")</i>	3,853,207	4,777,348	7,309,865	6,871,985
<i>Number of ordinary shares in issue</i>	148,533,000	148,533,000	148,533,000	148,533,000
<i>Gross earnings per share</i>	0.02	0.03	0.05	0.04
<i>Net earnings per share</i>	0.02	0.03	0.05	0.04
<i>Profit before tax margin</i>	38.16	47.89	70.29	57.42
<i>Profit after tax margin (%)</i>	30.45	48.02	68.88	55.87
<i>EBITDA margin (%)</i>	44.12	53.32	73.60	60.29
<i>Effective tax rate (%)</i>	20.19	(0.25)	2.00	2.71



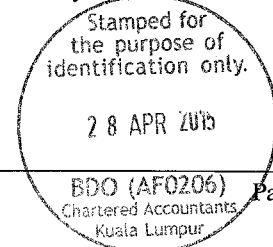
11. PRO FORMA HISTORICAL FINANCIAL INFORMATION (cont'd)

Sedania Innovator Berhad (Company No. 1074350 - A)
Pro Forma Consolidated Financial Information

2. PRO FORMA CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FYE 31 DECEMBER 2011, 31 DECEMBER 2012, 31 DECEMBER 2013 AND 31 DECEMBER 2014 (continued)

NOTES TO THE PRO FORMA CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

- (a) Earnings before interest, tax, depreciation and amortisation (“EBITDA”) is the total net profit for the financial year before interest, tax, depreciation and amortisation for the respective financial years.
- (b) Number of ordinary shares is the number of shares in issue and is derived after the increase in paid-up share capital, subdivision of shares and acquisition of IDOTTV.
- (c) Gross earnings per share is computed by dividing profit before tax for the respective financial years over the number of ordinary shares in issue of Sedania Innovator shares.
- (d) Net earnings per share is computed by dividing profit after tax and attributable to the owners of the Company for the respective financial years over the number of ordinary shares in issue at the end of the respective financial years.
- (e) Profit before tax (“PBT”) margin is computed by dividing the profit before tax over revenue earned in the respective financial years.
- (f) Profit after tax (“PAT”) margin is computed by dividing the profit after tax over revenue earned in the respective financial years.
- (g) EBITDA margin is computed by dividing EBITDA over revenue earned in the respective financial years.
- (h) Effective tax rate is computed by dividing tax expense over profit before tax in the respective financial years.
- (i) All significant inter-company transactions, if any, are eliminated on consolidation and the consolidated results reflect external transactions only.
- (j) No diluted earnings per share are shown as there were no potential dilutive shares in issue during the financial years under review.
- (k) There was no non-controlling interest throughout the financial years under review.
- (l) There was no share of profits of joint ventures or associates throughout the financial years under review.
- (m) The pro forma consolidated statement of profit or loss and other comprehensive income of Sedania Innovator Group for the FYE 31 December 2011 and 31 December 2012 did not include the results of Sedania Innovator as it was only incorporated on 17 December 2013.
- (n) The pro forma consolidated statement of profit or loss and other comprehensive income of Sedania Innovator Group for the financial years under review did not include results of the subsidiary of IDOTTV, Mobtivate as Mobtivate has been disposed of on 21 July 2014 and is therefore not included in the pro forma Sedania Innovator Group.
- (o) There were no exceptional or extraordinary items throughout the financial years under review.



11. PRO FORMA HISTORICAL FINANCIAL INFORMATION (cont'd)

Sedania Innovator Berhad (Company No. 1074350 - A)
Pro Forma Consolidated Financial Information

3. PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2014

The pro forma consolidated statement of financial position ("SOFP") of Sedania Innovator Group as at 31 December 2014 have been prepared for illustrative purposes only to show the effects on the audited SOFP of Sedania Innovator as at 31 December 2014 based on the assumptions that the Completed Transactions and Proposed Debt Settlement as set out in Note 1.3 and the Listing Scheme as set out in Note 1.4 had been effected on 31 December 2014.

	Note	Audited As at 31 December 2014	Adjustments for Proposed Debt Settlement	Pro Forma I	Adjustments for IPO and Utilisation of Proceeds	Pro Forma II
		RM	RM	RM	RM	RM
ASSETS						
Non-current assets						
Property, plant and equipment	3.2.1	2,662,256	-	2,662,256	4,000,000	6,662,256
Current assets						
Trade and other receivables		13,750,828	(7,940,181)	5,810,647	-	5,810,647
Cash and bank balances	3.2.2	5,505,118	7,940,181	13,445,299	7,663,681	21,108,980
		19,255,946	-	19,255,946	7,663,681	26,919,627
TOTAL ASSETS		21,918,202	-	21,918,202	11,663,681	33,581,883
EQUITY AND LIABILITIES						
Equity attributable to owners of the parent						
Share capital	3.2.3	14,853,300	-	14,853,300	5,146,700	20,000,000
Share premium	3.2.3	-	-	-	13,835,397	13,835,397
Reorganisation reserve	3.2.3	(853,280)	-	(853,280)	-	(853,280)
Retained earnings		7,323,405	-	7,323,405	(7,318,416)	20,000,000
		21,323,425	-	21,323,425	11,663,681	32,987,106
TOTAL EQUITY		21,323,425	-	21,323,425	11,663,681	32,987,106

Stamped for the purpose of identification only.

28 APR 2015

AF0206
 Kuala Lumpur Page 6

11. PRO FORMA HISTORICAL FINANCIAL INFORMATION (cont'd)

Sedania Innovator Berhad (Company No. 1074350 - A)
Pro Forma Consolidated Financial Information

3. PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2014 (continued)

	Note	Audited As at 31 December 2014 RM	Adjustments for Proposed Debt Settlement RM	Pro Forma I RM	Adjustments for IPO and Utilisation of Proceeds RM	Pro Forma II RM
LIABILITIES						
Non-current liabilities						
Deferred tax liabilities		53,424	-	53,424	-	53,424
Current liabilities						
Trade and other payables		312,716	-	312,716	-	312,716
Hire purchase liabilities		-	-	-	-	-
Current tax liabilities		228,637	-	228,637	-	228,637
		541,353	-	541,353	-	541,353
TOTAL LIABILITIES		594,777	-	594,777	-	594,777
TOTAL EQUITY AND LIABILITIES		21,918,202	-	21,918,202	11,663,681	33,581,883
Net assets		21,323,425		21,323,425	-	32,987,106
Number of ordinary shares assumed in issue		148,533,000		148,533,000		200,000,000
Net assets attributable to equity holders per ordinary share (RM)		0.14		0.14		0.16

Stamped for
the purpose of
identification only.

28 APR 2015

BOC (AF0206)
 BUREAU OF ACCOUNTANTS
 Kuala Lumpur

11. PRO FORMA HISTORICAL FINANCIAL INFORMATION (cont'd)

Sedania Innovator Berhad (Company No. 1074350 - A)
Pro Forma Consolidated Financial Information

3. PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2014 (continued)

3.1 PRO FORMA ADJUSTMENTS TO THE PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION

3.1.1 PRO FORMA I

The Pro Forma I is stated after the incorporation of the Proposed Debt Settlement as set out in Section 1.3.

3.1.2 PRO FORMA II

Pro Forma II is stated after Pro Forma I and after the completion of the proposed public issue and utilisation of proceeds as set out in Section 1.4.1 and 1.4.2.

3.2 NOTES TO THE PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION

3.2.1 PROPERTY, PLANT AND EQUIPMENT

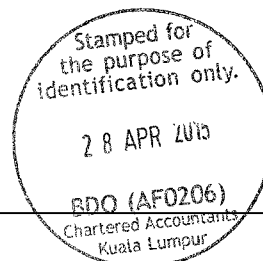
The movements of property, plant and equipment are as follows:

	RM
As at 31 December 2014	2,662,256
Proposed Debt Settlement	-
Pro Forma I	2,662,256
Proposed utilisation of proceeds	
- Capital expenditure	4,000,000
Pro Forma II	6,662,256

3.2.2 CASH AND BANK BALANCES

The movements of cash and bank balances are as follows:

	RM
As at 31 December 2014	5,505,118
Proposed Debt Settlement	7,940,181
Pro Forma I	13,445,299
Public Issue	19,557,460
Proposed utilisation of proceeds	
- Capital expenditure	(4,000,000)
- Marketing expenses	(4,100,000)
- Research and development expenses	(2,500,000)
- Estimated listing expenses	(1,293,779)
	7,663,681
Pro Forma II	21,108,980



11. PRO FORMA HISTORICAL FINANCIAL INFORMATION (cont'd)

Sedania Innovator Berhad (Company No. 1074350 - A)
Pro Forma Consolidated Financial Information

3. PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2014 (continued)

3.2 NOTES TO THE PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

3.2.2 CASH AND BANK BALANCES (continued)

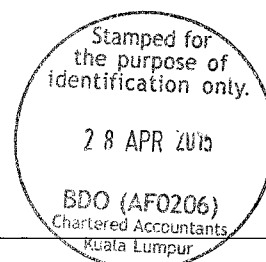
For the purpose of the pro forma consolidated statements of cash flows, cash and cash equivalents after adjusting for the effects of the Proposed Debt Settlement as set out in Note 1.3 and the Listing Scheme as set out in Note 1.4 comprise the following:

	As at 31.12.2014 RM
Cash and bank balances	16,242,683
Deposits with a licensed bank	4,866,297
Cash and bank balances as reported in pro forma consolidated statement of financial position	21,108,980
Less: Deposits pledged with a licensed bank	(4,866,297)
As reported in pro forma consolidated statement of cash flows	16,242,683

3.2.3 SHARE CAPITAL AND RESERVES

(a) The movements in the share capital and reserves of the Sedania Innovator Group are as follows:

	Share capital RM	Share premium RM	Reorganisation reserve RM	Retained earnings RM	Total RM
As at 31 December 2014	14,853,300	-	(853,280)	7,323,405	21,323,425
Proposed Debt Settlement	-	-	-	-	-
Pro Forma I	14,853,300	-	(853,280)	7,323,405	21,323,425
Public Issue	5,146,700	14,410,760	-	-	19,557,460
Less: Listing expenses	-	(575,363)	-	(718,416)	(1,293,779)
Less: Marketing expenses	-	-	-	(4,100,000)	(4,100,000)
Less: Research and development expenses	-	-	-	(2,500,000)	(2,500,000)
Pro forma II	20,000,000	13,835,397	(853,280)	4,989	32,987,106



11. PRO FORMA HISTORICAL FINANCIAL INFORMATION (cont'd)

Sedania Innovator Berhad (Company No. 1074350 - A)
Pro Forma Consolidated Financial Information

3. PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2014 (continued)**3.2 NOTES TO THE PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)****3.2.3 SHARE CAPITAL AND RESERVES (continued)**

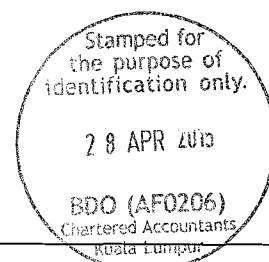
(b) The details of the changes in the issued and paid-up share capital are as follows:

	No. of shares allotted	Cumulative no. of shares allotted	Par value RM	Consideration	Cumulative total issued and paid- up share capital RM
17 December 2013	2	2	1.00	Cash	2
22 July 2014	18	20	1.00	Cash	20
22 July 2014	180	200	0.10	Subdivision of shares	200
24 July 2014	148,532,800	148,533,000	0.10	Acquisition of IDOTTV	14,853,300

Upon completion of the Public Issue as mentioned in Note 1.4.1, the issued and fully paid-up share capital of the Company will be enlarged to RM20,000,000 comprising 200,000,000 Sedania Innovator Shares.

(c) The share premium is in respect of the proceeds in excess of the nominal value of shares issued pursuant to Public Issue after deducting the listing expenses as disclosed in Note 1.4.2.

[THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK]



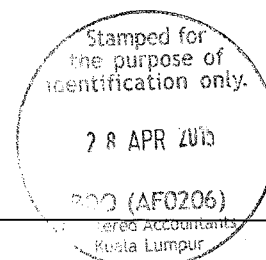
11. PRO FORMA HISTORICAL FINANCIAL INFORMATION (cont'd)

Sedania Innovator Berhad (Company No. 1074350 - A)
Pro Forma Consolidated Financial Information

4. PRO FORMA CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE FYE 31 DECEMBER 2014

The pro forma consolidated statement of cash flows for the FYE 31 December 2014 has been prepared on the assumption that the Group had been in existence throughout the FYE 31 December 2014, adjusted for the effects of the Proposed Debt Settlement as set out in Note 1.3 and the Listing Scheme as set out in Note 1.4.

	FYE 31 December 2014 RM
CASH FLOWS FROM OPERATING ACTIVITIES	
Profit before tax	6,545,419
Adjustments for:	
Deposits written off	7,350
Depreciation of property, plant and equipment	323,023
Gain on disposal of property, plant and equipment	(136,665)
Gain on disposal of a subsidiary	(66,089)
Interest expense	3,543
Interest income	(106,389)
Unrealised gain on foreign exchange differences	89,386
Operating profit before working capital changes	6,659,578
Changes in working capital	
Increase in trade and other receivables	(2,551,326)
Decrease in trade and other payables	(6,821,427)
Cash generated from operations	(2,713,175)
Tax paid	(115,484)
Net cash used in operating activities	(2,828,659)
CASH FLOWS FROM INVESTING ACTIVITIES	
Purchase of property, plant and equipment	(5,621,138)
Proceeds from disposals of property, plant and equipment	150,000
Placement of deposits pledged	(3,031,389)
Repayment from substantial corporate shareholder	7,772,573
Repayment from a related company	360,000
Interest received	106,389
Net cash used in investing activities	(263,565)



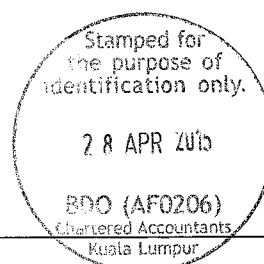
11. PRO FORMA HISTORICAL FINANCIAL INFORMATION (cont'd)

Sedania Innovator Berhad (Company No. 1074350 - A)
Pro Forma Consolidated Financial Information

4. PRO FORMA CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE FYE 31 DECEMBER 2014 (continued)

	FYE 31 December 2014 RM
CASH FLOWS FROM FINANCING ACTIVITIES	
Repayment of hire purchase liabilities	(97,443)
Proceeds from increase in paid-up share capital	18
Proceeds from Public Issue	19,557,460
Payment of estimated listing expenses	(1,293,779)
Interest paid	(3,543)
Net cash from financing activities	18,162,713
Net increase in cash and cash equivalents	15,070,489
Cash and cash equivalents at beginning of financial year	1,172,194
Cash and cash equivalents at end of financial year	16,242,683

[THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK]



11. PRO FORMA HISTORICAL FINANCIAL INFORMATION (cont'd)

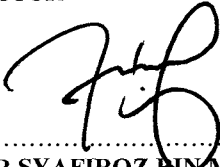
Sedania Innovator Berhad (Company No. 1074350 - A)
Pro Forma Consolidated Financial Information

APPROVAL BY THE BOARD OF DIRECTORS

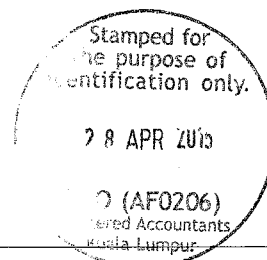
Approved and adopted by the Board of Directors in accordance with a resolution dated 28 April 2015.



.....
DATUK NOOR AZRIN BIN MOHD NOOR
DIRECTOR



.....
NOOR SYAFIROZ BIN MOHD NOOR
DIRECTOR



12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our past financial condition and results of operations should be read in conjunction with the notes and assumptions included in the Reporting Accountants' Report on the Compilation of the Pro Forma Consolidated Financial Information as set out in Section 11.4 of this Prospectus and the Accountants Report as set out in Chapter 13 of this Prospectus.

This discussion and analysis contains forward-looking statements that involve risks and uncertainties. Our actual results may differ significantly from those projected in the forward-looking statements. Factors that may cause future results to differ significantly from those projected in the forward-looking statements include, but are not limited to, those discussed below and the discussion on risk factors included in Chapter 4 of this Prospectus.

Our Pro Forma Consolidated Financial Statements have been prepared on the basis that Sedania Innovator has been in existence throughout the Financial Years Under Review.

12.1 BUSINESS MODEL

Sedania Innovator was incorporated in Malaysia under the Act on 17 December 2013 as a private limited company under the name of Sedania Innovator Sdn Bhd. Our Company was converted to a public limited company on 22 September 2014 to serve as the investment holding company of our subsidiary, IDOTTV and the listing vehicle of the Sedania Innovator Group on the ACE Market of Bursa Securities. Sedania Innovator is principally an investment holding company whilst our Group is engaged in the business pertaining to or connected with telecommunications and IT which includes multimedia products and all other related activities.

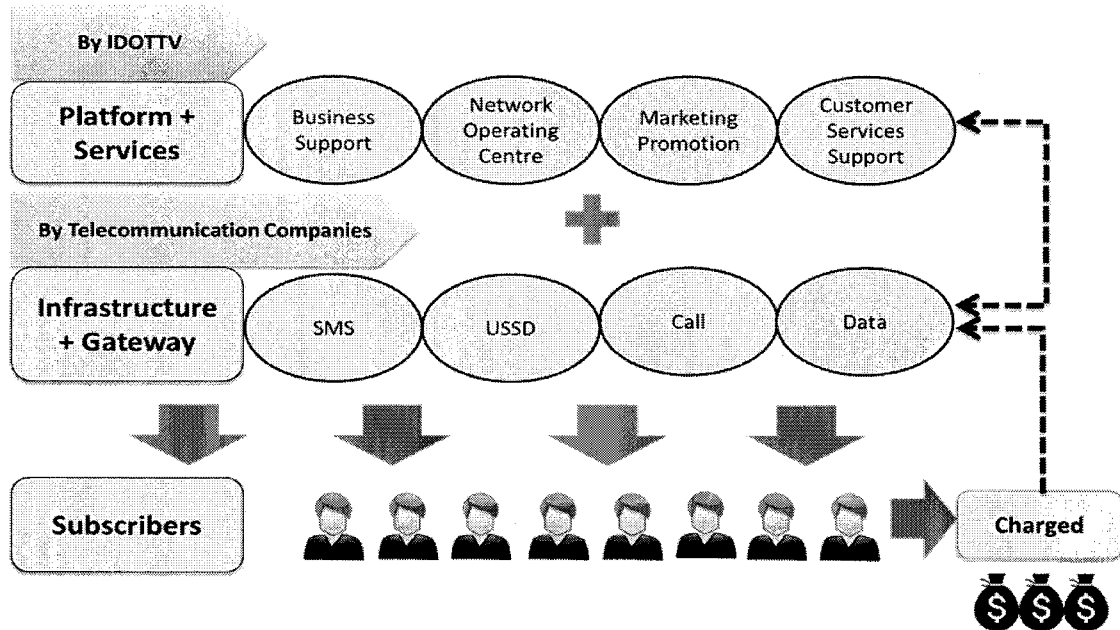
IDOTTV, our subsidiary, is an aggregator (platform and service enabler), specialising in providing ancillary services to mobile subscribers by partnering service providers such as MNOs and utility companies for their infrastructure and gateway. Our platform serves as a base for the creation of customised products and processes to support present and future developments.

Utilising our platform, currently our principle product is our ATS Solutions, which is a mobile sharing solution for the transfer of Airtime Credit from either prepaid or post-paid mobile subscribers to other prepaid subscribers at any time and place. Our platform is integrated into the MNO's system and utilises the MNO's infrastructure and gateway to reach out to the subscribers.

[THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Cont'd)

The diagram below illustrates the relationship between us, the MNO and the subscribers of the MNO's telecommunication services.



MNOs provide the telecommunications infrastructure and gateway as well as several core services including telephone services, SMS, data services, and USSD amongst others to its subscribers. We integrate our platform onto the MNOs infrastructure to provide mobile subscribers with our ATS Solutions and other support services such as marketing, promotion, product and customer support services. The subscribers are charged for the usage of our services which is then distributed between us, our partners (if any) and the MNO.

Under the ATS Solutions, we currently provide two (2) key services, as set out below:

ATS Solutions	Description
Airtime Transfer	The core of the ATS Solutions, this service allows prepaid and/or post-paid mobile subscribers to transfer Airtime Credit to other prepaid subscribers on the same telecommunications network via SMS.
Airtime Request	This service enables prepaid mobile subscribers with low or zero credits to request Airtime Credit from other prepaid or post-paid subscribers on the same telecommunications network via SMS

Further details on our ATS Solutions, are set out in Section 6.1 of this Prospectus.

For the Financial Years Under Review, our ATS Solutions was available in Malaysia on Celcom under Celcom Airtime Transfer and Celcom Airtime Request. In FYE 2014, we had entered into an agreement with our strategic partner in Bangladesh for the provision of our ATS Solutions to the subscribers of Robi Axiata under the product name Robi Quickshare. The revenue generated from the usage of our ATS platform is shared between the MNO, our strategic partner and IDOTTV based on the agreed contractual terms and revenue sharing ratio.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (*cont'd*)

12.2 KEY CONSIDERATIONS

(i) Reclassification and restatement of comparative figures for FYE 2011 and FYE 2012

In the financial years prior to FYE 2013, the financial statements of IDOTTV were prepared in accordance with the Private Entity Reporting Standards ("PERSs") in Malaysia. IDOTTV is a non-transitioning entity as defined by the Malaysian Accounting Standards Board ("MASB"), and had adopted the Malaysian Financial Reporting Standards ("MFRSs") Framework and International Financial Reporting Standards ("IFRSs") during the FYE 2013 in compliance with MASB's notice of issuance dated 19 November 2012 where entities other than private entities shall apply the MFRS Framework for annual periods beginning on or after 1 January 2012, with the exception of transitioning entities. Transitioning entities defined by MASB are entities subject to the application of MFRS 141 Agriculture and/or IC Interpretation 15 Agreements for the Construction of Real Estate. The financial statements of IDOTTV for FYE 2013 are the first set of financial statements of IDOTTV prepared in accordance with the MFRSs and IFRSs.

The historical financial information of IDOTTV for the FYE 2011 and FYE 2012, which have been previously prepared in accordance with PERSs, have been extracted and compiled, based on the audited financial statements of IDOTTV prepared under PERSs for the respective financial years and, where appropriate, adjusted to conform with MFRSs. Certain comparative figures in the financial statements of IDOTTV for the FYE 2011 and FYE 2012 have been reclassified to conform to the presentation of financial information for the FYE 2013 and FYE 2014. The reclassifications made in respect of statement of profit or loss and other comprehensive income are mainly due to change of presentation of expenses from 'function of expense' method to 'nature of expense' method to provide more reliable and relevant information. These reclassifications do not have an impact on the retained earnings of IDOTTV.

Please refer to Section 9.3.28 of the Accountants Report as set out in Chapter 13 of this Prospectus for further details on the reclassification of comparative figures.

(ii) Prior year adjustments ("PYA") of comparative figures for FYE 2011 and FYE 2012

Certain comparative figures in the financial statements of IDOTTV for FYE 2011 and FYE 2012 have been restated in view of PYAs such as the elimination of revenue, other operating expenses and cost of sales, over-provision of depreciation charge, under-provision of taxation and write off of trade and other receivables.

Please refer to Section 9.3.29 of the Accountants Report as set out in Chapter 13 of this Prospectus for further details on the prior year adjustments.

The PYAs on the statement of financial position as at 31 December 2011 include the following:

- (i) Adjustment on revenue overtaken up due to credit note taken up in the wrong financial year, elimination of revenue in respect of billings on behalf of a subsidiary, Mobtivate and reversal of provision of revenue of RM52,324; and
- (ii) Elimination of revenue and other operating expenses of RM1,429,809 in respect of billings on behalf of a third party of which the related economic benefits do not flow to IDOTTV. Accordingly, revenue in respect of these billings made on behalf of a third party is not recognised by IDOTTV.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (*cont'd*)

The PYAs on the statement of financial position as at 31 December 2012 include the following:

- a) Elimination of revenue and cost of sales of RM1,670,469 in respect of billings on behalf of a subsidiary, Mobtivate and a related company, SASC; and
- b) Adjustment on trade receivables and amount owing to a subsidiary, Mobtivate of RM55,995 in respect of reversal of billings on behalf.

(iii) Streamlining of operations

Historically, our Group's revenue included revenue generated from our core product i.e., our ATS Solutions and revenue generated from other non-core products such as from SMS broadcast, SMS alert services, mobile billing, mobile content, Islamic content and web portal service amongst others.

In 2011, our Group undertook a strategic review to streamline our operations and focus on the ATS Solutions business and become a full-fledged platform and service enabler, specialising in providing ancillary services to the mobile subscribers. The business strategy was based on our key management's assessment of the growth potential of our ATS Solutions compared to the other products and services after taking into consideration, the track record of our ATS Solutions and the potential to introduce a wide range of new products using the existing ATS platform. In line with the streamlining of operations, by 2012, all non-core businesses were transferred out of IDOTTV to our holding company, SCSB and its subsidiaries.

Accordingly, in line with the streamlining of operations in 2012, certain non-core business such as SMS broadcast, SMS alert services, mobile billing, mobile content and Islamic content amongst others were transferred out of IDOTTV to Mobtivate which was eventually disposed to SCSB in 2014. Further information on the disposal of Mobtivate is set out in Section 5.5(b)(i) of this Prospectus.

Additionally, the direct and indirect costs related to other non-core business such as web portal services, mobile games and other mobile content that had been incurred by IDOTTV prior to FYE 2012 were also reallocated to SCSB and its subsidiaries as part of the streamlining of operations in FYE 2012. These major costs include the following:

- (i) Directors' remuneration, as set out in Section 12.4(iii)(a) of this Prospectus;
- (ii) Employee benefits expenses, as set out in Section 12.4(iii)(b) of this Prospectus;
- (iii) Advertising, promotion and entertainment as set out in Section 12.4(iii)(d) of this Prospectus;
- (iv) Travelling and accommodation expenses as set out in Section 12.4(iii)(d) of this Prospectus; and
- (v) Content related costs as set out in Section 12.4(iii)(d) of this Prospectus.

Pursuant to the aforesaid streamlining and focus strategy that was implemented in FYE 2012, our other operating income and operating expenses have declined over the Financial Years Under Review as discussed in the ensuing sections. Our other operating income and operating expenses have also been adjusted for the PYAs as set out in Section 12.2(ii) above and in Section 9.3.30 of the Accountants Report.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont'd)

12.3 OVERVIEW

The table below sets out our pro forma consolidated statement of profit or loss and other comprehensive income for FYE 2011 to FYE 2014 which have been prepared for illustrative purposes only and after incorporating such adjustments as considered necessary as set out in Section 11.4 of this Prospectus and assuming that our Group had been in existence throughout the Financial Years Under Review. Further details of the pro forma consolidated statement of profit or loss and other comprehensive income are set out in Section 11.4 of this Prospectus.

	←--- FYE ---→			
	2011 RM	2012 RM	2013 ⁽²⁾ RM	2014 ⁽²⁾ RM
Revenue ⁽¹⁾	8,733,662	8,959,294	9,931,857	11,399,150
Other operating income	2,854,981	239,103	66,556	398,529
Directors' remuneration	(443,000)	(24,000)	(28,000)	(144,000)
Employee benefit expenses	(2,935,677)	(1,519,180)	(1,492,283)	(2,451,931)
Depreciation of property, plant and equipment	(506,991)	(476,093)	(321,750)	(323,023)
Bad debts written off	-	(2,045,833)	(361,666)	-
Other operating expenses ⁽³⁾	(4,356,759)	(832,036)	(806,599)	(2,329,763)
Profit from operations	3,346,216	4,301,255	6,988,115	6,548,962
Finance costs	(13,494)	(10,193)	(7,111)	(3,543)
PBT	3,332,722	4,291,062	6,981,004	6,545,419
Taxation	(672,888)	10,937	(139,842)	(177,189)
Profit for the financial years	2,659,834	4,301,999	6,841,162	6,368,230
Other comprehensive income, net of tax	-	-	-	-
Total comprehensive income	2,659,834	4,301,999	6,841,162	6,368,230

Notes:

- (1) Revenue of our Group has excluded the results of the subsidiary of IDOTTV, Mobtivate pursuant to the disposal of Mobtivate on 21 July 2014 by IDOTTV.
- (2) The pro forma consolidated statement of profit or loss and other comprehensive income for FYE 2013 and FYE 2014 represent the consolidated results from IDOTTV and Sedania Innovator.

The summary of the financial results of IDOTTV for FYE 2011 to FYE 2014 are set out below:

	←--- FYE ---→			
	2011 RM	2012 RM	2013 RM	2014 RM
Revenue	8,733,662	8,959,294	9,931,857	11,399,150
PBT	3,332,722	4,291,062	6,985,504	7,576,140
PAT	2,659,834	4,301,999	6,845,662	7,398,951

- (3) Included in the other operating expenses for the FYE 2014 are the listing expenses of RM906,221 already charged out to the pro forma consolidated statement of profit or loss and other comprehensive income.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont'd)

(i) Revenue

Historically, as set out under Section 6.7 of this Prospectus, the major revenue contributor to our Group was Celcom's subscribers due to our contract with Celcom since 2004.

In FYE 2014, we had entered into an agreement with our strategic partner in Bangladesh for the provision of our ATS Solutions to the subscribers of Robi Axiata under the product name Robi Quickshare, as set out under Section 6.1.1 of this Prospectus.

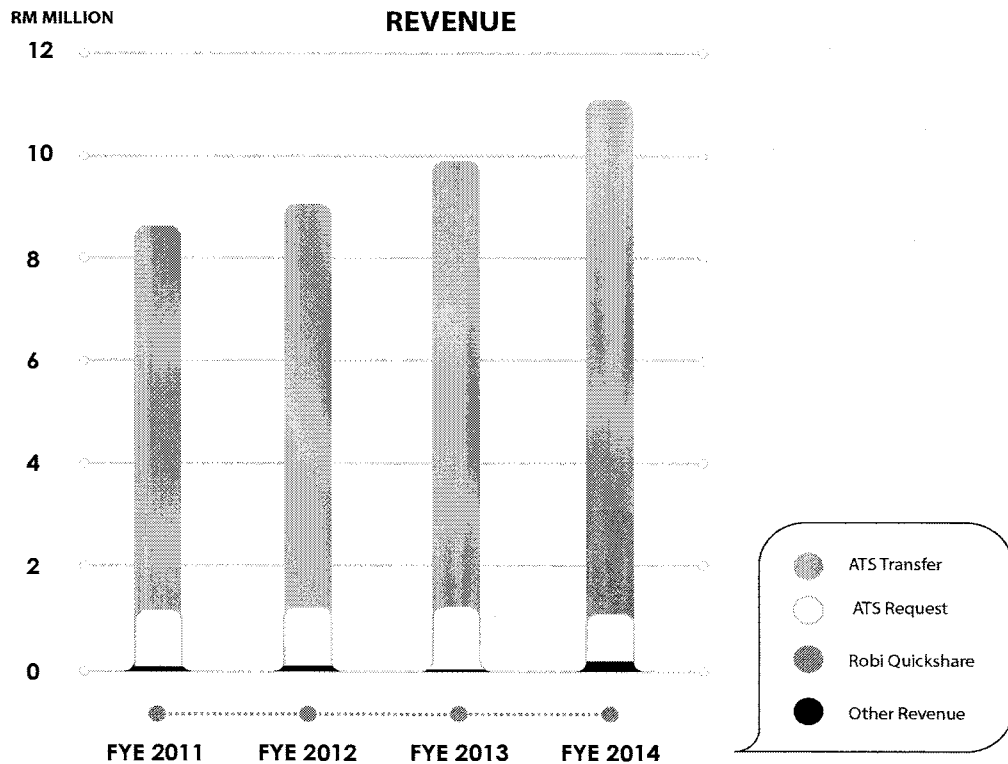
Our revenue for the Financial Years Under Review was primarily derived from our core services, ATS Solutions with Celcom which comprises of ATS Transfer and ATS Request and Robi Quickshare with Robi Axiata, as set out in the table below:

Product/ Service	FYE 2011		FYE 2012		FYE 2013		FYE 2014	
	RM	%	RM	%	RM	%	RM	%
ATS Transfer	7,185,771	82.3	7,865,120	87.8	8,728,773	87.9	8,143,640	71.4
ATS Request	1,078,552	12.3	1,082,289	12.1	1,201,189	12.1	886,319	7.8
Robi Quickshare	-	-	-	-	-	-	2,272,768	19.9
Other Revenue	469,339	5.4	11,885	0.1	1,895	-	96,423	0.9
Total Revenue	8,733,662	100	8,959,294	100	9,931,857	100	11,399,150	100

Other sources of our Group's revenue for the Financial Years Under Review include revenue generated from non-core services such as SMS broadcast, mobile billing, mobile content, Islamic content and web portal.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont'd)

The following chart sets out our revenue by services for the Financial Years Under Review:



ATS Transfer with Celcom accounted for approximately 82.3%, 87.8%, 87.9% and 71.4% of our total revenue for FYE 2011, FYE 2012, FYE 2013 and FYE 2014 respectively whereas ATS Request with Celcom accounted for approximately 12.3%, 12.1%, 12.1% and 7.8% of total revenue for FYE 2011, FYE 2012, FYE 2013 and FYE 2014 respectively.

ATS Transfer with Celcom has consistently been our major revenue contributor with over 82% of total revenue from FYE 2011 to FYE 2013. The percentage contribution of ATS Transfer with Celcom towards our total revenue has been on an increasing trend from 82.3% in FYE 2011 to 87.9% in FYE 2013.

In FYE 2014, we had commercially launched our ATS platform called Robi Quickshare with our local partner in Bangladesh as set under Section 6.1.1 (ii) of this Prospectus. Robi Quickshare accounted for approximately 19.9% of the total revenue for FYE 2014 while ATS Transfer with Celcom accounted for approximately 71.4% of the total revenue for FYE 2014.

Other revenue from our non-core services accounted for approximately 5.4% and 0.1% of total revenue for FYE 2011 and FYE 2012 respectively. For FYE 2013, other revenue from our non-core services decreased to a negligible amount of RM1,895 of the total revenue of RM9.93 million. For FYE 2014, other revenue from our non-core services is in relation to the SMS Integration Project which amounted to RM96,423 or approximately 0.9% of the total revenue of RM11.4 million.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont'd)

Other revenue declined from RM469,339 in FYE 2011 to RM1,895 in FYE 2013 pursuant to our Group's strategy to focus on our ATS platform business and streamlining of costs to SCSB and its subsidiaries in FYE 2011 as set out in Section 12.2 of this Prospectus.

Overall, our revenue grew 30.5% from RM8.73 million to RM11.40 million during the Financial Years Under Review mainly due to the increased revenue from our ATS Solutions. With a CAGR of 6.9% per annum recorded over the last four (4) years, the growth of revenue is in line with the increase in average number of transactions from 268,000 per day in FYE 2011 to 324,019 per day in FYE 2014.

Further information on the revenue is set out under Section 12.4(i) of this Prospectus.

(ii) Other operating income

The table below sets out the major components of our other operating income for FYE 2011 to FYE 2014.

	FYE 2011		FYE 2012		FYE 2013		FYE 2014	
	RM	%	RM	%	RM	%	RM	%
Interest Income from Deposits	102,986	3.6	47,312	19.8	43,754	65.7	106,389	26.7
Interest income from Redeemable Convertible Preference Shares	120,000	4.2	120,000	50.2	-	-	-	-
Development Training	-	-	27,300	11.4	22,580	34.0	-	-
Government Grant	600,000	21.0	-	-	-	-	-	-
Reversal of accruals no longer required	2,000,000	70.1	-	-	-	-	-	-
Gain on disposal of a subsidiary	-	-	-	-	-	-	66,089	16.6
Gain on disposal of property plant and equipment ("PPE")	-	-	-	-	3	0.0	136,665	34.3
Unrealised gain on foreign exchange	-	-	-	-	-	-	89,386	22.4
Others	31,995	1.1	44,491	18.6	219	0.3	-	-
Total	2,854,981	100	239,103	100	66,556	100	398,529	100

Major components of other operating income for the Financial Years Under Review include interest income, income derived from development training and a financial grant awarded by MDeC. For FYE 2011, other operating income included a reversal of accruals which was no longer required, as explained below. For FYE 2014, the other operating income included the gain on disposal of Mobtivate of RM66,089 pursuant to the streamlining of operations as set out in Section 12.2(iii), the disposal of PPE and unrealised gain on foreign exchange.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont'd)

As set out in the chart above, interest income which includes interest from deposits placed with financial institutions and redeemable convertible preference shares accounted for approximately 7.8%, 70.0%, 65.7% and 26.7% of total other operating income for FYE 2011, FYE 2012, FYE 2013 and FYE 2014 respectively.

Income derived from development training accounted for approximately 11.4% and 34.0% of total other operating income for FYE 2012 and FYE 2013, respectively. Income derived from development training was in relation to a bursary awarded by Malaysian Common Criteria Evaluation & Certification (MyCC) Scheme for attending training on Mobile Billing version 1.4 in FYE 2012 and payment received for the Android Development Training conducted by IDOTTV for Jabatan Perangkaan Malaysia in FYE 2013.

Government grants relates to the Multimedia Super Corridor Research & Development Grant Scheme awarded by MDeC to IDOTTV for the development of Service Oriented Architecture Based Telecom & Mobile Development Studio platform. The aforesaid grant accounted for 21.0% of total other operating income for FYE 2011.

The reversal of accruals no longer required in FYE 2011 is in relation to over provisions made by the Company in FYE 2009 and FYE 2010 amounting to RM1.0 million annually in anticipation of an increase in cost of third party software for the enhancement and upgrade of our ATS Solutions. However in FYE 2011, as none of this third party software cost materialised, there was a reversal of the accumulated provisions amounting to RM2.0 million. Pursuant thereto, we had also discontinued the policy on such provisions from FYE 2011. The reversal accounted for 70.1% of total other operating income for FYE 2011.

[THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont'd)

The gain on disposal of PPE in FYE 2014 relates to the disposal of three (3) motor vehicles by the Group. Two (2) of the aforementioned motor vehicles have been fully depreciated. The disposal was undertaken by the Company in view of the age of the motor vehicles being more than nine (9) years as well as the high maintenance costs for such vehicles. The gain on disposal of PPE accounted for 34.3% of total other operating income for FYE 2014.

The unrealised gain on foreign exchange in FYE 2014 was due to the fluctuation of the USD vis-à-vis RM on our services in Bangladesh. Trade receivables related to services provided in Bangladesh were recorded in USD in FYE 2014 which were subsequently translated into RM at the prevailing exchange rates as at 31 December 2014. This resulted in an unrealised gain on foreign exchange as the prevailing exchange rates as at 31 December 2014 was higher than the USD rate used to book in the transactions throughout FYE 2014. The unrealised gain on foreign exchange accounted for 22.4% of total other operating income for FYE 2014.

As illustrated in the table below, other operating income contributed approximately 24.6%, 2.6%, 0.7% and 3.4% of the total income for FYE 2011, FYE 2012, FYE 2013 and FYE 2014 respectively.

	FYE 2011 RM	FYE 2012 RM	FYE 2013 RM	FYE 2014 RM
Revenue	8,733,662	8,959,294	9,931,857	11,399,150
Other Operating Income	2,854,981	239,103	66,556	398,529
Total Income	11,588,643	9,198,397	9,998,413	11,797,679
Other Operating Income /Total Income (%)	24.6	2.6	0.7	3.4

The significant decline in other operating income from RM2.85 million in FYE 2011 to RM0.40 million in FYE 2014 was due to the combination of lower interest income, the reversal of accruals no longer required amounting to RM2.0 million and the completion of the previously awarded grant by MDeC amounting to RM 0.60 million in FYE 2011.

Further information on other operating income is set out in Section 12.4(ii) of this Prospectus.

[THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

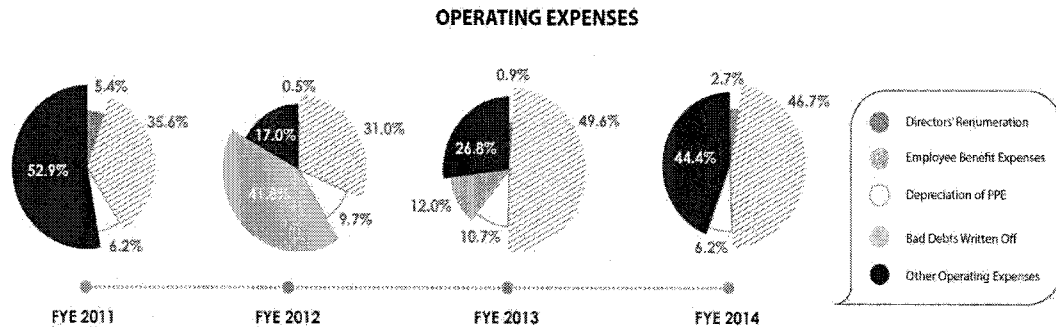
12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont'd)

(iii) Operating expenses

The major components of the Group's operating expenses are set out in the table below:

	FYE 2011		FYE 2012		FYE 2013		FYE 2014	
	RM	%	RM	%	RM	%	RM	%
Directors Remuneration	443,000	5.4	24,000	0.5	28,000	0.9	144,000	2.7
Employee benefit expenses	2,935,677	35.6	1,519,180	31.0	1,492,283	49.6	2,451,931	46.7
Depreciation of PPE	506,991	6.1	476,093	9.7	321,750	10.7	323,023	6.2
Bad debts written off	-	-	2,045,833	41.8	361,666	12.0	-	-
Other Operating Expenses:-								
• Advertising, promotion and entertainment	429,218	5.2	144,725	3.0	223,145	7.4	335,802	6.4
• Consultation fees	2,267,441	27.5	500	0.0	69,907	2.3	10,000	0.2
• Rental expenses	171,253	2.1	39,909	0.8	39,653	1.3	29,635	0.5
• Telephone, internet and tax charges	178,626	2.2	159,598	3.3	117,708	3.9	129,894	2.5
• Travelling and accommodation expenses	412,790	5.0	80,717	1.6	84,873	2.9	86,894	1.7
• Upkeep of motor vehicles	118,349	1.4	26,695	0.5	36,186	1.2	78,437	1.5
• Pre-IPO expenses	-	-	-	-	-	-	906,221	17.3
• Others/ miscellaneous	779,082	9.5	379,892	7.8	235,127	7.8	752,880	14.3
	4,356,759	52.9	832,036	17.0	806,599	26.8	2,329,763	44.4
Total Operating Expenses	8,242,427	100	4,897,142	100	3,010,298	100	5,248,717	100

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont'd)



Directors' remuneration accounted for approximately 5.4%, 0.5%, 0.9% and 2.7% of total operating expenses for FYE 2011, FYE 2012, FYE 2013 and FYE 2014 respectively.

The employee benefit expenses which consist mainly of wages, salaries and bonuses, contributions to defined contribution plan as well as other benefits accounted for approximately 35.6%, 31.0%, 49.6% and 46.7% of total operating expenses for FYE 2011, FYE 2012, FYE 2013 and FYE 2014 respectively.

As part of the Group's strategy to focus on our ATS platform business, all non-core business such as SMS broadcast, SMS alert services, mobile billing, mobile content, Islamic content and web portal service, and costs including the SCSB group's corporate services costs such as the centralized accounting, human resource and administrative costs were transferred out of IDOTTV to SCSB and its subsidiaries. As a result some of our operating expenses such as employee benefit expenses and directors remuneration reduced which consequently contributed to the decrease in total operating expenses from FYE 2011 to FYE 2013. Operating expenses however increased by approximately 74.36% to RM5.25 million in FYE 2014 from RM3.01 million in FYE 2013 mainly due to increase in employee benefit expenses, pre-IPO expenses and other miscellaneous expenses.

Depreciation of PPE accounted for approximately 6.1%, 9.7%, 10.7% and 6.2% of total operating expenses for FYE 2011, FYE 2012, FYE 2013 and FYE 2014 respectively.

There were no bad debts written off for FYE 2011. For FYE 2012 and FYE 2013, bad debts written off accounted for approximately 41.8% and 12.0% of total operating expenses respectively. In 2012, the bad debts written off of RM2.05 million which accounted for 41.8% of total operating expenses was mainly due to our management's decision to adopt a prudent policy in writing off bad debts. Pursuant to our management's assessment, some of the outstanding balances that would not be recoverable and were not economical to pursue were written off. There were no bad debts written off for the FYE 2014.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (*cont'd*)

Other operating expenses which consist of advertising, promotional and entertainment expenses, consultation fees, rental expenses, telephone, internet and fax charges, travelling and accommodation expenses, upkeep of motor vehicles and other miscellaneous expenses, accounted for approximately 52.9%, 17.0%, 26.8% and 44.4% of total operating expenses for FYE 2011, FYE 2012, FYE 2013 and FYE 2014 respectively. Further details of our other operating expenses are as follows:

- Advertising, promotional and entertainment expenses accounted for approximately 5.2%, 3.0%, 7.4% and 6.4% of total operating expenses for FYE 2011, FYE 2012, FYE 2013 and FYE 2014 respectively.
- Consultation fees accounted for approximately 27.5%, 0.0%, 2.3% and 0.2% of total operating expenses for FYE 2011, FYE 2012, FYE 2013 and FYE 2014 respectively.
- Rental expenses accounted for approximately 2.1%, 0.8%, 1.3% and 0.6% of total operating expenses for FYE 2011, FYE 2012, FYE 2013 and FYE 2014 respectively.
- Telephone, internet and fax charges accounted for approximately 2.2%, 3.3%, and 3.9% and 2.5% of total operating expenses for FYE 2011, FYE 2012, FYE 2013 and FYE 2014 respectively.
- Travelling and accommodation expenses accounted for approximately 5.0%, 1.6%, 2.9% and 1.7% of total operating expenses for FYE 2011, FYE 2012, FYE 2013 and FYE 2014 respectively.
- Upkeep of motor vehicles accounted for approximately 1.4%, 0.5%, 1.2% and 1.5% of total operating expenses for FYE 2011, FYE 2012, FYE 2013 and FYE 2014 respectively.
- Pre-IPO Expenses comprise of professional fees attributable to the Listing, and as such, are expensed off to the statement of profit and loss and other comprehensive income. Pre-IPO Expenses account for 17.3% of the total operating expenses in FYE 2014.

Other miscellaneous expenses include content related costs, legal and professional fees license and registration fees, insurance and office maintenance accounted for approximately 9.5% of total operating expenses for FYE 2011 and 7.8% of total operating expenses for FYE 2012 and FYE 2013 respectively. In FYE 2014, other miscellaneous expenses accounted for approximately 14.3% of total operating expenses. Further information on the miscellaneous expenses is set out in Section 12.4(iii)(d) of this Prospectus.

Overall, operating expenses had reduced 36.3% from RM8.24 million to RM5.25 million over the Financial Years Under Review. The total operating expenses from FYE 2011 to FYE 2013 saw a decreasing trend as a result of the streamlining of all non-core businesses such as SMS broadcast, mobile billing, mobile content, Islamic content, web portal, including SCSB group's corporate services undertaken by our Company that were transferred out of our Group by 2012 as set out in Section 12.2 of this Prospectus. In FYE 2014, we recorded an increase in operating expenses of approximately 74.4% from FYE 2013 as a result of the increase in employee benefit expenses, pre-IPO expenses and other miscellaneous expenses.

Further information on operating expenses is set out in Section 12.4(iii) of this Prospectus.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont'd)

12.4 REVIEW OF RESULTS OF OPERATIONS

(i) Revenue

	FYE 2011 RM	Increase/ (Decrease) %	FYE 2012 RM	Increase/ (Decrease) %	FYE 2013 RM
ATS Transfer	7,185,771	9.5	7,865,120	11.0	8,728,773
ATS Request	1,078,552	0.3	1,082,289	11.0	1,201,189
Robi Quickshare	-		-		-
Other Revenue	469,339	(97.5)	11,885	(84.1)	1,895
Total Revenue	8,733,662	2.6	8,959,294	10.9	9,931,857

	FYE 2013 RM	Increase/ (Decrease) %	FYE 2014 RM
ATS Transfer	8,728,773	(6.7)	8,143,640
ATS Request	1,201,189	(26.2)	886,319
Robi Quickshare	-	100	2,272,768
Other Revenue	1,895	>100	96,423
Total Revenue	9,931,857	14.8	11,399,150

FYE 2012 as compared to FYE 2011

Total revenue increased by 2.6% to RM8.96 million in FYE 2012 from RM8.73 million achieved in FYE 2011. For FYE 2012, revenue from ATS Transfer and ATS Request with Celcom increased by 9.5% and 0.3% respectively. This can be attributed to the major campaigns we had undertaken, namely the Celcom Airtime Share Year End Campaign held from 19 December 2011 to 22 January 2012. As a result of the campaigns undertaken by the Group jointly with Celcom, higher traffic growth was recorded in 2012 as compared to 2011. The average number of transactions per day for 2012 was 293,000 as compared to 268,000 transactions per day in 2011.

Our Group's other revenue decreased by 97.5% mainly as a result of our strategic decision to focus on our ATS Solutions from FYE 2011 onwards, as set out in Section 12.2 of this Prospectus.

FYE 2013 as compared to FYE 2012

For FYE 2013, revenue from both ATS Transfer and ATS Request with Celcom increased by 11.0% respectively while total revenue registered a growth of 10.9% to RM9.93 million from RM8.96 million for FYE 2012.

The rise in revenue of RM0.97 million was a result of on-going promotional activities held in FYE 2013, in line with our Group's continuing efforts to be a focused ATS platform provider. Among the campaigns held was the Share Credit & Win campaign from September to December 2013 where the grand prize was a luxury superbike. Consequently, the average traffic growth increased from 293,000 transactions per day in FYE 2012 to 324,000 transactions per day in FYE 2013.

Pursuant to our Group's continuing effort to be a focused ATS Solutions provider as set out in Section 12.3(ii) of this Prospectus, other revenue declined by 84.1% from RM11,885 for FYE 2012 to RM1,895 for FYE 2013.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont'd)

FYE 2014 as compared to FYE 2013

Total revenue increased by 14.8% to RM11.40 million in the FYE 2014 as compared to RM9.93 million in the FYE 2013 mainly due to new revenue contribution from Robi Quickshare, our ATS Solutions that was commercially launched with our local partner in Bangladesh as set out under Section 6.1.1(ii) of this Prospectus.

Revenue from ATS Transfer services with Celcom declined by 6.7% from RM8.73 million in FYE 2013 to RM8.14 million in FYE 2014, due to technical system related issues from an IT transformation programme undertaken by the MNO.

Similarly, as a result of the aforementioned technical system related issues, revenue from our ATS Request services with Celcom declined by 26.2% from RM1.20 million in FYE 2013 to RM0.89 million in FYE 2014.

(ii) Other operating income

	FYE 2011	Increase/ (Decrease)	FYE 2012	Increase/ (Decrease)	FYE 2013	Increase/ (Decrease)	FYE 2014
	RM	%	RM	%	RM	%	RM
Interest Income from Deposits	102,986	(54.1)	47,312	(7.5)	43,754	>100	106,389
Interest income from Redeemable Convertible Preference Shares	120,000	0.0	120,000	(100)	-	-	-
Development Training	-	-	27,300	(17.3)	22,580	(100)	-
Government Grant	600,000	(100)	-	-	-	-	-
Reversal of accruals no longer required	2,000,000	(100)	-	-	-	-	-
Gain on disposal of a subsidiary	-	-	-	-	-	100	66,089
Gain on disposal of PPE	-	-	-	-	3	>100	136,665
Unrealised gain on foreign exchange	-	-	-	-	-	100	89,386
Others	31,995	39.1	44,491	(99.5)	219	(100)	-
Total	2,854,981	(91.6)	239,103	(72.2)	66,556	>100	398,529

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont'd)

FYE 2012 as compared to FYE 2011

Our other operating income registered a decline of 91.6% from RM2.85 million for FYE 2011 compared to RM0.24 million for FYE 2012. The higher operating income recorded in FYE 2011 was attributable to the grant awarded by MDeC of RM0.60 million and the reversal of accruals no longer required amounting to RM2.0 million as set out under Section 12.3(ii) of this Prospectus.

In addition to the above, RM1.0 million was withdrawn from our deposits placed with a financial institution to fund the purchase of an office building in FYE 2011. This resulted in lower interest income for FYE 2012.

FYE 2013 as compared to FYE 2012

For FYE 2013, other operating income recorded was RM0.07 million. This represents a 72.2% decline compared to the RM0.24 million recorded for FYE 2012. The decrease was a result of the redemption of the redeemable convertible preference shares in FYE 2013. We also recorded a marginal decrease in interest income from deposits with financial institutions.

FYE 2014 as compared to FYE 2013

For FYE 2014, the Company's other operating income was RM0.40 million, an increase of approximately 488.5% from RM0.07 million recorded for FYE 2013. Interest income from deposits placed with financial institutions increased by 143% in FYE 2014 to RM0.1 million as compared to RM0.04 million in FYE 2013. Total deposits placed with a licensed bank for FYE 2014 increased by 165.2% to RM4.86 million from RM1.83 million in FYE 2013.

Additionally, the gain on disposal of Mobtivate to SCSB of RM0.07 million and RM0.14 million from the disposal of PPE as set out under Section 12.3(ii) of this Prospectus, contributed to the increase of other operating income for FYE 2014. The Company also recognised an unrealised gain on foreign exchange of RM0.09 million for FYE 2014.

[THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont'd)

(iii) Operating expenses

	FYE 2011 RM	Increase/ (Decrease) %	FYE 2012 RM	Increase/ (Decrease) %	FYE 2013 RM	Increase/ (Decrease) %	FYE 2014 RM
Directors Remuneration	443,000	(94.6)	24,000	16.7	28,000	>100	144,000
Employee benefit expenses	2,935,677	(48.3)	1,519,180	(1.8)	1,492,283	64.3	2,451,931
Depreciation of PPE	506,991	(6.1)	476,093	(32.4)	321,750	0.40	323,023
Bad debts written off	-	>100	2,045,833	(82.3)	361,666	-	-
Other Operating Expenses	4,356,759	(80.9)	832,036	(3.1)	806,599	>100	2,329,763
Total Operating Expenses	8,242,427	(40.6)	4,897,142	(38.5)	3,010,298	74.4	5,248,717

(a) Directors remuneration

FYE 2012 as compared to FYE 2011

Directors' remuneration decreased by 94.6% to RM24,000 in FYE 2012 from RM443,000 recorded for FYE 2011. The significant decline in Directors remuneration relates to the streamlining of operations, whereby directors' remuneration to direct business units were transferred out of IDOTTV to SCSB and its subsidiaries in FYE 2012 as set out in Section 12.2 (iii) of this Prospectus.

FYE 2013 as compared to FYE 2012

Our Directors' remuneration for FYE 2013 and FYE 2012 was RM28,000 and RM24,000 respectively.

FYE 2014 as compared to FYE 2013

Our Directors' remuneration in FYE 2013 was only for two (2) directors of IDOTTV. In FYE 2014, the Directors' remuneration increased by more than 100% from FYE 2013 with the appointment of three (3) Directors at Sedania Innovator and the increase in remuneration for the existing directors. Further details on the Directors' remuneration band are set out under Section 8.4.6 of this Prospectus.

(b) Employee benefit expenses

FYE 2012 as compared to FYE 2011

Our employee benefit expenses decreased by 48.3% to RM1.52 million in FYE 2012 from RM2.94 million recorded in the FYE 2011. The decrease in total employee benefit expense was a result of the streamlining of operations including employee benefit expenses which were not related to IDOTTV undertaken by IDOTTV in FYE 2012 as set out in Section 12.2(iii) of this Prospectus. Our number of employees had reduced from sixty-five (65) for FYE 2011 to thirty-five (35) for FYE 2012 pursuant to the internal restructuring.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont'd)

FYE 2013 as compared to FYE 2012

Our employee benefit expenses for FYE 2013 were RM1.49 million, representing a decrease of 1.8% from RM1.52 million (FYE 2012). Following our streamlining of operations as set out in Section 12.2(iii) of this Prospectus, our employee benefit expenses had stabilised for the FYE 2013. Our total number of employees in FYE 2013 was thirty-two (32) including twelve (12) technical staff.

FYE 2014 as compared to FYE 2013

In FYE 2014, employee benefit expenses increased by 64.3% to RM2.45 million in from RM1.49 million in FYE 2013 mainly as a result of increased staff costs. Salary and employee benefits expenses rose primarily due to an increase in compensation for replacement employees and promotions of approximately RM179,940 and other salary related costs to support our growth. Approximately RM118,000 was spent on recruitment agency fees in FYE 2014 as compared to approximately RM46,000 in FYE 2013 to hire highly specialised mobile developers and technical staff. This overall increase is in line with the increase in the number of technical staff from 12 in FYE 2013 to 18 in FYE 2014. The breakdown of our employees by category for the FYE 2011 to FYE 2014 is set out in Section 8.12.1 of this Prospectus.

(c) Depreciation of Property, Plant and Equipment ("PPE")

	FYE 2011 RM	FYE 2012 RM	FYE 2013 RM	FYE 2014 RM
Office building	20,000	20,000	20,000	20,000
SMS/IT equipment	211,058	213,889	91,717	134,072
Furniture and fittings	83,140	50,109	57,070	55,397
Motor vehicles	186,936	186,937	148,466	110,000
Renovation	5,857	5,158	4,497	3,554
Total depreciation	506,991	476,093	321,750	323,023

FYE 2012 as compared to FYE 2011

The depreciation for PPE decreased marginally by 6.1% to RM0.48 million in FYE 2012 from RM0.51 million in the FYE 2011 mainly attributed to the disposal of furniture, fittings and office equipment with a cost of RM0.20 million and a carrying amount of RM77,970 in FYE 2012.

FYE 2013 as compared to FYE 2012

The depreciation for PPE for FYE 2013 was RM0.32 million, representing a decrease of 32.4% from RM0.48 million (FYE 2012). The decrease was mainly due to the write-off of SMS and IT equipment with a cost of RM1.30 million and a carrying amount of RM60,558 in FYE 2013.

FYE 2014 as compared to FYE 2013

Depreciation for PPE decreased by 0.40% to RM0.323 million in FYE 2014 from RM0.322 million in FYE 2013 mainly due to the disposal of motor vehicles in FYE 2014 as set out under Section 12.3(ii) of this Prospectus.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont'd)

(d) Other operating expenses

The major components of the Group's other operating expenses are set out in the table below:

	FYE 2011	Increase/ (Decrease)	FYE 2012	Increase/ (Decrease)	FYE 2013	Increase/ (Decrease)	FYE 2014
	RM	%	RM	%	RM	%	RM
Advertising, promotion and entertainment	429,218	(66.3)	144,725	54.2	223,145	50.5	335,802
Consultation fees	2,267,441	(100)	500	>100	69,907	(85.7)	10,000
Rental expenses	171,253	(76.7)	39,909	(0.6)	39,653	(25.3)	29,635
Telephone, internet and fax charges	178,626	(10.7)	159,598	(26.2)	117,708	10.4	129,894
Travelling and accommodation expenses	412,790	(80.4)	80,717	5.1	84,873	2.4	86,894
Upkeep of motor vehicles	118,349	(77.4)	26,695	35.6	36,186	>100	78,437
Pre-IPO expenses	-	-	-	-	-	>100	906,221
Others/ miscellaneous	779,082	(51.2)	379,892	(38.1)	235,127	>100	752,880
Total	4,356,759	(80.9)	832,036	(3.1)	806,599	188.8	2,329,763

FYE 2012 as compared to FYE 2011

Other operating expenses decreased by 80.9% to RM0.83 million in FYE 2012 from RM4.36 million in FYE 2011.

This significant decrease was due to a decrease in advertising, promotion and entertainment expenses. We recorded RM0.43 million in advertising, promotion and entertainment expenses for FYE 2011 pursuant to our focus to attain global recognition. In FYE 2011, we actively participated in several award programs such as The International Arch of Europe Quality Awards in Frankfurt and the WITSA Global ICT Excellence Awards in Montreal. We also participated in international exhibitions namely the Malaysia Services Exhibition in Abu Dhabi in 2011. In addition, our Group also incurred higher advertising cost for FYE 2011 due to our partnership with several print media.

In FYE 2012, we did not continue our participation in the award programs as no visible economic benefits were derived for the business. Additionally, in FYE 2012 our Group focused on telecommunication broadcast as a marketing tool as compared to print media due to the cost benefits. As a result, advertising, promotion and entertainment expenses declined by 66.3% to RM0.14 million for FYE 2012 from RM0.43 million for FYE 2011. Additionally, the reduction in advertising, promotion and entertainment expenses was also due to the streamlining of operations undertaken by IDOTTV in FYE 2012 as set out in Section 12.2(iii) of this Prospectus.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (*cont'd*)

In FYE 2011, we had engaged a business development consultancy firm for expansion of our ATS Solutions services in Malaysia amounting to RM2.27 million. However from FYE 2012, the Company decided to pursue our own business development activities and accordingly we did not continue with the services of the business development consultancy firm. The termination of the business development consultancy firm's services contributed to the decrease in the other operating expenses.

Travelling and accommodation expenses decreased by 80.4% to RM80,717 in FYE 2012 from RM412,790 recorded for FYE 2011. In FYE 2011, travelling and accommodation expenses incurred were in relation to expenses for regional market research. The aforesaid expenses were significantly higher in FYE 2011 as our Group was extensively exploring market potential and conditions regionally. We also incurred travelling cost for the Malaysia Services Exhibition held in Abu Dhabi in FYE 2011. Subsequently in FYE 2012, our Group focused its strategy to develop business opportunities exclusively in Bangladesh which resulted in the decline in travelling and accommodation expenses. Additionally, the reduction in travelling and accommodation expenses was also due to the streamlining of operations undertaken by IDOTTV in FYE 2012 as set out in Section 12.2(iii) of this Prospectus.

Rental expenses had reduced by 76.7% to RM39,909 for FYE 2012 after our purchase of the present operating office space in FYE 2011. Our Group continues to rent an office space in Cyberjaya as part of the MSC Malaysia location requirement.

Expenses relating to the upkeep of motor vehicles declined from RM0.12 million to RM0.03 million. This was due to an increase in the upkeep of motor vehicles in FYE 2011 resulting from major repairs done for a company car in FYE 2011.

In FYE 2012, other/miscellaneous expenses such as content related costs, legal and professional fees, license and registration fees, insurance and office maintenance among others, declined by 51.2% to RM0.38 million from RM0.78 million recorded in the FYE 2011. The reduction in other miscellaneous expenses was mainly due to the streamlining of operations undertaken by IDOTTV in FYE 2012 whereby the expenses related to mobile content was transferred out of IDOTTV to Mobtivate as part of our strategy to focus on our ATS platform business as set out in Section 12.2(iii) of this Prospectus.

FYE 2013 as compared to FYE 2012

Other operating expenses recorded for FYE 2013 was RM0.81 million representing a marginal decrease of 3.1% from RM0.83 million for FYE 2012. Other operating expenses had stabilized following the restructuring of cost allocation in FYE 2011 as set out in Section 12.3(iii) of this Prospectus.

Notwithstanding the above, advertising, promotion and entertainment expenses in FYE 2013 had increased by 54.2% to RM0.22 million from RM0.14 million in FYE 2012. The increase was a result of the cost incurred in relation to the Share Credit & Win campaign that was held from September to December 2013 where the grand prize was a luxury superbike.

We had also incurred high consultation fees for recruitment of personnel with specialized skills. As a result the consultation fees had increased by more than 100% to approximately RM0.69 million in FYE 2013 as compared to RM500 incurred in FYE 2012.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (*cont'd*)

FYE 2014 as compared to FYE 2013

Other operating expenses increased by approximately 188.8% to RM2.33 million in FYE 2014 from RM0.81 million in FYE 2013 in line with the growth of the Company.

Advertising, promotion and entertainment expenses had increased by 50.5% from RM0.22 million in FYE 2013 to RM0.34 million in FYE 2014 mainly due to the ATS World Cup Campaign undertaken by our Company in conjunction with the FIFA World Cup 2014 in Brazil.

Rental expenses had decreased by 25.3% to approximately RM30,000 in FYE 2014 from approximately RM40,000 in FYE 2013. The decrease was due to reduction in usage of leaselines for the servers which were relocated to Cyberjaya from the current operating premise.

Telephone, internet and fax charges increased by 10.4% from approximately RM0.12 million in FYE 2013 to RM0.13 million in FYE 2014.

Travelling and accommodation increased by 2.4% to approximately RM87,000 in FYE 2014 from approximately RM85,000 in FYE 2013. This modest increase reflects our Company's intention to venture into growing economies such as Bangladesh and Indonesia as set out in Section 12.4(iii) of the Prospectus.

Upkeep of motor vehicles increased more than 100% to approximately RM78,000 in FYE 2014 from RM36,000 in FYE 2013. Three (3) of the Company's motor vehicles incurred high maintenance costs as the age of the aforementioned motor vehicles were above nine (9) years. These motor vehicles have since been disposed of in FYE 2014.

Pre-IPO expenses are in relation to professional fees attributable to the Listing, and as such, are expensed off to the statement of profit and loss and other comprehensive income. During the FYE 2014, RM0.91 million from the estimated listing expenses of RM2.20 million have been expensed off in the financial statements.

Other/miscellaneous expenses increased by more than 100% from approximately RM0.24 million in FYE 2013 to RM0.75 million in FYE 2014. This mainly comprises of quit rent for eight (8) years amounting to approximately RM54,000, building maintenance fee of approximately RM48,000, RM82,000 for the migration of our email service to Google Apps and professional charges amounting to RM0.1 million, amongst others.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont'd)

(iv) Finance cost

	FYE 2011 RM	Increase/ (Decrease) %	FYE 2012 RM	Increase/ (Decrease) %	FYE 2013 RM	Increase/ (Decrease) %	FYE 2014 RM
Hire purchase liabilities	197,283	(24.5)	148,904	(34.6)	97,443	(100)	-
Interest on Hire Purchase	13,336	(23.6)	10,193	(30.2)	7,111	(50.2)	3,543
Term loan	158	(100)	-	-	-	-	-
Total	13,494	(24.5)	10,193	(30.2)	7,111	(50.2)	3,543

Our Group's finance cost consists predominantly of interest on hire purchase. In 2009, our Group had taken up a hire purchase for the purchase of a motor vehicle for a period of seven (7) years that was fully paid up in FYE 2014. The hire purchase liabilities have decreased over the Financial Years Under Review as no new hire purchase had been taken up by the Group since 2009.

Finance costs decreased by 24.5% from RM13,494 in the FYE 2011 to RM10,193 in the FYE 2012.

Finance costs decreased by 30.2% from RM10,193 in the FYE 2012 to RM7,111 in the FYE 2013.

Finance costs decreased by 50.2% from RM7,111 in the FYE 2013 to RM3,543 in the FYE 2014. In FYE 2014, all hire purchase liabilities have been fully settled by August 2014.

(v) PBT and PAT

	FYE 2011 RM	Increase/ (Decrease) %	FYE 2012 RM	Increase/ (Decrease) %	FYE 2013 RM	Increase/ (Decrease) %	FYE 2014 RM
Revenue	8,733,662	2.6	8,959,294	10.9	9,931,857	14.8	11,399,150
PBT	3,332,722	28.8	4,291,062	62.7	6,981,004	(6.2)	6,545,419
Tax	(672,888)	(100)	10,937	>100	(139,842)	26.7	(177,189)
PAT	2,659,834	61.7	4,301,999	59.0	6,841,162	(6.9)	6,368,230
PBT margin (%)	38.2	-	47.9	-	70.3	-	57.4
PAT margin (%)	30.5	-	48.0	-	68.9	-	55.9

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont'd)

FYE 2012 as compared to FYE 2011

For FYE 2012, our Group registered a growth of 28.8% in PBT to RM4.29 million from RM3.33 million recorded for FYE 2011, in line with our increased revenue and reduction in expenses as set out in Section 12.4(iii) of this Prospectus. Accordingly, our PBT margin increased to 47.9% in FYE 2012 from 38.2% for FYE 2011 in line with the increase in revenue and decrease in expenses in the same period.

Our PAT increased by 61.7% to RM4.30 million recorded for FYE 2012 from RM2.66 million recorded for FYE 2011 as a result of the increased PBT and reduction in taxation in FYE 2012 as explained below. Accordingly, our PAT margin increased to 48.0% for FYE 2012 from 30.5% for FYE 2011.

IDOTTV was awarded the MSC Malaysia Status Company for a period of five (5) years in 2006, which was extended for another five (5) years to 2016 on 15 July 2013. Accordingly, MSC Malaysia qualifying activities of IDOTTV i.e. research, development and commercialisation of Mobile Airtime Solutions, Mobile Greetings Solutions, Mobile Banking Solutions and Mobile Billing Solutions and provision of consultation, integration and maintenance and support services relating to the above products, will be exempted from tax for a period of five years.

However for FYE 2011, pending renewal of the pioneer status, our Group paid taxes for FYE 2011 in full. For FYE 2012, the pioneer status of IDOTTV had been renewed for another five (5) years up to 2016. In FYE 2012, our Group recorded tax income amounting to RM0.01 due to over provision in prior years. We have submitted a request with the Inland Revenue Board for a tax refund for the tax paid in FYE 2011.

FYE 2013 as compared to FYE 2012

For FYE 2013, our Group registered 62.7% growth in PBT to RM6.98 million from RM4.29 million in FYE 2012. The increase in PBT is in line with our total revenue growth of 10.9% and a slight reduction in expenses in the same period. Accordingly, our PBT margin in FYE 2013 of 70.3% is higher compared to FYE 2012 of 47.9%. The lower PBT margin in FYE 2012 is mainly due to bad debts written off amounting to RM2.05 million.

In line with the significant increase in PBT, our PAT increased by 59.0% to RM6.84 million in FYE 2013 from RM4.30 million in FYE 2012. Our PAT margin had also improved to 68.9% in FYE 2013 from 48.0% in FYE 2012.

FYE 2014 as compared to FYE 2013

For FYE 2014, despite recording a growth in revenue in FYE 2014 compared to FYE 2013, we registered a decline in PBT growth of 6.2% to RM6.55 million from RM6.98 million in FYE 2013. The decrease was due to higher operating expenses which mainly consist of listing expenses of RM0.91 million and higher employee benefit expenses of RM2.45 million in FYE 2014 as set out in Section 12.4 (iii) of this Prospectus. Consequently our PBT margin of 57.4% in FYE 2014 was lower than the 70.3% in FYE 2013.

As a result of the decrease in PBT, our PAT decreased in FYE 2014 to RM6.37 million from RM6.84 million in FYE 2013. Consequently, our PAT margin also reduced from 68.9% in FYE 2013 to 55.9% in FYE 2014.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (*cont'd*)

12.5 SIGNIFICANT FACTORS MATERIALLY AFFECTING OUR GROUP'S OPERATION AND FINANCIAL RESULTS

Our competitive strengths and advantages as set out in Section 6.2 of this Prospectus provide the foundation for the sustainability of our business and financial growth. Our future plans as set out in Section 6.11.1 will further contribute to sustainable growth in our financial performance.

Our Group's financial condition and results of operations may be affected by the following factors:

(i) **Dependency on Celcom's contractual agreement**

We have been dependent on our contractual agreement with Celcom for the provisioning of our service using Celcom's infrastructure and gateway. Due to this relationship, Celcom subscribers are currently the major revenue contributor to the Group. Our contract with Celcom has been extended until 31 May 2020. As such, to mitigate the risk of dependency on Celcom's contractual agreement, we have recently entered into similar arrangements with Maxis and other MNO's in Bangladesh namely Robi Axiata.

Please refer to Section 4.1.2 of this Prospectus for further information on our risk of dependency on Celcom's Contractual Agreement.

(ii) **Growth of the mobile content and solutions market**

Overall, the mobile content and solutions market in Malaysia is expected to remain sustainable with increasing cellular telephones subscription. Revenue from SMS broadcast services is expected to remain buoyant with growing usage sectors such as mobile banking, mobile advertising and text voting. This service continues to be a reliable official form of text communication, particularly in the banking sector. At the same time, revenue from solution services such as airtime sharing is also expected to grow as subscription of cellular telephone increase, in particular prepaid users segment. This is especially the case in rural areas where there are limited top-up infrastructure and users resort to share credit with each other. This augurs well for the growth in the mobile content and solutions market in Malaysia.

Moving forward, the mobile content and solutions market in Malaysia is expected to generate RM5.78 billion in revenue in 2018. From 2014 to 2018, the market is expected to grow by 8 percent to 12 percent each year.

(Source: IMR Report)

Please refer to Section 6.1.5 of this Prospectus for further details on our principal market and market share.

(iii) **Competitive strengths**

Our competitive strengths which have enabled us to compete effectively in the industry that we are operating in include our innovative solutions, user-friendly products, our sustained R&D efforts, strong and experienced management and established working relationship with our partners.

Please refer to Section 6.2 of this Prospectus for further details of our competitive strengths.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS *(cont'd)*

(iv) Impact of foreign exchange

Our Group is exposed to risks in foreign exchange fluctuations as some of our transactions are transacted in BDT and payments made to our Group are in USD. As such, any fluctuation in relation to the aforesaid currencies or any other neutral currencies the Group may adopt in the future may have an effect on the financial performance of the Group.

Notwithstanding the above, there were no material impacts of fluctuations of foreign currency on the operating profits of our Group in the Financial Years Under Review.

(v) Compliance with licensing, certification and regulatory requirements locally and internationally

There was no non-compliance of licensing, certification and regulatory requirements including government, economic, fiscal or monetary policies which may have materially affected or could materially affect our operations both locally and internationally.

The factors affecting our financial position and operations as set out above are not exhaustive. Please refer to Chapter 4 of this Prospectus for further factors that may have an impact on our Group's financial position and results of operations.

12.6 LIQUIDITY AND CAPITAL RESOURCES

12.6.1 Working capital

Our business operations are funded through a combination of shareholders' equity and cash generated from our operating activities. Following the Listing, we expect to use the same principal sources of liquidity. Cash generated from operations is mainly from collection from our MNO partners. Our principal uses of cash have been for advertising, administrative and financial expenses.

As at 31 December 2014, after incorporating the effects of the Listing Scheme, our Group's pro forma cash and bank balances, excluding fixed deposits is RM16.24 million.

Our Directors are of the opinion that, after taking into account of our Group's current cash flow position, the banking facilities available, our Group's capacity to obtain further institutional financing, and the net cash envisaged to be generated from our Group's operations, our Group will have adequate working capital for a period of twelve (12) months from the date of issue of this Prospectus.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont'd)

12.6.2 Cash flow summary

The following is a summary of our pro forma statement of cash flows for the Financial Years Under Review, and should be read in conjunction with the Reporting Accountants' Report as set out in Section 13 of this Prospectus and the Pro Forma Consolidated Financial Information as set out in Section 11 of this Prospectus.

	FYE 2011 RM	FYE 2012 RM	FYE 2013 RM	FYE 2014 [#] RM	After Adjusting for IPO and Utilisation of Proceeds of FYE2014 [^] RM
Net cash (used in)/from operating activities	(447,725)	2,189,650	5,710,275	3,771,341	(2,828,659)
Net cash from/(used in) investing activities	5,428,927	(1,524,169)	2,687,099	(4,203,746)	(263,565)
Net cash (used in)/from financing activities	(5,078,636)	(58,572)	(8,558,572)	(100,968)	18,162,713
Net (decrease)/increase in cash and cash equivalents	(97,434)	606,909	(161,198)	(533,373)	15,070,489
Cash and cash equivalents at beginning of the financial year	823,915	726,481	1,333,390	1,172,194	1,172,194
Cash and cash equivalents at the end of financial year	726,481	1,333,390	1,172,192	638,821	16,242,683

Notes:

* Per statement of cash flows as set out in Section 9.3.4 of the Accountants Report.

Represents consolidated results from IDOTTV and Sedania Innovator

[^] Per proforma of consolidated statement of cash flows for FYE 2014 as set out in Section 11 of this Prospectus.

There are no legal or economic restrictions on the ability of our subsidiary to transfer funds to our Group in the form of cash dividends, loan or advances. Therefore, we are confident that we can meet our cash obligations.

Net cash from operating activities

For FYE 2011, we generated operating cash flows before working capital changes amounting to RM3.60 million. After adjusting for net outflow of RM3.95 million from working capital changes and income tax paid of RM0.09 million, we utilised net cash in operating activities of RM0.45 million.

Working capital changes arose mainly from the following:

- Decrease in trade and other payables amounting to RM1.48 million mainly due to payment made for other payables and accruals and amount owing to related company and subsidiary; and
- Increase in receivables amounting to RM2.48 million was mainly due to longer period of collection of receivables.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont'd)

For FYE 2012, we generated operating cash flows before working capital changes amounting to RM6.64 million. After adjusting for net outflow of RM4.12 million from working capital changes and income tax paid of RM0.33 million, we generated net cash from operating activities of RM2.19 million.

Working capital changes arose mainly from the following:

- Decrease in trade and other payables amounting to RM5.62 million mainly due to payment made for other payables and accruals and amount owing to related company and subsidiary; and
- Decrease in receivables amounting to RM1.50 million was mainly due to shorter period of collection of receivables.

For FYE 2013, we generated operating cash flows before working capital changes amounting to RM7.69 million. After adjusting for net outflow of RM1.55 million from working capital changes and income tax paid of RM0.43 million, we generated net cash from operating activities of RM5.71 million.

Working capital changes arose mainly from the following:

- Decrease in trade and other payables amounting to RM1.20 million mainly due to payment made for other payables and accruals and amount owing to related company and subsidiary; and
- Increase in receivables amounting to RM0.35 million was mainly due to longer period of collection of receivables.

For FYE 2014, we generated operating cash flows before working capital changes amounting to RM6.66 million. After adjusting net outflow of RM2.77 million from working capital changes and income tax paid of RM0.12 million, we generated net cash from operating activities of RM3.77 million.

Working capital changes arose mainly from the following:

- Decrease in trade and other payables amounting to RM0.22 million mainly due to payment made for other payables and accruals;
- Increase in receivables amounting to RM2.55 million was mainly due to longer period of collection of receivables particularly from Celcom and Robi Axiata in Bangladesh; and

After adjusting for IPO and utilisation of proceeds for FYE 2014 and net outflow of RM9.37 million from working capital changes, our net cash used in operating activities is RM2.83 million.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (*cont'd*)

Net cash for investing activities

For the FYE 2011, we generated net cash from investing activities amounting to RM5.43 million, primarily as a result of repayment from our substantial corporate shareholder, SCSB amounting to RM3.56 million as well as the withdrawal of deposits pledged of RM3.02 million.

For the FYE 2012, we utilised net cash in investing activities amounting to RM1.52 million, primarily as a result of advances to our substantial corporate shareholder, SCSB amounting to RM4.34 million.

For the FYE 2013, we generated net cash from investing activities amounting to RM2.69 million, arising from the proceeds from redemption of redeemable convertible preference shares amounting to RM 2.0 million.

For the FYE 2014, we utilised net cash in investing activities amounting to RM4.20 million, arising from the increase in short term deposit pledged with financial institutions of RM3.03 million from RM1.8 million in FYE 2013 to RM4.8 million in FYE 2014. Additionally, in FYE 2014 we purchased PPE amounting to RM1.62 million.

After adjusting for IPO and utilisation of proceeds for the FYE 2014, net cash used in investing activities amounted to RM0.26 million, primarily as a result of purchase of property, plant and equipment amounting to RM5.62 million and placements in fixed deposits amounting to RM3.0 million.

Net cash (for)/from financing activities

For FYE 2011, we utilised net cash in financing activities amounting to RM5.07 million mainly due to the dividend payments amounting to RM5.00 million.

For FYE 2012, we utilised net cash in financing activities amounting to RM58,572 mainly due to the repayment of hire purchase liabilities.

For FYE 2013, we utilised net cash in financing activities amounting to RM8.56 million mainly due to the dividend payments amounting to RM8.50 million.

For FYE 2014, we utilised net cash in financing activities amounting to RM101,065 mainly for the repayment of outstanding hire purchase liabilities FYE 2013.

After adjusting for IPO and utilisation of proceeds for the FYE 2014, we generated net cash from financing activities amounting to RM18.16 million, mainly from the proceeds from the Public Issue after netting off estimated Listing expenses. For pro forma purposes (after adjusting for IPO and utilisation of proceeds), our net cash from financing activities has been adjusted to take into account the expected cash inflow arising from the gross proceeds to be raised via Public Issue of RM19.56 million and the expected cash outflow due to the utilisation of RM2.20 million to defray the estimated listing expenses.

12.6.3 Borrowing

All hire purchase liabilities have been fully settled as at 31 December 2014 as set out in Section 12.4(iv) of the Prospectus. The Group has no other borrowings for the Financial Years Under Review.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont'd)

12.6.4 Breach of terms and conditions/covenants associated with credit arrangement/bank loan

As at the LPD, we are not in breach of any terms, conditions or covenants associated with any credit arrangements or bank loans, which can materially affect our financial position and results or business operations, or the investments by holders of securities in our Group.

12.6.5 Treasury policy and objectives

We have been financing our operations through a combination of shareholders' equity and cash generated from operations.

The decision to either utilise internally generated funds or banking facilities for our operations depends on, amongst others, our cash reserves, expected cash inflows, future working capital requirements, future capital expenditure requirements and the interest rates of the banking facilities.

We currently do not have any interest rate hedging policy. We will monitor the interest rate movement and will take the necessary steps to minimise interest rate risk whenever deemed appropriate such as implementing a hedge policy. We will endeavour to manage our interest rate risk by maintaining a mix of fixed and floating rate borrowings where necessary. However, no assurance can be given that any future significant movement in interest rates will not have a material impact on our business, operating results and financial position.

12.6.6 Material capital commitments

As at the LPD, there is no material capital commitment incurred or known to be incurred by us or by our subsidiary companies, which upon becoming enforceable may have a material impact on our financial position.

12.6.7 Material litigation

As at the LPD, neither we nor our subsidiary company were engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and our Directors are not aware of any proceedings pending or threatened against our Company or our subsidiary company, or of any fact likely to give rise to any proceeding which might materially or adversely affect our financial position or business.

12.6.8 Contingent liabilities

As at the LPD, our Board is not aware of any indirect and/or material contingent liability which has become enforceable or is likely to become enforceable, which in the opinion of our Board, will or may substantially affect our ability to meet our obligations as and when they fall due.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont'd)

12.7 MATERIAL CAPITAL EXPENDITURES AND DIVESTITURES

Saved as disclosed below, we have not incurred any other material capital expenditure and divestitures for FYE 2011 to FYE 2014 and up to the LPD.

	<----- FYE ----->				Up to the LPD
	2011 RM	2012 RM	2013 RM	2014 RM	
Office building ⁽¹⁾	1,000,000	-	-	-	-
SMS/IT equipment ⁽²⁾	76,717	83,856	59,459	595,913	215,781
Office equipment ⁽³⁾	85,269	72,963	31,502	24,725	-
Renovation ⁽⁴⁾	-	16,695	-	500	460,000
Motor Vehicles ⁽⁵⁾	-	-	-	1,000,000	-
Total					675,781

Notes:

- (1) The material capital expenditure incurred for office building in FYE 2011 was in relation to the acquisition of our office space located in Unit 10B, Kelana Parkview Tower, Jalan SS 6/2, 47301 Petaling Jaya on 23rd May for RM 1,000,000, which is currently our head office as set out in Section 6.1.7 of this Prospectus.
- (2) The material capital expenditures incurred for SMS/IT equipment for FYE 2011 was in relation to the acquisition of servers which are currently used for our SMS Sharing Platform. The expenditures incurred for SMS/IT equipment for FYE 2012 was in relation to the acquisition of laptops, hard disks and servers for our GreenBilling@. For FYE 2013, the expenditures incurred for SMS/IT equipment was in relation to the purchase of servers and mobile phones for R&D purposes. For FYE 2014, capital expenditures incurred for SMS/IT equipment includes the purchase of servers for ATS project, ATS mobile apps server, laptops, test phones, CCTV systems and hard disks. As at LPD, the expenditures incurred for SMS/IT Equipment include purchase of servers, server racks, laptops, test phones and human resource solutions software.
- (3) The material capital expenditures incurred for office equipment for FYE 2011 to FYE 2014 and up to the LPD are set out below:

	<----- FYE ----->				Up to the LPD
	2011 RM	2012 RM	2013 RM	2014 RM	
Office Equipment	82,319	58,216	29,392	23,925	-
Furniture and Fittings	2,950	14,447	2,110	800	-
Total	85,269	72,963	31,502	24,725	-

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont'd)

- (4) In FYE 2012, renovation cost was in relation to work done for our office unit inclusive of additional office partition setup, amongst others. In FYE 2014, the capital expenditure incurred for renovation was in relation to minor painting works done for the partition wall in our office. As at the LPD, after operating in the premises for more than ten (10) years, we are renovating our office space at Kelana Parkview Tower and upgrading its interior in order to provide a more conducive working environment.
- (5) In FYE 2014, we had traded in three (3) of our existing vehicles as set out in Section 12.3 (ii) of this Prospectus for a total disposal consideration of RM150,000, to acquire two (2) motor vehicles for a total purchase consideration of RM1,000,000. The net cash paid for the purchase of the motor vehicles was RM850,000. These transactions were conducted through a car dealer which is not a related party of the Group.

12.8 KEY FINANCIAL RATIOS

	FYE 2011	FYE 2012	FYE 2013	FYE 2014
Shareholders' funds (RM)	12,312,014	16,614,013	14,959,675	32,987,106
Trade receivables	6,281,870	2,407,752	2,731,053	5,229,212
Trade receivables' turnover period ^(a) (days)	263	98	100	167
Trade payables' turnover period (days)	*	*	*	*
Current ratio ^(b) (times)	2.02	7.42	16.65	45.26
Gearing ^(c) (times)	0.016	0.009	0.004	-

Notes:

- (a) Calculated based on the consolidated trade receivables' balances as at the respective balance sheet date over revenue for the respective financial year multiple with 365 days.
- (b) Calculated based on current assets over current liabilities.
- (c) Calculated based on the total hire purchase liabilities over shareholders' funds.
- * Not applicable due to the absence of costs of sales pursuant to the reclassification and restatement of comparative figures for FYE 2011 and FYE 2012 as set out in Section 12.2 (i) above.

(i) Shareholders' fund

Shareholders' funds of RM12.31 million, RM16.61 million, RM14.96 million and RM21.30 million in FYE 2011, FYE 2012, FYE 2013 and FYE 2014 respectively comprises share capital and distributable retained earnings.

The increase in shareholders' funds from RM12.31 million in FYE 2011 to RM16.61 million in FYE 2012 was in line with the increase in retained earnings. In FYE 2014, after adjusting for IPO and utilisation of proceeds, the shareholders' funds increased to RM32.99 million from RM14.96 million in FYE 2013.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont'd)

(ii) Trade receivables

The trade receivables had decreased to RM2.41 million in FYE 2012 from RM6.28 million in FYE 2011 as a result of the streamlining of operations as disclosed in Section 12.2(iii) coupled with a bad debt written off of RM2.05 million in FYE 2012.

Trade receivables of RM2.73 million in FYE 2013 comprised amount receivables from Celcom amounting to RM2.69 million. The marginal increase of RM323,301 in FYE 2013 was in line with the increase in revenue in FYE 2013.

In FYE 2014, trade receivables had increased to RM5.23 million from RM2.73 million in FYE 2013. The increase was in line with the increase in revenue in FYE 2014 as a result of the new sales contribution from Robi Quickshare that was commercially launched with our local partner in Bangladesh as set out under Section 6.1.1 (ii) of this Prospectus. Trade receivables of RM5.23 million in FYE 2014 includes amount receivables from Celcom amounting to RM3.71 million and SIB for Robi Quickshare, amounting to RM1.44 million.

The normal credit period generally granted to our customers ranges from 30 days to 45 days from the date of invoices. Nonetheless for Celcom and SIB, the normal credit period granted is within 90 to 120 days due to the reconciliation and settlement processes of the invoices. Our credit terms to customers are assessed and approved on a case to case basis.

For FYE 2011, the high trade receivables turnover period of 263 days is in relation to our non-core services such as from SMS broadcast, SMS alert services, mobile billing, mobile content, Islamic content and web portal service amongst others, some of which were eventually written off in FYE 2012. We began the streamlining of our operations in 2011, hence our trade receivables turnover period for FYE 2012 and FYE 2013 have improved and fall to within the credit period granted to Celcom. In FYE 2014 our trade receivables turnover period was 167 days comprising trade receivables from both Celcom and SIB. The higher trade receivables turnover period for FYE 2014 was mainly due to longer collection period from Celcom and SIB as a result of the MNO's system related issues as set out in Section 12.4 (i) and longer reconciliation process, respectively.

As at 31 December 2014, our net trade receivables amounted to RM5.23 million which can be analysed as follows:

As at 31 December 2014	0-30 Days RM'000	31-90 Days RM'000	91-120 Days RM'000	>120 Days RM'000	Total RM'000
Trade receivables	929	1,887	973	1,440	5,229
Percentage of total trade receivables (%)	17.8	36.1	18.6	27.5	100
Amount collected as at the LPD	-	-	(712)	(1,254)	(1,966)
Outstanding balance as at LPD	929	1,887	261	186	3,263
Percentage of total trade receivables (%)	17.8	36.1	4.9	3.6	62.4

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont'd)

As at the LPD, we have collected RM1.97 million or 37.6% of the total trade receivables outstanding as at 31 December 2014. We are in the process of collecting the remaining amount of RM3.26 million. For those amounts which exceeded the 120 days credit period, we have collected RM1.25 million as at the LPD. The turnover period for the balance of RM186,000 is approximately 270 days are payments due from SIB. The relatively higher turnover period for SIB is due to longer reconciliation and settlement processes of this amount arising from the new business in Bangladesh, and which have been recently reconciled and agreed to be settled by end June 2015.

As part of our credit control policy, we continuously monitor our cashflow and shall execute a recovery action plan for any receivable which have exceeded the normal credit period granted by more than six (6) months.

Notwithstanding the above, our Board is of the opinion that the remaining amount of RM3.26 million is recoverable after taking into consideration our partners' payment track record as well as our experience with them.

As set out in Section 12.3(iii) of this Prospectus, there were no bad debts written off in FYE 2011. In FYE 2012, RM2.05 million was written off as bad debts which accounted for 41.8% of the total operating expenses. For the FYE 2013, RM0.362 million was written off as bad debts which accounted for 12.0% of total operating expenses. There were no bad debts written off for the FYE 2014.

The breakdown of the bad debts written off for the FYE 2012 and FYE 2013 is set out below:

Bad debts	More than 1 year, less than 3 years	More than 3 years, less than 5 years	More than 5 years	Total
	RM'000	RM'000	RM'000	RM'000
FYE 2012	142	471	1,432	2,045
FYE 2013	150	212	-	362

The breakdown of the bad debts according to the year the sale had incurred is set out below:

Year incurred	FYE							
	2005	2006	2007	2008	2009	2010	2011	2012
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Bad Debt written off	2	1,697	1	190	257	200	31	32
PAT	704	4,870	1,348	2,237	7,912	3,437	2,659	4,301
% of Bad debt written off over PAT	0.28	34.85	0.07	8.49	3.25	5.82	1.17	0.74

Save for the abovementioned bad debts written off in FYE 2012 and FYE 2013, we have not experienced any other instances of significant bad debts for the financial years and period under review. We will assess the impairment of trade receivables on an individual customer basis and impair trade receivable balances which have exceeded the credit term granted by more than six (6) months.

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (*cont'd*)

(iii) Current ratio

For the Financial Years Under Review, our Group's current ratio had gradually increased from 2.02 times to 45.26 times.

Our current ratio increased from 2.02 times in the FYE 2011 to 7.42 times in the FYE 2012, mainly due to a decrease in current liabilities in FYE 2012 as compared to FYE 2011 as a result of streamlining and reclassifications as set out in Section 12.2 of this Prospectus.

For FYE 2013, our Group's current ratio increased to 16.65 times from 7.42 times for FYE 2012 mainly due to higher cash and cash equivalents arising from an increase in cash generated from operations and lower current liabilities recorded in FYE 2013.

After adjusting for IPO and utilisation of proceeds for the FYE 2014, our Group's current ratio increased to 45.26 times from 16.65 times in FYE 2013.

(iv) Gearing ratio

For the Financial Years Under Review, our Group does not have any external borrowings, save for the hire purchase liabilities as set out in Section 12.4 (iv) of the Prospectus.

Our Group's gearing ratio reduced from 0.016 times to 0.004 times over the FYE 2011 to FYE 2013 as a result of the decreasing hire purchase liabilities. All hire purchase liabilities have been fully settled as at 31 December 2014 as set out in Section 12.4 (iv) of the Prospectus.

12.9 TREND INFORMATION

12.9.1 Business and financial prospects

As disclosed under Section 12.4(i) of this Prospectus, in FYE 2014 our revenue from ATS Transfer and ATS Request were affected due to our MNO partner's technical system related issues from an IT transformation programme. Save for the aforesaid and other disclosures in this section and Chapters 4, 6 and 7, as at LPD, after having made all reasonable inquiries, to the best of our Directors' knowledge and belief, our conditions and operations have not been and are not expected to be affected by any of the following:

- (i) known trends, demands, commitments, events or uncertainties that have had or that we reasonably expect to have, a material favourable or unfavourable impact on our Group's financial performance, position and operations;
- (ii) material commitment for capital expenditures as set out in Section 12.7 of this Prospectus;
- (iii) unusual, infrequent events or transactions or any significant economic changes that have materially affected the financial performance, position and operations of our Group;
- (iv) known trends, demands, commitments, events or uncertainties that had resulted in a material impact on our Group's revenue and/or profits;
- (v) known trends, demands, commitments, events or uncertainties that are reasonably likely to make our Group's historical financial statements not indicative of the future financial performance and position; and

12. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (cont'd)

- (vi) known trends, demands, commitments, events or uncertainties that have had or that we reasonably expect to have, a material favourable or unfavourable impact on our Group's liquidity and capital resources.

Our Board is optimistic about our future prospect given the favourable outlook as set out in Chapter 7 of this Prospectus, our competitive strengths and advantages set out in Section 6.2 of this Prospectus and our dedication to implement the business strategies and future plans set out in Section 6.11.1 of this Prospectus.

12.9.2 State of order book

Our Group's revenue is generated based on the number of transactions transacted by the subscribers of our partner MNOs on the MNOs' mobile network and thus the state of order book is not applicable to our operations.

12.10 DIVIDEND POLICY

Our Group presently does not have any formal dividend policy. The declaration of interim dividends and the recommendation of any final dividends are subject to the discretion of our Board and any final dividend proposed is subject to our shareholders' approval.

Upon Listing, our Board intends to adopt a stable and sustainable dividend policy to allow our shareholders to participate in the profits of our Group while maintaining an optimal capital structure and ensuring sufficient funds for our future growth.

You should take note that this dividend policy merely describes our present intention and shall not constitute legally binding statements in respect of our Group's future dividends, which are subject to our Board's absolute discretion.

Our ability to pay future dividends to our shareholders is subject to various factors including but are not limited to, our financial performance, cash flow requirements, availability of distributable reserves, and capital expenditure plans.

As our Company is an investment holding company, our income and therefore, our ability to pay dividends is dependent upon the dividends and other distributions that we receive from our subsidiary company. The payment of dividends or other distributions by our subsidiary company will depend on their operational results, financial condition, capital expenditure plans and other factors that its respective board of directors deems relevant.

12.11 FUTURE FINANCIAL INFORMATION

There is no future financial information prepared for inclusion in this Prospectus.