



**E-PLUS LIMITED
(ACN 605 951 059)**

INFORMATION MEMORANDUM

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SECTION 2: IMPORTANT INFORMATION AND NOTICES

This Information Memorandum has been prepared by E-Plus Limited (ACN 605 951 059) (**Company**) in connection with its intention to apply for a compliance listing on the NSX. No copy of this Information Memorandum has been lodged with the Australian Securities and Investments Commission (**ASIC**) as this is not a prospectus or other disclosure document required to be lodged with ASIC under the Corporations Act. Neither ASIC nor the NSX takes responsibility for the contents of this Information Memorandum.

This Information Memorandum does not constitute, or form part of, any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any Shares, in any jurisdiction, nor shall it, or any part of it, or the fact of its publication form the basis of, or be relied on in connection with or act as any inducement to enter into any contract therefore, this Information Memorandum may be withdrawn at any time before the proposed listing and is specifically subject to the terms described in this Information Memorandum.

The Shares have not been registered with or approved or disapproved by the NSX, nor has the NSX or any regulatory authority of any state passed upon or endorsed the merits of this listing or the accuracy or adequacy of this Information Memorandum. The Company or its management has not authorized any representation to the contrary.

NOMINATED ADVISOR

The Listing Nominated Advisor assumes no responsibility for the accuracy or completeness of the information contained herein (financial, legal or otherwise). In making an investment decision, investors must rely on their own examinations of the Company and the terms of this Information Memorandum, including the merits and risks involved. Moreover, the contents of this Information Memorandum are not to be construed as legal, business or tax advice. Each prospective investor is urged to consult its own attorney, business or tax advisor for legal, business or tax advice.

APPLICATION FOR LISTING

Application will be made for listing of the Company's securities to the NSX. The fact that the NSX may list the securities of the Company is not to be taken in any way as an indication of the merits of the Company or the listed securities. The NSX takes no responsibility for the contents of this document, makes no representations as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss however arising from or in reliance upon any part of the contents of this document.

It is expected that trading of the Shares on the stock market conducted by the NSX will commence as soon as practical after approval for admission to the official list of the NSX is granted and all conditions (if any) applicable there to have been satisfied for official quotation.

DISCLOSURE OF INFORMATION

This Information Memorandum does not contain the information that would be contained in a prospectus or other disclosure document prepared under the Corporations Act. While this Information Memorandum should be read in its entirety, it does not contain all the information that a prospective investor may require in investigating the shares and the Company. Prospective investors should carry out their own independent investigations, analysis and obtain independent financial, taxation and other professional advice as needed in respect of the shares and the Company and the information referred to in this Information Memorandum and other matters that may be relevant to its investment decision.

Each prospective investor considering an investment in the shares must make, and will be taken to have made, its own independent investigation and analysis of the information in this Information Memorandum and should consult their own advisors before investing in the Company.

Prospective investors may contact the Company to obtain a copy of the Company's constitution.

UNAUTHORISED REPRESENTATIONS

No person has authority to give any information or make any representation in connection with the shares or the Company that is not contained in the Information Memorandum. Any information not incorporated by express reference or set out in this Information Memorandum may not be relied upon as having been authorized by the Company.

RESTRICTIONS

The distribution of this Information Memorandum in certain jurisdictions may be restricted by law. Persons, into whose possession this Information Memorandum comes, are required, by the Company to inform themselves about and to observe such restrictions. This Information Memorandum does not constitute an offer or invitation to buy or sell shares or other marketable securities of the Company, whether in Australia or in any other jurisdiction.

FORWARD LOOKING STATEMENTS

This Information Memorandum contains forward-looking statements, which are identified by words such as "believes", "estimates", "expects", "intends", "may", "will", "would", "could", or "should" and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Information Memorandum, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the directors and management of the Company. The actual results and future achievements may be materially different from that expressed or implied by such forward-looking statements. Investors are cautioned not to place undue reliance on such forward-looking statements.

Key risk factors are detailed in Section 6 of the Information Memorandum. These and other factors could cause actual results to differ materially from those expressed in any forward-looking statements. The Company cannot and does not give assurances that the results, performance or achievements expressed or implied in the forward-looking statements contained in this Information Memorandum will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

All subsequent written and oral forward-looking statements attributable to the Company or to persons acting on its behalf are expressly qualified in their entirety by the cautionary statements referred to above and contained elsewhere in the Information Memorandum.

RISK FACTORS

Future prospective investors should be aware that subscribing for Shares involves a number of risks. The key risk factors of which investors should be aware are set out in Section 6 of this Information Memorandum. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the shares in the future. Accordingly, an investment in the Company should be considered speculative. Investors should consult their professional advisers before deciding whether to apply for securities pursuant to this Information Memorandum.

DEFINITIONS

Throughout this Information Memorandum abbreviations and defined terms are used. Abbreviations and legal terms are contained in the glossary in Section 15 of this Information Memorandum (defined terms are generally identified by the uppercase first letter).

CURRENCY EXCHANGE RATE

All amounts referred to in Malaysian Ringgit (MYR) within this Information Memorandum have been calculated using an exchange rate of *AUD1 to 3.13MYR*

SUITABILITY OF INVESTMENT AND RISK FACTORS

Before deciding to invest in the Company by purchase of shares on market, following admission of the Company to the official list of the NSX, prospective investors should read this entire Information Memorandum. Prospective investors should carefully consider all factors in the light of their personal circumstances (including financial and taxation issues) and seek professional advice from their accountant, stockbroker, lawyer and other professional adviser before deciding to invest. The Company is unable to advise any prospective investor on the suitability or otherwise of an investment in the Company. For such advice, each prospective investor must contact their independent professional adviser(s).

If you require any further information please consult your stockbroker and other professional adviser.

SECTION 3: CHAIRMAN'S LETTER

E-Plus is currently ranked amongst one of the top 'home-grown' events management agencies in South East Asia. In 2015 we recorded revenue of RM5.224 million or AUD 1.669 million in accordance to the audited financial statement. We had a tremendous growth of 69% in operation revenue compared to the 2014 financial year at the subsidiary level.

The revenue growth was mainly due to securing roles as main contractor and supplier for a few large-scale events by multinational clients.

The current events scene is highly volatile and competitive. We have taken prudent steps to ensure sustainability and profitability in our business model by securing events rights and licenses in the Asian region. Last year, we have invested in internationally acclaimed sporting and motorsport events. We have secured a 3 year event hosting rights for Powerman Asia Duathlon Championships 2015 - 2017 and FIM Asia Supermoto Championships 2015 – 2017, which has also impacted the negative profits of AUD 214,342 in the 2015 consolidated financial accounts.

We have always believed in providing high quality services and to embed excellence in everything we do. This continuous dedication over the years was acknowledged by various local and international award bodies, including the *Prestigious Service Quality* and *Prestigious Company* awarded by the 21st Century The Prestigious Brand Awards 2015; Gold status for 'Culture and The Arts' category by the Asia Pacific Stevie Awards 2015 and 'Best Use of Venue' category by The Marketing Events Awards 2015, both in recognition of Melaka Art and Performance Festival; Malaysia Book of Records (Largest Participation of Duathlon Championship for Powerman Asia Duathlon Championships – 2016; Most Number of Bear Replicas Displayed at a Single Venue for United Buddy Bears – 2012) and finalists for A+M MARKies Awards 2015, Agency of the Year Award 2015 & 2016.

In addition to the above awards, our CEO, Ching Keong Ngok (Andrew), was awarded the 'Prestigious Personal Improvement or Accomplishment Award' and the 'Prestigious Entrepreneur Award' at the 21st Century The Prestigious Brand Awards 2015.

On behalf of the Board of Directors, I would like to express my appreciation to the management and staff of the Company for their commitment and dedication throughout the years.

I would also like to express my sincere gratitude to our loyal shareholders, business associates and bankers for their continuous support, confidence and assistance.

Finally, I would like to thank my fellow Board members for their good counsel, invaluable contribution and unwavering support throughout the years.

Ching Kon Kong @ Chin Kon Kong
Non-Executive Chairman

SECTION 4: INVESTMENT HIGHLIGHTS

Events Management – Niche Service Industry

Events are created to ensure an important message is delivered and while events management is a vast industry, its functionalities is to build and create personal communications within its niche market audience through the orchestration of happening and memorable events.

Consumers have become more conscious of their everyday choices and lifestyle needs since the introduction and mass use of digital media technology. This has led the events industry to transform according to trend, largely shaped and influenced by consumer needs as well as the use of technology. Therefore, instead of creating generic content aimed at the mass market, event companies are now allotting their resources in creating exciting and valuable content using evolving technology, to engage directly with a brand's niche market.

Integrated Solutions

The Group's core business focuses on providing events management services, particularly in the entertainment industry, personalised events and government projects and corporate events.

E-Plus is an integrated agency providing its clients with a full range of services, including event planning and implementation, client servicing and support, public relations and advertising, equipment rental, artist management, technical support, manpower management and permit management.

In 2015, the Group established a new Media and Communications division to its stable of services that enables the Group to gain extensive penetration into the current market and consequently, secure higher revenue.

Proven Track Record and Experienced Management

The Company is led and managed by a Board with extensive experience within the events management and capable Senior Managers to ensure quality services being provided to the clients. *(Please refer to Section 11 for Directors and Senior Managers' Details)*

Since its inception, the E-Plus has managed and organised local and international events, ranging from private dinners to major scale international concerts. E-Plus' revenue has grown significantly since its incorporation.

Malaysia Tourism Transformation Plan 2020

Malaysia is recognised globally as one of the leading tourism destinations, ranking top 10 in arrivals and top 15 in global receipts.

The tourism industry is also an important contributor to the country's economy, generating MYR36.90 billion (AUD11.808 billion) in Gross National Income (GNI) for 2009. It is projected that by 2020, the tourism industry will contribute MYR103.60 billion (AUD33.152 billion) in GNI, with arrivals increasing from 24 million in 2009 to 36 million in 2020.

The Malaysian Government has identified 12 Entry Points Projects (EPPs) across five themes to enhance tourism yields. 'Events, entertainment, spa and sports' is recognized as the fourth theme listed amongst the five main themes of the National Key Economic Areas (NKEA) and it has been emphasised that hosting more international events, promoting a vibrant nightlife in Malaysia is necessary to attract tourists hence boost the tourism industry. The related EPPs are summarised as follows:

➤ *Targeting more international events*

The government aims to increase the number of tourist arrivals for international events by 3.6 times, from 70,000 in 2009 to 250,000 by 2020. The government has allocated a total fund of MYR467 million (AUD149.44 million) for international events investments.

➤ *Expanding sports tourism offerings in Malaysia beyond hosting events*

Malaysia has generally focused on large-scale sporting events, from hosting the Commonwealth Games in 1998, to the Monsoon Cup, Le Tour de Langkawi and the Formula 1. The total investment of MYR1.40 million (AUD448,000) is expected to be required for marketing and promotion of sports tourism

Source: Economic Transformation Programme – A Roadmap for Malaysia, 2010

Market Opportunities

According to research published by PricewaterhouseCoopers (PwC), Malaysia's E&M Industry is expected to grow at a CAGR rate of 8.9% over the period 2013 - 2018. Malaysia's E&M market is located between the "next wave" and the fast "up & comers" group due to the presence of both mature and emerging segments.

The events management industry is also expected to receive a robust growth with companies spending to engage further with consumers. Malaysia's out-of-home advertising revenue (events management is considered as a part of this category), is forecasted to grow at a CAGR of 8.6%.

Source: Extract from PriceWaterhouseCoopers' 15th Annual Global Entertainment and Media Outlook 2014 – 2018

Future Plans

E-Plus continuously monitors its events' contracts and plans to secure more high profile and internationally renowned events. As a consequence of the above outlined Government initiatives and general growth in the events management industry, the Board expects to see a strong demand for E-Plus' services and continued positive growth in E-Plus' reputation and revenue. *(Please refer to Section 10 for details).*

SECTION 5: INVESTMENT OVERVIEW

The information set out in this Section is not intended to be comprehensive and should be read in conjunction with the full text of this Information Memorandum.

Introduction to the Company

The Company is a public company incorporated in Australia on 20 May 2015. The Company acquired E-Plus Global through a share exchange agreement, Share Exchange Agreement 2. E-Plus Global is a company incorporated and organized under the laws of Malaysia and has a 100% owned subsidiary called E-Plus Entertainment Productions (M) Sdn Bhd.

Under the Share Exchange Agreement 2, the shareholders of E-Plus Global Sdn Bhd exchanged each of their shares in that company for 35 fully paid ordinary shares in the Company.

The Shares of the Company

The Company has 245,000,000 fully paid ordinary Shares on issue as at the date of this Information Memorandum.

There is no public market for the Shares of the Company in Australia, the United States of America, the United Kingdom or any other jurisdiction as at the date of this Information Memorandum.

See “Company Overview” in Section 9 for more information on the Company.

Investment in the Shares involves risks. See “Risk Factors” in Section 6 for more information on the risk related to investing in the Company.

The Company does not have any outstanding convertible debt securities.

Listing

It is the Company’s intention to apply for the Shares to be listed on the NSX. No securities of the Company or any company within the Group are listed on any other stock exchange.

Listing Nominated Advisor

Southasia Advisory Sdn Bhd, a Malaysian company, has been appointed to act as the Company’s NSX Listing Nominated Advisor as required under the NSX Listing Rules. Southasia Advisory Sdn Bhd’s main role is to advise the Company and its directors as to the nature of their responsibilities and obligations under the Listing Rules and to assist the Company in its Compliance Listing on the NSX.

Purpose of Listing and Application for Compliance Listing Made Available in NSX

The Company intends to submit an application to list its Shares on the NSX by way of a compliance listing. No new capital was raised or will be raised or available to the Company as a result of that listing. The proposed listing of the Shares on the NSX may have favourable consequences for the Company's shareholders who may wish to trade their shares through a stock exchange.

The Directors believed that the listing of the Company's Shares would assist to raise the profile of the Group thereby enabling a wider range of investors to hold the Company's shares. In addition, in the opinion of the Directors, the proposed listing should:

- enable the Group to raise further capital in connection with its intention to expand business operations, notwithstanding that the Company has sufficient funds to continue its operations as they are now being conducted for a period of not less than 24 months from the date of this Information Memorandum;
- raise the profile of the Group amongst its prospective customers and suppliers thereby permitting the Group to address future opportunities that may arise.

The Directors intend to grow the Company's operations and expand and develop its market share. The Company is in its expansion stage and intends to diversify its business. This will require significant capital, which the Company is unable to generate, based on its current operations. Accordingly, it is intended that the Company will seek to raise additional capital through issuance of new Shares in the future and prepare the relevant and necessary documents as required by law or the Listing Rules.

Escrow Shares

Certain shareholders including directors and promoters will be subject to mandatory escrow arrangements under the NSX Listing Rules. In accordance with the NSX Listing Rules, the Company expects that shares held by a number of shareholders including directors and promoters representing up to approximately 63.38% of the entire issued share capital of the Company to be escrowed (Escrowed Shareholders). The Company has sought in-principle ruling from the NSX as to its position in relation to escrow. Prior to listing on the NSX, Escrowed Shareholders will be required to enter into mandatory escrow restriction agreements (Restricted Securities Agreement) in relation to Shares held by them.

Under the Restricted Securities Agreements, to the extent not inconsistent with applicable law, each Escrowed Shareholder will agree not to effect any public or private sale or distribution of their Shares of the Company, or any securities, options or rights convertible into or exchangeable or exercisable for such Shares for up to a period of 24 months from the date on which quotation of the Company's securities commences.

The restrictions will not apply to the extent that an offer is received, from a person or persons not affiliated with any of the Escrowed Shareholders, for the entire issued share capital of the Company and the Board recommends acceptance of that offer and such offer

becomes binding and unconditional on all the Company's Shareholders (including the Escrowed Shareholders).

Litigation

As of the date of this Information Memorandum, the Directors are not aware of any claims or threats of legal action existing in respect to the Company or any member of the Group, which would have a material adverse effect on the financial performance of the Company, or the Group.

Rights Attached to Shares

The rights attaching to the Shares are detailed in the Constitution of the Company. A summary of the rights and restrictions attaching to the Shares is set out below.

Share Rights

The Company currently has 245,000,000 fully paid ordinary Shares on issue. There are no other classes of shares on issue and no partly paid shares on issue. The rights attaching to ownership of the Shares arise from a combination of the Constitution, the Listing Rules, the Corporations Act and general law.

A brief summary of certain provisions of the Constitution and the significant rights attaching to Shares is set out below. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. The summary assumes that the Company is admitted to the official list of NSX. The Constitution may be inspected during normal business hours at the registered address of the Company.

Issue of Shares

The allotment and issue of Shares is under the control of the Directors. Subject to the Corporations Act and the Listing Rules, the Directors may issue or otherwise dispose of, or grant options in respect of, shares to such persons on such terms as they think fit. In particular, the Directors may issue shares with preferred, deferred or special rights or restrictions in relation to dividends, voting, return of capital and payment of calls.

The Company may issue preference shares which are or at the option of the Company are to be, liable to be redeemed. Holders of preference shares will only have the right to vote at a meeting convened for the purpose of reducing capital, in certain circumstances upon winding up, where the resolution effects the rights attached to the preference shares, when a dividend on the preference shares are in arrears or on a resolution to approve the terms of a buy-back.

Proportional Takeover Provisions

The registration of a transfer of Shares which would give effect to a proportional takeover bid is prohibited unless and until an approving resolution approving the proportional takeover bid is passed in accordance with the provisions of the Constitution. The proportional takeover provisions will cease to have effect on the third anniversary of the adoption of the Constitution, unless renewed.

Unmarketable Parcels

In compliance with the procedure set out in the Constitution, the Company may issue a notice to sell to a Shareholder holding an unmarketable parcel of Shares. Unless the Shareholder objects to the sale of its unmarketable parcel of Shares, the Company must sell the Shares as agent of the Shareholder with all consideration received by the Company to be paid by the relevant Shareholder.

Directors – Appointment, Retirement and Removal

The minimum number of Directors is three (3) and the maximum is ten (10). The Directors are not required to hold any Shares.

Directors must be appointed by resolution of Shareholders at a general meeting. The Directors may appoint a Director either in addition to existing Directors or to fill a casual vacancy, and such Director will hold office until the next annual general meeting.

Directors may only be removed by resolution of Shareholders at a general meeting.

A Director must retire from office at the end of the third annual general meeting following that Directors last appointment or three (3) years, whichever is longer. The requirement to retire does not apply to the Managing Director. If there is more than one Managing Director then the requirement to retire will not apply to just one Managing Director. A retiring Director is eligible for re-election.

Alteration of Rights

The rights and restrictions attaching to any class of shares (unless provided by the terms of issue of the shares of that class), can only be varied with the consent in writing of Shareholders with at least three-quarters of the votes in that class, or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class.

Calls

The Board may from time to time call upon Shareholders for unpaid monies on their Shares. If such a call is made, Shareholders are liable to pay the amount of each call in the manner and at the time and place specified by the Board. Such calls may be payable by instalments, as determined by the Board. When a resolution of the Board authorising the call is passed, the call will be deemed to have been made. It may be revoked or postponed at the discretion of the Board.

Forfeiture and Lien

The Company may forfeit Shares in relation to any part of allotment monies, calls, instalments, interest and expenses which remains unpaid following any notice sent to a Shareholder. Such forfeiture must occur in accordance with the Constitution, the Corporations Act and the Listing Rules. The Company has a first ranking lien or charge for unpaid calls, instalments and related interest and any amount it is legally required to pay in relation to a Shareholder's Shares. The lien or charge extends to all dividends, bonuses and other monies payable in respect of the Shares. If the Company registers a transfer of any Shares subject to this lien or charge, the title of the transferee to the Shares is not affected by any irregularity or invalidity in connection with the forfeiture, sale or disposal of the Shares.

Share Transfers

Shares may be transferred in any manner required or permitted by the Listing Rules and by any instrument in writing in any usual or common form or in any other form that the Board approves. The Board may refuse to register a transfer of securities of the Company if permitted or required by the Listing Rules.

No Share Certificates

Subject to the requirements of the Listing Rules and the Corporations Act, the Company need not issue Share certificates.

Meetings

Each Shareholder and Director of the Company is entitled to receive notice of and attend any general meeting of the Company. Two Shareholders must be present to constitute a quorum for a general meeting and no business may be transacted at any meeting except the election of a Chairman and an adjournment, unless the quorum required is present at the start of the business. The Company is obliged to convene and hold an annual general meeting in accordance with the Corporations Act.

Voting Rights

Each Shareholder has the right to receive notices of and to attend all general meetings of the Company. Subject to restrictions on voting from time to time affecting any class of shares in the Company and any restrictions imposed by the Corporations Act, each Share in the Company carries the right to cast one vote on a show of hands and on a poll, one vote for each fully paid Share held and for each partly paid share held, a vote having the same proportionate value as the proportion to which the Share has been paid up. Voting may be in person or by proxy, attorney or representative.

Share Options

No options exist for the Shares or any other capital of any member of the Group at the date of this Information Memorandum.

Dividends and Share Plans

The Directors may pay to Shareholders any dividends as they see fit. The Directors may fix the amount, the time for payment and the method of payment.

The Directors may establish and make rules for a dividend reinvestment plan in relation to any dividend payable by the Company.

Subject to the Constitution, the Corporations Act, the Listing Rules and the rights of Shareholders entitled to Shares with preferential, special or qualified rights as to dividend, dividends are to be apportioned and paid among the Shareholders in proportion to the amounts paid up (not credited) on the Shares held by them. Any amount paid on a Share in advance of a call will be ignored when calculating the relevant proportion.

Registration of Shares / Trading of Shares

The Shares have been issued in non-certificated form only. Shares not subject to escrow may be traded on market, following the Company's admission to the NSX.

Listing

This Information Memorandum is prepared in connection with the application for Compliance Listing of E-Plus Limited. It is the Company's intention that the Shares are listed by way of Compliance Listing of the NSX.

No new Shares are being offered pursuant to this Information Memorandum.

Transferability of the Shares

The Shares are subject to the provisions set out in the Company's Constitution applicable to shares of the Company and to any restrictions as set forth therein. As at the time of listing, the Shares are freely transferable.

Costs & Expenses

Transaction costs and all other directly attributable costs (including listing fees, legal fees and other professional fees) in connection with the Listing are to be paid by the Company from funds from its current operations.

Enquiries

Enquiries should be addressed to the Company at its registered office.

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SECTION 6: RISKS OF INVESTMENT

Before deciding whether or not to invest in the Company, prospective investors should consider carefully all of the information set forth in this Information Memorandum and the specific risk factors set out in this Section below and reach their own conclusions, based on their own judgement and upon advice from such financial, legal and/or tax advisers as they have deemed necessary, prior to making any investment decisions.

If any of the risks described below materialise, individually or together with other circumstances, they may have a material adverse effect on the Company's business, financial condition, operating results and/or cash flow, and in turn, may cause a decline in the value and trading price of the Shares.

The risks and uncertainties described below are not the only ones faced by the Group. Additional risks and uncertainties, which the Company currently deems immaterial or not presently known, may also have a material adverse effect on the Company's business, financial condition, operating results and/or cash flow.

The orders in which the risks are presented below are not intended to provide an indication of the likelihood of their occurrence, severity or significance. All of the risk factors are contingencies, which may or may not occur and the Company is not in a position to express a view on the likelihood of any such contingency occurring. These risks should also be considered in connection with the cautionary statement regarding forward-looking information set forth immediately preceding this Section.

RISK FACTORS

The Company takes a cautious and pro-active approach to risk management. Management recognises the importance of understanding the risks to the business and the systems and controls required to mitigate them.

In order to help identify, manage and control risk, the Company breaks it down into five main categories. On the basis of disciplined risk assessment, the key risks to the Company's business are considered. A summary is shown below with details of any mitigating factors. Methods of risks management are also discussed in attempt to safeguard the interest of the Company, stakeholder and shareholder.

A) Credit Risk

Credit Risk refers to the risk of loss due to a debtor's inability to pay. This risk mainly focuses on a client's failure or inability to pay upon project completion. Failure of a client to pay will result in the Company incurring losses through cost absorption as E-Plus is still reliant on third-party suppliers and manufacturers for rental of equipment, particularly specialised tailored equipment.

The Company currently maintains a minimum of at least a 50% deposit payment upon contractual confirmation for any event to reduce risks of client's failure in payment, thus reduces losses should such incidents occur.

B) Market Risk

Market Risk is the risk that the value of an asset decreases due to the change in value of the market factors. Common market risk factors include asset prices, foreign exchange rates risks and shares risks.

Asset Prices Fluctuation Risk

Company-owned assets such as property lots, hire purchases and event equipment, are subject to fluctuating market-rate. These assets are also exposed to other various risk and/or consequences including theft, missing or/and damaged assets, natural disasters, etc.

The Company closely monitors the market pricing for these assets and regularly ensures the upkeep of these equipment. This ensures a lower fluctuating risk through quality management, digital tracking and monitoring to ensure the security of the asset.

Foreign Exchange Rates Risk

The movement of exchange rates may have favourable or unfavourable impact on returns as the Company holds a majority of non-Australian Dollar denominated investments and cash. This risk is partially mitigated by the use of non-Australian Dollar denominated repo. The foreign currency exposure of the Company is monitored by the designated employee of the Company on a daily basis and formally at Board meetings.

Shares Risk

The market value of ordinary shares of the Company will be affected by a number of factors, including the dividend yield from time to time of the ordinary shares, prevailing interest rates and supply and demand for those ordinary shares, along with wider economic factors and changes in the law, including tax law, political factors, economical factors and environment factors in each market. The market value of the income derived from the Company's ordinary shares can fluctuate and may go down as well as up. The market value of the ordinary shares may not always reflect the Net Asset Value (NAV) per ordinary share.

While it is the intention of the Board to pay dividends to shareholders on an annual basis, the ability to do so will largely depend on the amount of income the Company receives on its investments and the timing of such receipts. Any reduction in income received by the Company will lead to a reduction in earnings per share and therefore in the Company's ability to pay dividends. Accordingly, the amount of dividends payable by the Company, if any, may vary.

C) Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events. The management of operational risk is formalised in a number of ways including events risk assessments, documented procedures and compliance manuals, a comprehensive compliance monitoring programme (both internal and external), issue tracking and an annual assessment of third party providers.

Loss of Reputation

The events management industry remains high in volatility, with risks ranging from client's brand reputation damage, human error, injury or the possibility of loss of human lives before, during and/or after the event. However, where such dire circumstances occur, it would lead to loss of reputation, trust and/or loss/withdrawal of client(s).

To reduce the possibility of the above from occurring, the Company ensures that its managers comply with the Standard Operating Procedures (SOP) for events management provided by the Company. The SOP is a formulated pre-event risks assessment to ensure reduced risks during the execution of the event. However, should the unplanned events occur, the Company is prepared with a crisis management SOP to be executed by the Company's Media and Communications division.

Damage to Equipment and Facilities

Company-owned facilities are exposed to various risks and consequences including human error during equipment handling and/or environmental factors such as excessive exposure to the elements. Other facilities, such as the Company-owned vehicles are also at risk from human operational error or inherent defects leading to breakdowns and/or accidents. The Company-owned properties are also exposed to risks possibilities including theft, natural disasters and/or vandalism.

The Company has appointed Head of Production to oversee the handling of all equipment owned by the Company. He has the necessary experience, training, protective tools and risks assessment processes, to minimise the risks of damage. Insurance policies for the equipment, vehicles and properties as well as security equipment including Closed Circuit Television (CCTV) are utilised to ensure security of the equipment, vehicles and properties, thus minimising any risks of damage.

D) Other Risks

Other risks that the Company may be exposed to include regulatory, competition risk, risk to its key employees, market changes, and the underperformance of one, or more, of its investment processes.

Regulatory Risk

There have been significant new legislative changes in Malaysia and around the globe, which may have impacted both the Company and the investment vehicles operated by the Company. Regulatory changes may also affect the services offered, to whom or where it may offer them and the fees and charges it is able to charge. The Company's Board and the compliance department operate a comprehensive compliance-monitoring programme to confirm regulatory obligations are met. In addition, they work with industry bodies, lawyers and consultants to ensure that all regulatory change is appropriately endorsed and complied with.

Competitive Environment

E-Plus operates within a highly competitive environment, which includes both local and global competitors. The changes to the regulatory and business landscape in both the local and global markets have resulted in a greater focus by the Company on the fees & charges, the growing importance of brand and marketing, supplier and manufacturer relationships. Failure to compete effectively in these areas may result in loss of existing clients and a reduced opportunity to capture new businesses, which may have a material adverse impact on the Company's financial wellbeing and growth.

Geo-political factors

The Group may be affected by the impact that geo-political factors have on the world or Malaysian or Australian economy or on financial markets and investments generally or specifically. This may include international wars, terrorist type activities and governmental responses to such activities.

Growth prospects and Company expansion plans

The Group's growth prospects are dependent upon a number of factors, including, customer acquisition and execution of expansion strategies. If the Group fails to execute any expansion plan and cannot attract customers for its services, its financial performance is likely to be negatively affected.

Litigation

The Group is exposed to possible litigation risks including, but not limited to, intellectual property claims, regulatory intervention and third party claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position.

The Company is not currently engaged in any litigation. So far as the directors of the Company are aware, however, there is no current, pending or threatened in which the Company is directly or indirectly concerned or any member of the Group, which would have a material adverse effect on the financial performance of the Company, or the Group.

Key Employee Risk

People are a key part of our business and the stability of our investment and operational expertise is critical to the success of the business. The Company takes appropriate steps to manage the expectations and minimise the loss of good quality staff. The departure of significant personnel may result in a loss of key clients. E-Plus believes that the key to future success lies in maintaining our distinctive working culture through ethical and on-going engagement with our staff. In order to retain staff, the Company has invested significantly in our people through training and qualifications.

The development of our business and diversification of marketing and communications talent is the core objective of the Company.

Sustainability and Conduct Risk

It is the Company's priority to ensure clients understand the full range of services offered and for us to ensure that the client's expectation is met. All our events management processes are fully and transparently documented, enabling the clients to understand the Company's Standard Operating Procedures.

E) Risks Associated with being incorporated Under the Laws of Australia

The Company is incorporated under the laws of Australia. The laws and regulations of Australia may be amended from time to time. The laws of Australia and the Company's Constitution govern the rights of Shareholders. The rights of Shareholders under the laws of Australia may differ from the rights of shareholders of the Company incorporated in other jurisdictions.

Volatility of the Value of the Shares

Prior to this Compliance Listing, there has been no public market for the Company's Shares. There can be no assurance that an active market for the Shares will develop or, if developed, that such market will be sustained.

Investors should also be aware that the value of the Shares may be volatile and may go down as well as up and investors may therefore not recover any or all of their original investment, especially with regard to the Company's plan to seek a future listing, as the market in Shares may have limited liquidity.

In addition, the price at which investors may dispose of their Shares may be influenced by a number of factors, some of which may pertain to the Company, and others of which are extraneous. Investors may realise less than the original amount invested.

Ordinary Shareholder Tax Risk

Investors should take their own tax advice as to the consequences of owning Shares as well as receiving returns from it. In particular, investors should be aware that ownership of Shares can be treated in different ways in different jurisdictions.

Raising Further Funds

The Company intends to raise additional funds (whether through equity or debt sources) in the future in order to take advantage of growth and expansion opportunities. There can be no assurance that the Company will be able to raise such capital on favourable terms or at all. If the Company is unable to obtain such additional capital, it may be required to reduce the scope of its anticipated activities, which could adversely affect its business, financial condition and operating results. Further, any equity offerings to new investors could result in dilution for existing investors.

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SECTION 7: DIRECTORS, CORPORATE INFORMATION AND PROFESSIONAL ADVISORS

Directors:	Ching Kon Kong @ Chin Kon Kong Ching Keong Ngok (Andrew) Suen Kar Nee Yap Ding Chai (Tony) Brendan O'Connor
Secretary & Registered Office of the Company:	Nicola Betteridge Level 12, Grosvenor Place, 225 George Street Sydney NSW 2000 AUSTRALIA.
Share Registry & Transfer:	Boardroom Pty Limited Level 12 Grosvenor Place 225 George Street Sydney NSW 2000 AUSTRALIA.
Operational Office of the Company:	B806 Block B Kelana Square No 17 Jalan SS7/26 Kelana Jaya 47301 Petaling Jaya Selangor Darul Ehsan MALAYSIA. Tel: +603 74919233 Fax: +603 74919232
Chartered Accountant:	Messrs Ng & Partners (AF 0091) Room 402 Bangunan Loke Yew No 4 Jalan Mahkamah Persekutuan 50050 Kuala Lumpur MALAYSIA. Tel: +603 26925477 Fax: +603 26912681
Listing Nominated Advisor:	Southasia Advisory Sdn Bhd A4-3-2 Solaris Dutamas No 1 Solaris Dutamas 1 50480 Kuala Lumpur MALAYSIA. Tel: +603 62114651
Australian Legal Advisor:	Thomson Geer Level 25 1 O'Connell Street Sydney NSW 2000

AUSTRALIA.

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Fax: +612 82485899

Malaysian Legal Advisor:

Tan, Goh & Associates

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SECTION 8: INDUSTRY OVERVIEW

OVERVIEW

About Event Management

‘Event Management’ is the application of project management to create and develop events, including festivals, conferences, ceremonies, formal parties, concerts or conventions. The preparation process involves studying the brand, identifying its target audience, devising event concept, logistics planning and technical aspects planning prior to the event’s execution.

The planning and co-ordination is usually referred to as ‘Event Planning’ which includes budgeting, scheduling, site selection, necessary permits acquisition, transport coordination, speakers or entertainers coordination, décor arrangement, security arrangements, food and beverage catering, and emergency plans.

The event management industry varies in sizes, ranging from the mega Olympics to a small-scaled business breakfast meetings conducted by all forms of organisations and interest groups. These events could serve as a purpose in building business relationships, fund raising, or to celebrate an achievement.

Event management is considered as a strategic marketing and communication tool under the vast umbrella of ‘Marketing’. Companies create promotional events to communicate with its clients and potential clients as part of its sales drive. A number of elements can be incorporated which includes but not limited to music, live entertainment or event in a particular venue, which would derive in varied results based on a company’s objective.

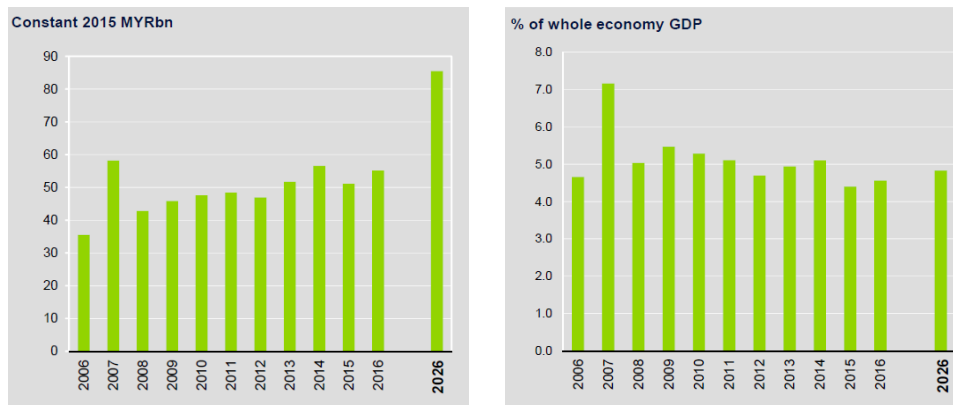
Event management companies appoint event managers as its communication bridge between the agency and its clients. They are tasked to plan and execute the event, which includes responsibilities of the event’s creativity, technical aspects and logistic elements. For example: overall event design, brand building, marketing and communication strategy, audio-visual production, script writing, logistics, budgeting, negotiation and clients servicing.

EVENTS OUTLOOK IN MALAYSIA

Malaysia’s Travel and Tourism Economic Impact

The direct contribution of Travel & Tourism to GDP in the 2015 calendar year was MYR51.1 billion / AUD 16.352 billion (4.4% of GDP). This is forecast to rise by 7.9% to MYR55.2 billion / AUD 17.664 billion in the 2016 calendar year. This primarily reflects the economic activity generated by industries such as hotels, travel agents, airlines and other passenger transportation services (excluding commuter services). But it also includes, for example, the activities of the restaurant and leisure industries directly supported by tourism.

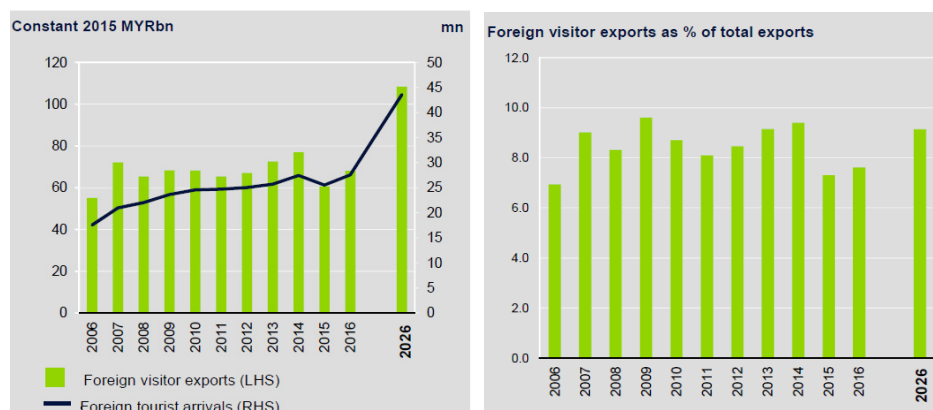
The direct contribution of Travel & Tourism to GDP is expected to grow by 4.5% per annum to MYR85.4 billion / AUD 27.328 billion (4.8% of GDP) by 2026.



MALAYSIA: DIRECT CONTRIBUTION OF TRAVEL & TOURISM TO GDP

The total contribution to Travel & Tourism to GDP (including wider effects from investment, the supply chain and induced income impacts) was MYR152.8 billion / AUD 48.896 billion in 2015 (13.1% of GDP) and is expected to grow by 6.9% to MYR163.4 billion / AUD 52.288 billion (13.5% of GDP) in 2016. It is forecast to rise by 5.1% per annum to MYR267.7 billion / AUD 85.664 billion by 2026 (15.1% of GDP).

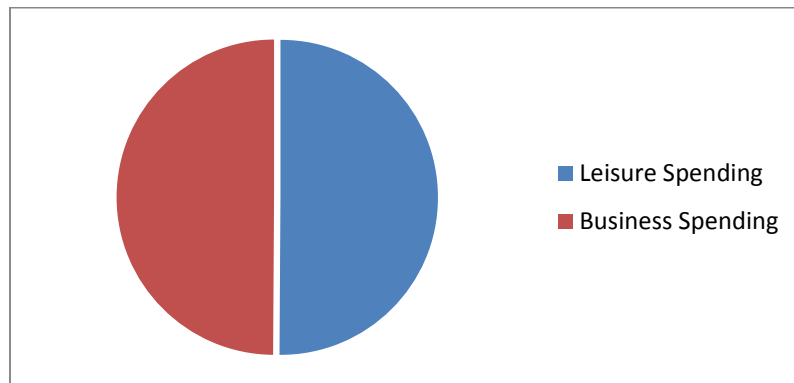
Money spent by foreign visitors to a country (or visitor exports) is a key component of the direct contribution of Travel & Tourism. In 2015, Malaysia generated MYR60.6 billion / AUD 19.392 billion in visitor exports. In 2016, this is expected to grow by 12.3%, and the country is expected to attract 27.568 million international tourist arrivals. By 2026, international tourist arrivals are forecast to a total of 43.589 million, generating expenditure of MYR108.4 billion / AUD 34.688 billion, an increase of 4.8% per annum.



MALAYSIA: VISITOR EXPORTS AND INTERNATIONAL TOURIST ARRIVALS

Leisure travel spending (inbound and domestic) generated 50.1% of direct Travel & Tourism GDP in 2015 (MYR60.6 billion / AUD 19.392 billion) compared with 49.9% of business travel spending (MYR59.9 billion / AUD 19.168 billion). Leisure travel spending is expected to grow by 4.2% in 2016 to MYR62.5 billion / AUD 20 billion, and rise by 5.0% per annum to MYR102.2 billion / AUD 32.704 billion in 2026.

Business travel spending is expected to grow by 12.2% in 2016 to MYR67.2 billion / AUD 21.504 billion, and rise by 3.7% per annum to MYR96.4 billion / AUD 30.848 billion in 2026.



TRAVEL AND TOURISM'S CONTRIBUTION TO GDP: BUSINESS VS. LEISURE, 2015

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Country Rankings: Absolute Contribution, 2015

Travel & Tourism's Direct Contribution to GDP	2015 (US\$bn)	Travel & Tourism's Total Contribution to GDP	2015 (US\$bn)
2 China	224.0	2 China	853.8
11 India	41.6	11 Australia	132.2
12 Thailand	36.4	12 India	129.5
14 Australia	34.6	15 Indonesia	82.4
16 Indonesia	28.2	16 Thailand	81.6
Asia Pacific Average	19.9	Asia Pacific Average	63.0
World Average	18.5	World Average	55.7
28 Singapore	13.9	27 Malaysia	38.9
31 Malaysia	13.0	33 Philippines	31.4
32 Vietnam	12.7	37 Singapore	28.7
35 Philippines	12.5	40 Vietnam	26.7
70 Cambodia	2.4	80 Cambodia	5.4

Travel & Tourism Capital Investment	2015 (US\$bn)
2 China	132.5
3 India	35.3
11 Australia	14.4
12 Singapore	14.4
14 Indonesia	14.0
Asia Pacific Average	9.3
21 Thailand	6.6
27 Malaysia	5.3
29 Vietnam	5.2
World Average	4.3
55 Philippines	1.7
92 Cambodia	0.4

Summary Tables: Estimates (E) & Forecasts (F)

Malaysia	2015 USD (mil) ¹	2015 % of Total	2016 Growth ²	USD (mil) ¹	2026 % of total	Growth ³
Direct contribution to GDP	13,004.3	4.4	7.9	21,731.1	4.8	4.5
Total contribution to GDP	38,858.2	13.1	6.9	68,078.9	15.1	5.1
Direct contribution to employment ⁴	574.2	4.2	6.2	839.9	4.8	3.3
Total contribution to employment ⁴	1,575.8	11.4	5.2	2,385.4	13.7	3.7
Visitor exports	15,413.8	7.3	12.3	27,558.8	9.2	4.8
Domestic spending	15,084.4	5.1	4.0	22,951.3	5.1	3.9
Leisure spending	15,268.4	2.2	4.2	25,993.1	2.5	5.0
Business spending	15,229.8	2.2	12.2	24,517.0	2.3	3.7
Capital Investment	5,267.9	6.9	1.4	10,470.7	9.1	7.0

**Majority of E-Plus' events are categorised under the category – Leisure Spending*

¹2015 constant prices & exchange rates; ² 2016 real growth adjusted for inflation (%); ³ 2016 – 2026 annualised real growth adjusted for inflation (%); ⁴ '000 jobs

Asia Pacific	2015 USD (mil) ¹	2015 % of Total	2016 Growth ²	USD (mil) ¹	2026 % of total	Growth ³
Direct contribution to GDP	635.9	2.7	5.0	1,162.0	3.1	5.7
Total contribution to GDP	2,016.8	8.5	5.2	3,645.6	9.7	5.6
Direct contribution to employment ⁴	65,197	3.7	2.2	81,693	4.2	2.1
Total contribution to employment ⁴	152,585	8.6	2.6	205,581	10.5	2.8
Visitor exports	386.0	5.5	4.1	633.4	5.8	4.7
Domestic spending	1,040.3	4.4	5.4	1,968.1	5.3	6.0
Leisure spending	1,111.6	2.0	4.9	2,024.6	2.4	5.7
Business spending	314.7	0.6	5.6	577.3	0.7	5.7
Capital Investment	296.5	3.7	4.8	527.2	4.3	5.4

**Majority of E-Plus' events are categorised under the category – Leisure Spending*

¹2015 constant prices & exchange rates; ² 2016 real growth adjusted for inflation (%); ³ 2016 – 2026 annualised real growth adjusted for inflation (%); ⁴ '000 jobs

The Economic Contribution of Travel & Tourism: Real 2015 Prices

Malaysia MYR (billion), real 2015 prices	2010	2011	2012	2013	2014	2015	2016E	2026F
Visitor Exports	68.1	65.4	67.0	72.5	77.0	60.6	68.1	108.4
Domestic Expenditure (includes government individual spending)	30.3	37.3	42.0	49.0	54.8	59.3	61.7	90.2
Internal Tourism Consumption (= 1 + 2)	98.4	103.0	109.1	121.5	131.8	119.9	129.7	198.6

Purchases by tourism providers, including imported goods (Supply Chain)	-50.9	-54.7	-62.2	-69.8	-75.2	-68.8	-74.6	-113.2
Direct contribution of Travel & Tourism to GDP (3 + 4)	47.6	48.4	46.9	51.7	56.6	51.1	55.2	85.4
One final impacts (indirect & induced) Domestic Supply Chain	46.3	48.9	56.4	62.2	68.0	61.5	66.3	102.7
Capital investment	14.7	14.4	16.6	17.7	19.3	20.7	21.0	41.2
Government collective spending	1.7	1.9	2.1	2.2	2.3	2.4	2.5	3.8
Imported goods from indirect spending	-6.2	-6.6	-7.1	-7.5	-7.7	-8.5	-8.6	-11.0
Induced	20.1	20.8	22.5	24.9	27.7	25.6	27.0	45.5
Total contribution of Travel & Tourism to GDP (= 5+ 6 + 7 + 8 + 9 + 10)	124.2	127.8	137.3	151.3	166.2	152.8	163.4	267.7
Employment impacts ('000) Direct contribution of Travel & Tourism to employment	599.8	596.7	563.1	634.9	652.1	574.2	609.8	839.9

Total contribution of Travel & Tourism to employment	1,449.6	1,453.6	1,511.5	1,699.6	1,762.8	1,575.8	1,657.4	2,385.4
Other indicators Expenditure on outbound travel	26.3	30.5	37.3	38.0	38.7	34.8	37.9	72.9

(Source: Travel & Tourism Economic Impact 2016 – Malaysia, World Travel & Tourism Council)

Malaysia's Events Management Industry and Tourism Transformation

Malaysia's Ministry of Tourism and Culture (MOTAC) has laid down various plans to ensure the events, entertainment and tourism industry's growth remains robust and continuously maintaining as one of the country's top GDP contributors. The forecast includes a contribution of MYR103.60 billion (AUD33.152 billion) in GNI with arrivals to increase to 36 million in 2020. International events and tourism sports were listed as part of its plan to achieve the ministry's goal *(Refer to Section 4: Investment Highlights)*.

The forecast for the E&M industry also remains robust with a CAGP rate of 8.9% for the period 2013 – 2018, with higher reliance on technology and Internet as the main platform to engage with the global market. The industry is also expected to maintain a robust growth. *(Refer to Section 4: Investment Highlights)*.

As a consequence of the general growth in the economy and more specifically leisure spending, the Board expects to see a strong demand for E-Plus' services and continued positive growth in E-Plus' reputation and revenue.

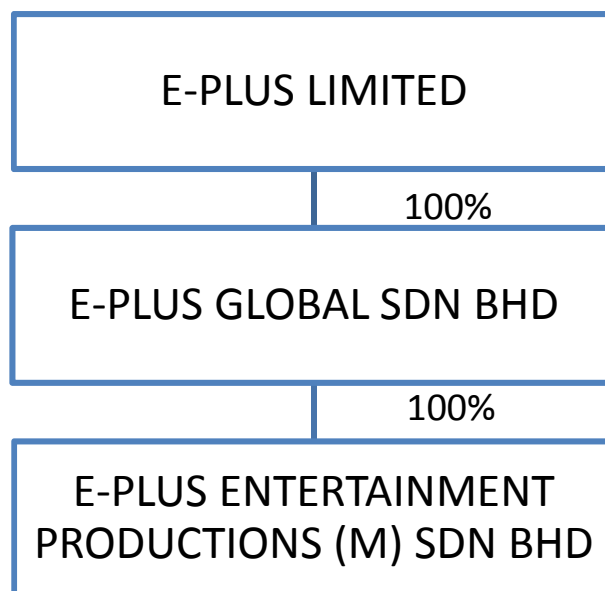
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SECTION 9: COMPANY OVERVIEW

9.1 GROUP STRUCTURE

All the shareholders of E-Plus entered into the Share Exchange Agreement 1 in which 100% of the shares of E-Plus were exchanged for shares of E-Plus Global. Each shareholder on record at the date of the transfer received two shares in E-Plus Global for every share they held in E-Plus.

Subsequently, the Company entered into the Share Exchange Agreement 2 pursuant to which all of the shareholders in E-Plus Global sold all of their shares in E-Plus Global to the Company. Each shareholder of E-Plus Global on record at the date of the transfer received 35 Shares in the Company for every share they held in E-Plus Global. Consequently, E-Plus Global became a wholly owned subsidiary of the Company.



Section 12 of this Information Memorandum sets out the financial information of the Group on a consolidated basis for the period ended 31 December 2015 based on its audited accounts.

9.2 ABOUT THE COMPANY

E-Plus is one of the top-ranked events management and entertainment agencies in Southeast Asia. E-Plus consists of a dynamic and creative team who set benchmarks in the events management industry with their innovative and creative ideas. E-Plus holds a wide portfolio, with an array of international clientele from the private sector, public sector and non-profit organisations.

Established in 2004, E-Plus has implemented transformative and innovative ideas, elevating the industry's standard. This effort drew interests of international corporations to continuously engage and utilise E-Plus' services.

In 2015, Media and Communications Management division was introduced as its new value added services for its clients as a one-stop integrated marketing solution agency. E-Plus constantly and consistently sets the benchmark as the industry leader through unique, creative and innovative ideas practices.

Vision

The Company's vision is to establish the Group as market leader globally by providing high standard events management and media services using advance communication technology and timely planning to achieve highest customers' satisfaction.

Mission

Innovation and Experience: Experiences are invaluable and the opportunity to develop unique and innovative ideas that creates unlimited satisfaction for the client and their guests.

Dependability and Competitiveness: Ensure quality of events with highly quantifiable outcome, creating maximum market impact for our clients, with the value of investment in a reasonable and competitive cost.

Dedication and Success: Setting high standards and constantly pushing the industry's benchmark, to ensure the success of every project through implementation of creative and innovative ideas. Perfection is the ultimate goal.

9.3 Related Industry Experience

The founding members of E-Plus have a track record in the entertainment and events management businesses for more than 20 years. E-Plus has been in operations since 2004 and is considered to have sufficient industry experience to continue operating at its current level and beyond. The Board and Management of Company's long term plan is to expand its business regionally; broaden the Company's services to include logistic services and solutions in the entertainment and tourism sectors.

9.4 Board of Directors and their Interests

Director Name	Position	Nationality Citizenship	Shareholding as at the date of this Information Memorandum	
			Direct (%)	Indirect (%)
Ching Kon Kong @ Chin Kon Kong⁽¹⁾	Independent Non-Executive Director / Non-Executive Chairman	Malaysian	49,000,000 (20%)	67,109,320 (27.39%)
Ching Keong Ngok (Andrew)⁽²⁾	Executive Director/ Chief Executive Officer	Malaysian	53,780,000 (21.95%)	106,329,320 (43.4%)
Suen Kar Nee⁽³⁾	Executive Director/ Chief Operating Officer	Malaysian	44,000,000 (17.96%)	75,535,700 (30.83%)
Yap Ding Chai (Tony)	Independent Non-Executive Director	Australian	-	-
Brendan O'Connor	Independent Non-Executive Director	Australian	600,000 (0.24%)	-

⁽¹⁾ Ching Kon Kong @ Chin Kon Kong is deemed interested in such Shares held by:

- (a) his wife, Shirley Yap;
- (b) his son, Ching Keong Ngok (Andrew);
- (c) his daughter Elaine Ching Boon Chay; and
- (d) his daughter Adelene Ching Boon Wan.

⁽²⁾ Ching Keong Ngok (Andrew) is deemed interested in such Shares held by:

- (a) his wife Suen Kar Nee;
- (b) his father, Ching Kon Kong @ Chin Kon Kong;
- (c) his mother, Shirley Yap;
- (d) his sister Elaine Ching Boon Chay; and
- (e) his sister Adelene Ching Boon Wan.

⁽³⁾ Suen Kar Nee is deemed interested in such Shares held by:

- (a) her father Suen Lee Chong;
- (b) her husband Ching Keong Ngok, (Andrew);
- (c) her sister Suen Kar Foong; and
- (d) her brother Suen Kar Nyan.

Further details on the background of the Directors are found in Section 11 of this Information Memorandum.

9.5 Directors' Interest

A Director may hold any office or place of profit (other than as auditor) in any company within the Group and may contract with the Company either as vendor, purchaser or otherwise. As of the date of this Information Memorandum and as set out below, no contract or arrangement exists where a Director is materially interested.

Neither a Director nor its alternate may vote at any meeting of the Board about any contract or arrangement in which the Director has, whether directly or indirectly, a material personal interest, nor be present while the relevant matter is considered at the meeting.

Under the Constitution of the Company, the remuneration of the Directors (but excluding any remuneration payable to any Director under any executive service contract with the Company or a related body corporate) will from time to time be fixed by the Company in the General Meeting. The Company's Constitution also provides that the Directors may be paid any expenses properly incurred by them in their role as Director.

9.6 Company Secretary

Nicola Betteridge has been appointed as the company secretary of the Company, to perform duties as company secretary in accordance to the Company's Constitution.

9.7 Substantial Shareholders

The following shareholders hold more than 5% of the voting capital in the Company:

Ching Kon Kong @ Chin Kon Kong who holds 49,000,000 Shares (representing 20% of the Shares of the Company);

Ching Keong Ngok (Andrew) who holds 53,780,000 Shares (representing 21.95% of the Shares of the Company);

Suen Kar Nee who holds 44,000,000 Shares (representing 17.96% of the Shares of the Company);

Suen Kar Nyan who holds 21,255,700 Shares (representing 8.68% of the Shares of the Company).

9.8 Company Organization and Executive Management Team

Executive Management Team	
Chief Executive Officer	Ching Keong Ngok,(Andrew)
Chief Operations Officer	Suen Kar Nee
Global Business Development Advisor	Iskandar Shahril
Global Events Operations Advisor	Tung Chau Mun (Tinny)
Financial Advisor	Lim How Mun (Patrick)
Legal Advisor	Visvanathan Murugiah

Further details on the background of the Directors and the Advisors are found in Section 11 of this Information Memorandum.

SECTION 10: BUSINESS

10.1 Proven Track Record & Prominent Customers

E-Plus amassed an impressive portfolio of clientele. Some of the Company's recent achievements include:

- Powerman Asia Duathlon Championships – Malaysia (2016)
- FIM Asia Supermoto Championships (2015 – 2016)
- Jr. NBA Malaysia (2014 – 2016)
- Melaka Art & Performance Festival (2009 – 2015)
- World Islamic Economic Forum (2010, 2011, 2012 & 2015)
- ATP Malaysia Open (2009 – 2015)
- PETRONAS Malaysia Grand Prix Launch (2013 – 2014)
- Dutch Lady Purefarm Launch (2014)
- Asia Harley Days (2013) – collaboration with Jojo Events Sdn Bhd
- Twin Towers @live (2011 – 2013) – collaboration with Jojo Events Sdn Bhd

POWERMAN ASIA DUATHLON CHAMPIONSHIPS – Malaysia (2016)

Powerman is the premier label for long-distance duathlons. Powerman unites the biggest and most well-known long distance duathlons in the world under the International Powerman Association (IPA). The IPA cooperates with the International Triathlon Union in the development and growth of the duathlons as a sport in general, and the long distance duathlon in particular.

This event was also awarded with the Malaysia Book of Records for the 'Largest Participation of a Duathlon Championships' in Malaysia.

Responsibilities:

- 1) Event Management
- 2) Sponsorship Marketing
- 3) Event Planning
- 4) Race Course and Safety Planning
- 5) Event Production



FIM Asia Supermoto Championships (2015 – 2016)



The FIM Asia Supermoto Championships is a supermoto racing that combines the elements of motocross, dirt track and road racing into one dynamic discipline. It features jumps, high-speed straights with both dirt and asphalt surfaces. Tracks and venues can vary considerably, allowing races to be held at racing circuits, sports stadiums, open car parks and closed-coursed city streets.

This unique sport offers pure excitement and adrenaline-fun for the spectators, who can be as close to the race as a few metres away.

Responsibilities:

- 1) Event Management
- 2) Sponsorship Marketing
- 3) Event Planning
- 4) Race Course and Safety Planning
Event Production

Jr NBA Malaysia (2014 – 2016)

Jr. NBA is the NBA's international youth development program that promotes basketball participation and an active lifestyle among children. Participants are trained in the fundamentals of basketball and learn the importance of the Jr. NBA core values of Sportsmanship, Teamwork, a positive Attitude, and Respect (S.T.A.R.).

Responsibilities:

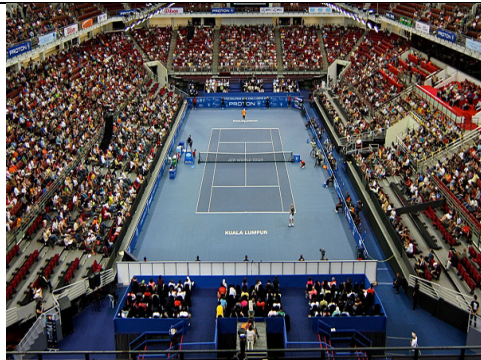
- 1) Event Management
- 2) Production Setup
- 3) Technical Support
- 4) Event Fabrication



Melaka Art & Performance Festival (2009 – 2015)

The Melaka Arts and Performance Festival

	<p>(MAPFest) is an innovative contemporary festival featuring dance, performance art, visual art, film and music. The largest and only site specific art and performance festival on a UNESCO World Heritage site featuring exciting independent artists, collaborations and its use of alternative sites for performance</p> <p>Responsibilities:</p> <ol style="list-style-type: none"> 1) Event Management 2) Production Setup 3) Technical Support 4) Promotions 5) Artist Management 6) PR and Media
<p>World Islamic Economic Forum (2010, 2011, 2012 and 2015)</p> <p>The World Islamic Economic Forum (WIEF) is a global conference that acts as an international business platform where the business sectors of the Muslim world meet for business opportunities and, together with the government leaders, entrepreneurs, policy makers and academics, act as a hub where policy proposals on economic development can be formulated.</p> <p>Responsibilities:</p> <ol style="list-style-type: none"> 1) Event Management 2) Production Setup 3) Technical Support 4) Event Fabrication 	
	<p>ATP Malaysia Open (2009 – 2015)</p>



The Malaysian Open is a professional men's tennis tournament played on indoor hard courts. It is part of the ATP World Tour 250 series of the Association of Tennis Professionals (ATP) World Tour.

Responsibilities:

- 1) Production Setup
- 2) Technical Support

PETRONAS Malaysia Grand Prix Launch (2013 – 2014)

Formula One (also Formula 1 or F1) is the highest class of single-seat auto racing that is sanctioned by the *Federation Internationale de l'Automobile* (FIA). The FIA Formula One World Championship has been the premier form of racing since the inaugural season in 1950.

Responsibilities:

- 1) Event Management
- 2) Production Setup
- 3) Technical Support
- 4) Event Fabrication





Dutch Lady Purefarm Launch (2014)

Dutch Lady Milk Industries Berhad (Dutch Lady Malaysia) recently re-launched its market leading ready-to-drink milk under the new name of Dutch Lady PureFarm with a refreshed packaging design.

Responsibilities:

- 1) Event Management
- 2) Production Setup
- 3) Technical Support
- 4) Event Fabrication

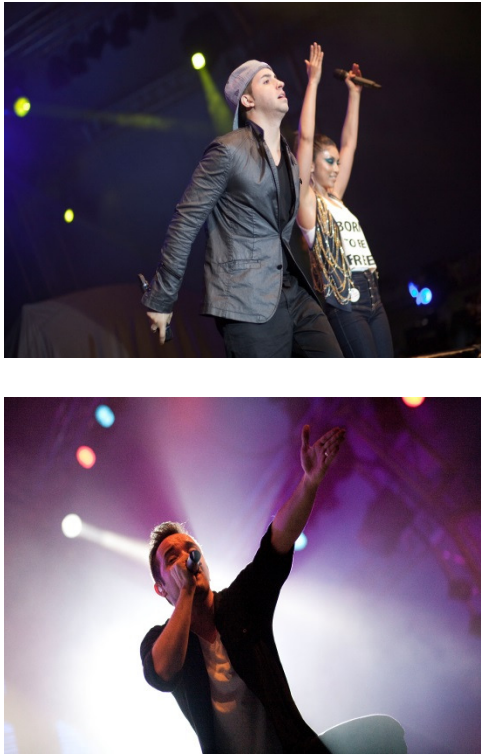
Asia Harley Days (2013) collaboration with Jojo Events Sdn Bhd

The event was part of Harley-Davidson's global tour to celebrate its "110th Anniversary: 110 Years of Freedom", sharing epic experiences with fans from all corners of the globe. From the Tibetan Plateau in China to Sturgis in the United States; from Rome in Italy to Faaker See in Austria, Asia Harley Days was the culmination of a year-long, global celebration taking place across 11 countries on six different continents.

Responsibilities:

- 1) Event Management
- 2) Concert Management
- 3) Production Setup
- 4) Technical Support
- 5) Promotions
- 6) Event Fabrication



	<p>Twin Towers @live (2011 – 2013) collaboration with Jojo Events Sdn Bhd</p> <p>Twin Towers @live was the largest open-air music celebration in the city of Kuala Lumpur in conjunction with the F1. The 2-day concert united both local and international musicians and featured The Wonder Girls, Hoobastank, Colby O'Donis, The Earth, Wind and Fire Experience, Nicole Scherzinger, Kellis, Orianthi, Girls' Generation, U-Kiss, Demi Lovato, 2NE1 and The Backstreet Boys with the magnificent PETRONAS Twin Towers as the background.</p> <p>Responsibilities:</p> <ol style="list-style-type: none"> 1) Event Management 2) Concert Management 3) Production Setup 4) Technical Support 5) Promotions 6) Event Fabrication
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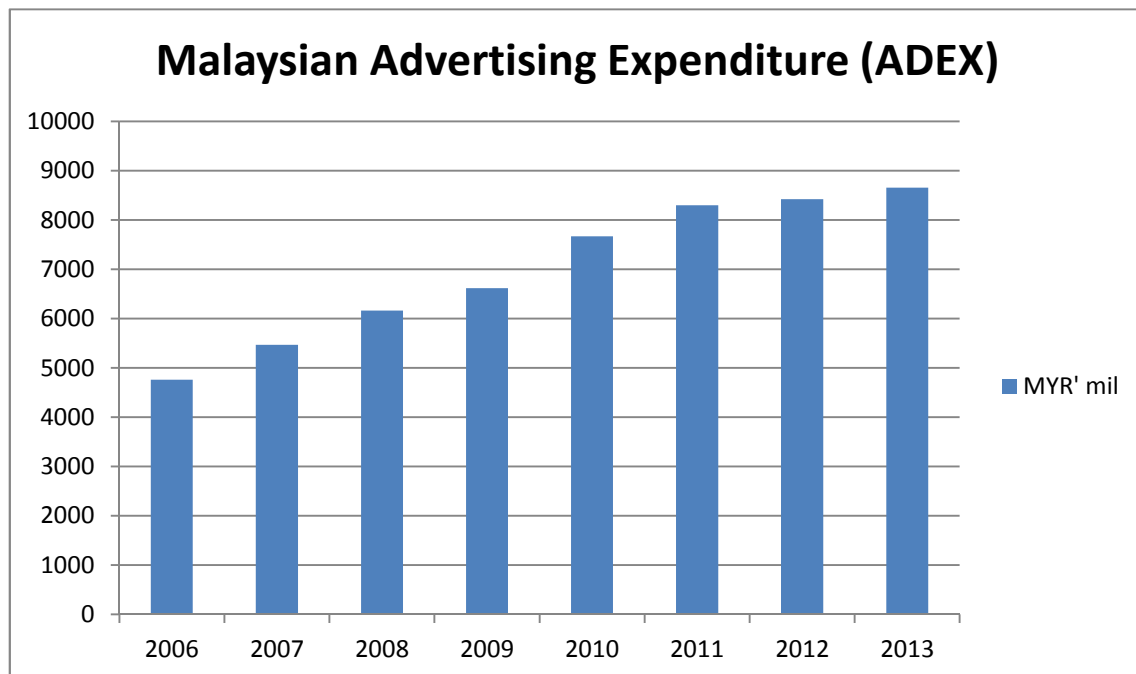
10.1.3 Extensive Business Networking

As one of the biggest names in events management, E-Plus has secured an impressive array of profitable networks and partnerships with various marketing agencies and major industry players.

Due to the support and persistent effort by the Board and Senior Management, that network is growing by the day with new additions.

10.1.4 AN EVER GROWING INDUSTRY

According to the Association of Accredited Advertising Agents (4As) of Malaysia, the nation's overall advertising for both indoors and outdoors has recorded a healthy growth on a yearly basis.



Source: Adquest Millennium, published in aaaa.org.my

Note: Nielsen started Online tracking since 2008

This consistent growth could well mean that advertising is a better choice in comparison to other marketing activities.

10.1.5 AWARDS AND ACCOLADES

E-Plus was recognised locally and regionally as an industry leader based on its quality leadership, services and results. Among the awards received recently includes:

- Malaysia Book of Records 2016 – Largest Participation of Duathlon Championships
- Sin Chew Business Excellence Awards 2015 – Best Use of CSR
- The Marketing Events Awards 2015 – Best Use of Venue
- Gold Stevie Winner of the 2015 Asia Pacific Stevie® Awards – Marketing-Campaign: Culture & The Arts
- Winner of the 21st century The Prestigious Brand – Prestigious Company Award
- Winner of the 21st century The Prestigious Brand – Prestigious Service Quality Award
- Winner of the 21st century The Prestigious Brand – Prestigious Entrepreneur Award
- Winner of the 21st century The Prestigious Brand – Prestigious Personal Improvement or Accomplishment Award
- Malaysia Book of Records 2012 – Most Number of Bear Replicas Displayed At A Single Venue



10.2 SERVICES PROVIDED

To ensure that the client's objectives are met, experienced and highly skilled personnel are an absolute must. The four divisions at E-Plus will see to it that the clients are well advised and well taken care of and are led by their respective Managers.

10.2.1 Events Management Division

The core strength of E-Plus is its personnel. They are the specialists in problem identification and transformational solutions, equipped with high creative, vast experienced and are highly knowledgeable in technology and emerging trends, which enables them to bring to life ground-breaking events time and again. Responsibilities include:

- Client servicing

- Client and third party supplier sourcing and liaison
- Organisation and management of events
- Planning and conceptualisation

10.2.2 Events Productions Division

The magical place where ideas are transformed to reality. Personnel in this part of the Company are experts at seemingly technical impossibilities. From site build-ups, equipment and logistical setup or safety measures, they have done it all. Responsibilities include:

- Client Servicing
- Events management team account servicing personnel liaison and advisory
- Client and third party supplier, manufacturer and other involved parties' liaison
- Events' set-up and dismantle
- Organisation and management of events
- Relevant licensing application
- Royalty and/or VIP's event attendance SOP
- Event's safety assessment and execution
- Event's equipment sourcing

Company-owned assets and equipment maintenance

10.2.3 Design Services Division

Made up of some of the most artistically gifted individuals, the design division is responsible for accurately illustrating event concepts, on top of advising the other three departments in branding and design-related strategies. Responsibilities include:

- 2D and 3D event layout drawings
- Drawings and productions of event collaterals
- Internal and external branding design
- Video and animation production
- Visualising and conceptualising client's event requirements
- Advisory and support for the events management, events productions and media and communications division.

10.2.4 Media and Communications Division

A recent addition to the Company's ever-expanding operations, they are in charge of our client's internal and external communications, keeping them consistent and aligned with other existing forms of marketing efforts. Responsibilities include:

- Internal and external company communications, marketing and branding
- Client servicing
- Events management division's advisory and support
- Government and third party liaison and management
- Copywriting

Integrated marketing services: Public Relations, Advertising, Digital and Social Media Management, Media Buying and etc.

10.3 BUSINESS GROWTH STRATEGY

With the ever-increasing competition in the events management industry, the management of the Company decided to introduce new revenue channels. In line with the Company's growth strategy, self-initiated events are the new trend. These are outlined below.

10.3.1 EVENTS RIGHTS AND LICENSES PURCHASES

Despite Malaysia's rapid growth of the events industry, some international event holds the limelight as some of the best events in the century or decade. Acquiring the rights and licenses to conduct dream events in the country or the region will drive tourism, corporate sponsorship and funding, and new technology implementation.

E-Plus is in the midst of negotiating or has successfully negotiated the below events:

Sporting Events:

- FIM Asia Supermoto Championship (2015 – 2022)
- Powerman Asia Duathlon Championships – Asia, Middle East and Oceania (2016 – 2020)
- Everton Football Club Marketing and Sponsorship Rights – Far East (2016 – 2019)

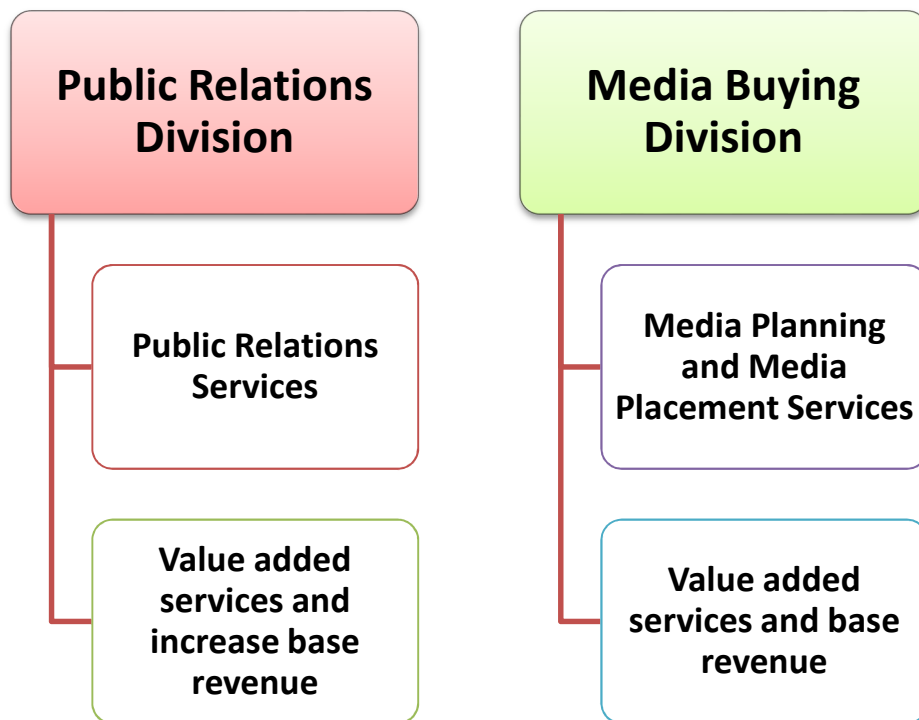
10.3.2 E-PLUS SIGNATURE EVENTS

The company plans to initiate three signature events. Introduced and established by E-Plus, these events will maintain its uniqueness as a unique stand-alone event globally. These events comprises of:

- 1) FIM Asia Supermoto Championships
- 2) Powerman Asia Duathlon Championships
- 3) Melaka Art and Performance Festival

10.3.3 DIVISION EXPANSION

E-Plus' core business focused solely on events management since its establishment. The Board and Senior Management of the Company realised and discovered various opportunities in providing a fully-integrated marketing communications plan due to high industry demands. The incorporation of Public Relations and Media Buying division will enhance E-Plus' positioning in providing an all-rounded marketing strategy for clients.



10.3.3.1 Public Relations

Public Relations (PR) is the practice of managing the flow of information output between an individual and/ or an organisation – businesses, government agencies, public members of society) by taking advantage of the available media on the market.

Some of the common activities are:

- Crafting of communication campaigns
- Writing of press releases
- Content preparation (News, featured articles)
- Media liaison
- Interviews arrangement for spokespersons
- Speech writing for organisation leaders
- Representing organisation officials in public appearances
- Press conference preparation (Press kit and media interview preparation)
- Media training and consultation
- Copywriting
- Content preparation (Digital, social media)
- Internal and external corporate communications

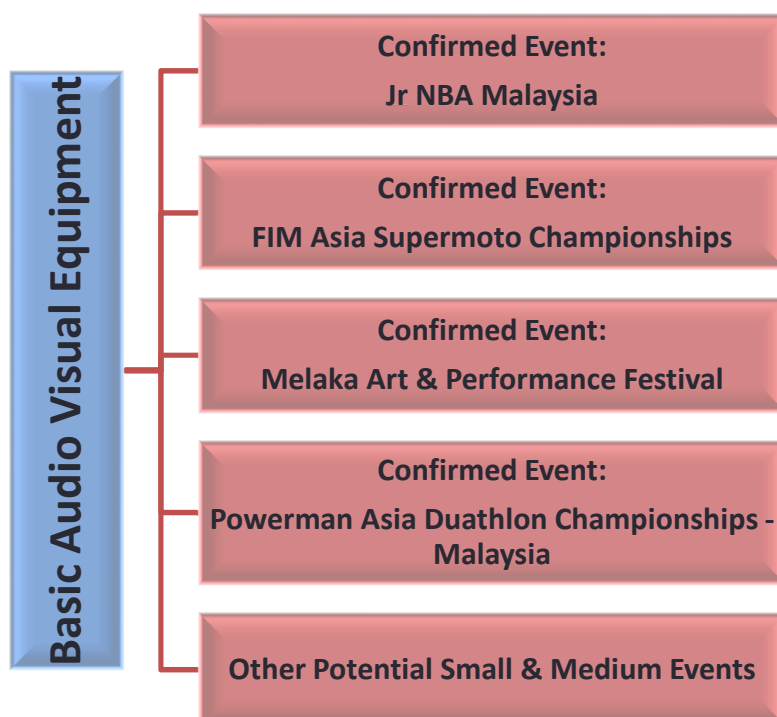
10.3.3.2 Media Buying

'Media buying', a sub-function of advertising management, is the procurement of media real estate at an optimal placement and price. The main task of media buying lies within the negotiation of price and placement to ensure the best possible value for an advertising effort.

Upon purchase, media buyers will face the task of optimising what is bought depending on their budget, the type of medium (radio, internet, TV, print), the quality of the medium (target audience, time of day for broadcast, etc.) as well as the amount of time and spaces required.





10.3.4 EQUIPMENT PURCHASE

The purchase of audio and visual equipment is usually meant for the usage of small and medium-sized events. The practice allows us to generate additional revenue, by providing rentals to clients who do not require the full events management service.



10.4 TRADEMARKS

E-Plus has various trademark registrations as follows:

Trademark No.	Trademark	Class	Validity Period
07025696		Class 16	10 years from 31 December 2007
07025697		Class 35	10 years from 31 December 2007
07025698		Class 41	10 years from 31 December 2007
2011013393		Class 41	10 years from 22 July 2011

10.5 RELATED PARTIES

Save as disclosed below, the Company has no other related party transactions as of the date of this Information Memorandum, but is seeking for regional business opportunities and/or expansion for financial year ended 2015/2016:

- E-Plus had since 2014, engaged Ultra Blue Sdn Bhd (Malaysian Company No. 704561-W) for the supply of manpower. Ching Keong Ngok (Andrew) and Suen Kar Nee are the directors and shareholders of Ultra Blue Sdn Bhd.
- E-Plus had since 2009, collaborated with Art & Performance Festival Melaka Sdn Bhd (Malaysian Company No. 955223-T) in organising the Melaka Arts and Performance Festival. Ching Keong Ngok (Andrew) and Suen Kar Nee are the directors and shareholders of Art & Performance Festival Melaka Sdn Bhd.
- E-Plus had on 1 September 2015, been appointed as a partner with Asia Supersports Group Sdn Bhd (Malaysian Company No. 1133673-P) for the FIM Asia Supermoto Championship rights. Ching Keong Ngok (Andrew) is a director and shareholder of Asia Supersports Group Sdn Bhd.

10.6 Material Agreement

Share Exchange Agreements

All of the shareholders of E-Plus entered into the Share Exchange Agreement 1 with E-Plus Global on 13 July 2015 pursuant to which the shareholders of E-Plus exchanged each share they held in E-Plus for 2 ordinary shares of RM1.00 each in E-Plus Global. This agreement

has since been completed resulting in E-Plus becoming a wholly owned subsidiary of E-Plus Global.

All of the shareholders of E-Plus Global entered into the Share Exchange Agreement 2 with the Company on 23 July 2015 pursuant to which the shareholders of E-Plus Global exchanged each share they held in E-Plus Global for 35 Shares in the Company. This agreement has since been completed resulting in E-Plus Global becoming a wholly owned subsidiary of the Company.

Restriction Agreements

The Company expects up to 4 Shareholders (including Directors) of the Company ("**Escrowed Shareholders**") representing up to approximately 63.38% of the entire issued and paid-up Shares of the Company will be required to enter into mandatory restricted securities agreements. Under the restriction securities agreements, Escrowed Shareholders must not dispose of, or agree to offer to dispose of the restricted securities; or do, or omit to do, any act if the act or omission would have the effect of transferring effective ownership or control of the restricted securities for a period of up to 24 months.

Executive/Director Agreements

Ching Keong Ngok (Andrew) had on 15 May 2013 entered into an employment agreement with E-Plus as the Managing Director of E-Plus. The agreement is on normal commercial terms.

Suen Kar Nee had on 15 May 2013 entered into an employment agreement with E-Plus as the Events Director of E-Plus EP. The agreement is on normal commercial terms.

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SECTION 11 DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS



CHING Kon Kong @ CHIN Kon Kong
Non-Executive Chairman

A dedicated educator, Ching spent his entire career of more than 20 years as a teacher in Melaka, relentlessly pursuing his noble passion of nurturing the younger generation. Having performed that to distinction, he returned to the family business upon retirement where he now oversees a chain of pawnshops as a Director of CFL & Sons Sdn Bhd.

When he's not duty-bound, Ching is an avid badminton player, participating in numerous international veteran tournaments and has bagged a gold medal at the 2004 World Senior Badminton Championships.

Along with his invaluable experience, in his capacity as Non-Executive Chairman of E-Plus Limited, Ching provides E-Plus with a formidable blend of timeless wisdom, insight and advice to keep it moving forward.



CHING Keong Ngok (Andrew)

Executive Director and Chief Executive Officer

Ching graduated from the University of Southern Queensland in Australia with a double Bachelor's Degree in Marketing and Human Resource Management, and has since acquired more than 19 years of experience in the field of events management.

He founded E-Plus in 2004, providing both local and international clients with a host of services ranging from design and production to media planning and communications. Fast forward to the present day, he serves as the Executive Director and Chief Executive Officer of E-Plus Limited.

His love and gratitude to his home state of Melaka has led to him to organise the immensely popular Melaka Art & Performance Festival, which is regarded as the world's largest independent site-specific arts festival. His contributions to society and leadership to the Company have been recognised, and are evident by the "Prestigious Entrepreneur" and the "Prestigious Personal Improvement or Accomplishment" accolades at the 21st Century The Prestigious Brand Award 2015.



SUEN Kar Nee (Ms)

Executive Director and Chief Operating Officer

Suen, a Commerce Finance graduate from the University of Western Australia in Perth, kick-started her career as a Product Manager at Bacardi-Martini Malaysia, where she was widely accredited for the rapid growth of the local wine market in the early 2000s.

She continued to excel over the next few years in the thriving wine industry, before joining E-Plus as its Events Director in 2006. She spent the next 8 years propelling the Company to unprecedented heights with her strategic acumen and transformational ideas.

Suen is also the Executive Director and Chief Operating Officer of E-Plus Limited as well as the Festival Manager of the Melaka Art & Performance Festival.

Independent Non-Executive Director



YAP Ding Chai (Tony)

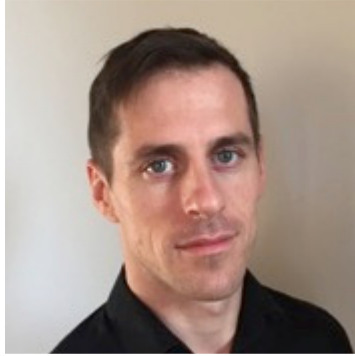
Independent Non-Executive Director

Mr Tony Yap is an accomplished dancer, director, choreographer and visual artist. Tony was one of the principle performers with IRAA Theatre (1989-1996) and has worked extensively in Australia and overseas including Agamemnon Festival Colline Torinese, Italy and The Trojan Woman, Vienna International Art Festival. As the founding Artistic director of Mixed Company (now Tony Yap Company) in 1993, he has made a commitment to the exploration and creation of an individual dance theatre language that is informed by psycho-physical research, Asian shamanistic trance dance, Butoh, Voice and Visual Design.

Tony's extensive background in the performing arts led him to his fame as an industry player. Having collaborated with various companies and individuals from Australia, Indonesia, Austria, Italy, France, Malaysia, Denmark, China, South Korea and Japan, his works landed him numerous nominations and global awards throughout his career including his solo work *The Decay of the Angel* that won him a Green Room Award for Best Male Dancer.

Tony is also an accomplished graphic designer, graduated with a Bachelors Honours Degree in Art from Monash University. He was Chief Designer in LaTrobe University, and held senior positions in CSIRO Publishing, University of Melbourne and Melbourne Film Festival for many years. He is currently the Creative Director and Founder of Melaka Art & Performance Festival in Malaysia.

His vast experience and involvement in the art scene has proven to be a crucial link to the Company with valuable insights and sound advice throughout the course of operations.



Brendan O'CONNOR

Independent Non-Executive Director

Brendan, an Ireland-born artist, graduated from the College of Dance in Monkstown. Upon his graduation, he was accepted to the Laban Centre London and the Fontys Dance Academy in the Netherlands, to further discover and explore his techniques. Since then, he found his place in dance theatres to express his strong emotions, personal ideas and concepts in his physicality through dance choreographies. After a dance trip to Ghana, he found his interest in strong and psychi-physical energy, hence pursued in this direction throughout his consequent connections in New Delhi, India.

Brendan continued with his own unique work, elevating his career to opportunities with various dance companies in The Netherlands, as well as some of the leading dance companies in Ireland such as the Dance Theatre of Ireland and the Modern Irish Dance Theatre.

ADVISORY BOARD



Iskandar SHAHRIL

Independent Non-Executive Global Business Development Advisor

Iskandar is responsible for leading the growth of E-Plus across Asia Pacific and Middle East in the areas of sports and entertainment.

He is an experienced automobile industry specialist, having spent much of his working life in the regional offices of Toyota, Nissan, Harley-Davidson and General Motors.

Having led many corporate functions previously, he now relishes the art of doing business in the lifestyle industry.

Iskandar received his Bachelor of Accountancy from Nanyang Technological University, Singapore and holds an MBA from Queensland University of Technology, Australia.

A self-confessed petrolhead and adrenaline junkie, he also enjoys taking part in ultra-distance run races.



TUNG Chau Mun (Tinny)

Independent Non-Executive Global Events Operations Advisor

The former national badminton player for Hong Kong embarked on a career in the event management industry with the International Management Group (IMG) since 2000. In 2005, she incorporated her expertise in both sports and events and has since worked as an independent contractor for a wide range of sports event production.

The Hong Kong University First Honour graduate in Bachelor of Business Administration has participated in various international competitions (including the Asian Games) for more than 10 years since 1988 before pursuing her career in the event industry.

Her knowledge and experience has contributed to the success of Powerman Asia Duathlon Championships – Malaysia 2016 held on Sunday, 6 March 2016, with fresh ideas and detailed supervision of the process to ensure quality delivery and event lifespan longevity.

“Be passionate and to produce good event experiences to people participating in it”, is the motto for Tinny’s surging career in the industry.



LIM How Hun (Patrick)

Independent Non-Executive Financial Advisor

Patrick graduated from the University of Southern Queensland, Australia with a bachelor of business degree. He is a member of the Asian Institute of Chartered Bankers and the Federation of Investments Managers Malaysia.

Patrick is currently a director of a leading private bank in Southeast Asia since 2004. With 20 years of experience in the global financial industry, his success in leading and building his team to procure a current asset under Management of approximately RM1.5 billion is an achievement highly recognised by the industry. His responsibilities include client acquisition, asset sales targets, client relationship management and portfolio advice for high net worth clients, team building and management, proposals and portfolios preparation and presentation, as well as company policy setting.



Visanathan MURUGIAH

Independent Non-Executive Legal Advisor

Visvanathan is an Advocate and Solicitor of the High Court of Malaya. He commenced his legal career in 1996 and is a connected and respected lawyer amongst his peers at the Malaysian Bar. He obtained his LL.B (Hons) degree from University of London in 1992 and also holds the Certificate in Legal Practice in 1995.

He has an extensive experience as an Advocate and Solicitor with his own practice at Messrs Saibullah M.V.Nathan & Co., and regularly appears in court as counsel at all court levels. He has also acted in a number of cases involving both Civil and Criminal litigation with some cases referenced as a case study in various law journals. This includes the Malayan Law Journal and the Current Law Journal. He regularly conducts training for budding lawyers and is well sought after for his legal advices, thoughts and opinions

SECTION 12: FINANCIAL INFORMATION

Historical Financial Data

As the Company was incorporated on 20 May 2015, it has no substantial operating or trading history. The financial data of E-Plus, which became a subsidiary of the Company in July 2015 is considered relevant.

Set out below is the summary of the financial information of the Group on a consolidated basis for the period ended 31 December 2015 based on its audited accounts.

Complete set of audited financial statement for the Company and its subsidiary, are available for inspection at the Company's registered office. A summary of the same are as set out next.

(1 AUD = RM3.13 as at 31 December 2015)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
E-PLUS LTD AND ITS SUBSIDIARIES
AS AT 31 DECEMBER 2015

	Group (AUD)
ASSETS	
CURRENT ASSETS	
Cash and cash equivalents	1,153,691
Trade and other receivable	628,128
Current tax receivable	16,685
Other assets	177,813
TOTAL CURRENT ASSETS	<u>1,976,317</u>
NON-CURRENT ASSETS	
Property, plant and equipment	571,398
Deferred tax assets	67,632
TOTAL NON-CURRENT ASSETS	<u>639,030</u>
TOTAL ASSETS	<u><u>2,615,347</u></u>
LIABILITIES	
CURRENT LIABILITIES	
Trade and other payables	1,585,645
Borrowings	56,012
Other liabilities	1,024
TOTAL CURRENT LIABILITIES	<u>1,642,681</u>
NON-CURRENT LIABILITIES	
Borrowings	269,268
TOTAL NON-CURRENT LIABILITIES	<u>269,268</u>
TOTAL LIABILITIES	<u>1,911,949</u>
NET ASSETS	<u><u>703,398</u></u>
EQUITY	
Issued capital	1,244,987
Reserves	(99,584)
Accumulated losses	(442,005)
TOTAL EQUITY	<u><u>703,398</u></u>

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
E-PLUS LTD AND ITS SUBSIDIARIES
AS AT 31 DECEMBER 2015

	Group (AUD)
Sales revenue	1,669,053
Cost of sales	<u>(1,396,349)</u>
Gross profit	272,709
Marketing expense	(12,005)
Administration expenses	(296,654)
Professional services	(49,137)
Rental expenses	(12,108)
Repair and maintenance	(14,138)
Depreciation expense	(156,469)
Finance costs	<u>(20,213)</u>
Loss before tax	(288,015)
Income tax benefit	<u>73,673</u>
Loss from continuing operations	<u>(214,342)</u>
Loss for the period	<u>(214,342)</u>
Other comprehensive income, net of tax	
- Exchange differences on translating foreign subsidiaries	<u>(99,584)</u>
Total Comprehensive income for the year	<u><u>(313,926)</u></u>

Working Capital

As of the date of this Information Memorandum, the Directors are of the opinion that the Company has sufficient working capital to support its existing business as stated in this Information Memorandum. Notwithstanding the foregoing, the Directors intend to expand the Company's business and such expansion plans require the deployment of significant additional capital. Such capital is not available to the Company solely as a result of profits earned through its existing operations and the Directors intend that the Company will seek to raise new equity capital through a new issue of shares in the future subject to the Listing Rules, the Corporations Act and the Company's constitution.

Group Cash Flow & 12 Months Expenses

As of 31 December 2015, the Group has cash and cash equivalents AUD1,153,691, recoverable taxes of AUD16,685, receivables of AUD628,128, and incurred operating expenses of average AUD56,255 per month for the past 12 months.

Based on this level of expenditure and the current availability of cash and liquid assets and on the assumption that no further revenue is realised for the next 24 months, and provided there are no significant increases in operating costs, the Group will be able to meet its expenses and continue operations by utilizing its existing resources.

Changes in Financial Position

The Directors assert that to the best of their knowledge, there have been no adverse material changes to the financial or trading position of the Group since the date of the last available audited accounts, for the financial year ended 31 December 2015.

On 13 July 2015, the shareholders of E-Plus entered into the Share Exchange Agreement 1 with E-Plus Global whereby the shareholders of E-Plus exchanged each share they held in E-Plus for 2 ordinary shares of RM1.00 each in E-Plus Global in accordance with the terms and conditions therein contained. This agreement has since been completed resulting in E-Plus Global holding 100% of the entire issued and paid-up share capital of E-Plus.

On 23 July 2015, the shareholders of E-Plus Global entered into the Share Exchange Agreement 2 with the Company whereby the shareholders of E-Plus Global exchanged each share they held in E-Plus Global for 35 Shares in the Company in accordance with the terms and conditions therein contained. This agreement has since been completed resulting in E-Plus Global becoming a wholly-owned subsidiary of the Company.

Escrow Shares

Certain shareholders including directors and promoters will be subject to mandatory escrow arrangements under the NSX Listing Rules. In accordance with the NSX Listing Rules, the Company expects that shares held by a number of shareholders including directors and promoters representing up to approximately 68.38% of the entire issued share capital of the Company to be escrowed (Escrowed Shareholders). The Company has sought in-principle

ruling from the NSX as to its position in relation to escrow. Prior to listing on the NSX, Escrowed Shareholders will be required to enter into mandatory escrow restriction agreements (Restricted Securities Agreement) in relation to Shares held by them.

Under the Restricted Securities Agreements, to the extent not inconsistent with applicable law, each Escrowed Shareholder will agree not to effect any public or private sale or distribution of their Shares of the Company, or any securities, options or rights convertible into or exchangeable or exercisable for such Shares for up to a period of 24 months from the date on which quotation of the Company's securities commences.

SECTION 13: CORPORATE GOVERNANCE

The composition of the Board of Directors of the Company may be altered from time to time by ordinary resolution passed at a general meeting of the Company. One third of the Directors in office must retire at each annual general meeting. The Directors to retire will be those who have been longest in office since their last election. No Director shall hold office for more than three years, or past the third annual general meeting following its appointment or election, whichever is longer. Unless otherwise disqualified under the Act or the Constitution, a Director who retires or whose office is vacated will be eligible for re-election to the Board. There is no mandatory retirement age for Directors and there is no share qualification necessary to be held by Directors. The Board is currently of the view that the composition of the Board is appropriate for the Company at this stage of its development.

The Board is responsible for the overall corporate governance of the Company, including establishing and monitoring key performance goals, monitoring the operational and financial performance and position of the Company and overseeing its business strategy, including approving strategic goals and considering and approving an annual business plan, including a budget. The Board is committed to maximising performance, generating appropriate levels of Shareholder value and financial returns, and sustaining the growth and success of the Company. In conducting the business in accordance with these objectives, the Board seeks to ensure that the Company is properly managed to protect and enhance Shareholder interests and that the Company, its Directors, officers and personnel operate in an appropriate environment of corporate governance.

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SECTION 14: ADDITIONAL INFORMATION

Consents and Disclaimers

Southasia Advisory Sdn Bhd has given and has not withdrawn its written consent to be named in this Information Memorandum in the form and context in which it is named.

Boardroom Pty Ltd has given and has not withdrawn its written consent to be named in this Information Memorandum in the form and context in which it is named.

Thomson Geer has given and has not withdrawn its written consent to be named in this Information Memorandum in the form and context in which it is named.

Tan Goh & Associates has given and has not withdrawn its written consent to be named in this Information Memorandum in the form and context in which it is named.

Walker Wayland NSW has given and has not withdrawn its written consent to be named in this Information Memorandum in the form and context in which it is named.

Privacy

The Company collects personal information from investors for the purposes of maintaining its share register and administering interests in the Company. Protecting the privacy of Investors is a key part of the Company's normal operations.

The Company does not disclose personal information to any outside third party organization, unless it is contracted to the Company to provide administrative services or activities on the Company's behalf. In this case, the Company ensures that the third party is bound by the same privacy rules which itself follows.

Security Details for Compliance Listing

Proposed NSX Code	8EP
Principal Activities	Event Management Services
Issue Price	\$0.05 (AUD)
Issue Type	Equity
Capital to be Raised	Compliance

Issuer Details for the Security 8EP

Issuer	E-PLUS LIMITED
Address	Grosvenor Place Level 12 225 George Street Sydney NSW Australia 2000

CAN or ARBN	605 951 059
Company Base	Malaysia
Web	http://www.eplusglobal.com
E-mail	enquiry@eplusglobal.com
Phone	+61 2 9290 9606
Fax	+61 2 9279 0664
Company Secretary	Nicola Betteridge
Solicitors	Thomson Geer
Nominated Advisers	Southasia Advisory Sdn Bhd
Share Registry	Boardroom Pty Ltd
Auditors	Walker Wayland NSW

Disclaimer: All information is subject to change

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SECTION 15: DEFINITION

“AUD”	means the official currency of Australia;
“ASEAN”	means the Association of Southeast Asian Nation, an organization of countries in southeast Asia set up to promote cultural, economic and political development in the region;
“ASIC”	means the Australian Securities and Investment Commission;
“Board”	means the Board of Directors of the Company;
“CAGR”	means the Compound Annual Growth Rate;
“CCTV”	means closed circuit television, where signals are not publicly distributed but are monitored, primarily for surveillance and security purpose;
“Constitution”	means the constitution of the Company;
“Company” or “EPL”	means E-Plus Limited a limited liability company incorporated in Australia on 20 May 2015 with Australian Company No 605 951 059;
“Compliance Listing”	means the application by the Company for compliance listing on the National Stock Exchange of Australia;
“Corporations Act”	means the Australian Corporations Act 2001 (Commonwealth of Australia);
“E-Plus”	means E-Plus Entertainment Productions (M) Sdn Bhd (Company No. 645592-W) a company incorporated in Malaysia and having its registered address at Room 401-A, Bangunan Loke Yew, No.4 Jalan Mahkamah Persekutuan, 50050 Kuala Lumpur;
“E-Plus Global”	means E-Plus Global Sdn Bhd (Company No. 1139493-T) a company incorporated in Malaysia and having its registered address at Room 401-A, Bangunan Loke Yew, No.4 Jalan Mahkamah Persekutuan, 50050 Kuala Lumpur which is a wholly-owned subsidiary of the Company as a result of the Share Exchange Agreement 2;

“E & M Industry”	means the Entertainment and Media Industry;
“EEP”	means entry point projects under the NKEA;
“GDP”	means the Gross Domestic Product;
“Group”	means the Company, E-Plus Global and E-Plus;
"Listing Nominated Advisor"	means Southasia Advisory Sdn Bhd;
“Listing Rules”	means the listing rules of the NSX;
“MYR” or “RM”	means the official currency of Malaysia;
“NAV”	means Net Asset Value;
“NKEA”	means the National Key Economic Area which is the driver of economic activities that potentially and directly contributes towards the Malaysian Economic Growth measurable by the National Gross Income (GNI) indicator;
“NSX”	means the National Stock Exchange of Australia;
“Share Exchange Agreement 1”	means the Share Exchange Agreement dated 13 July 2015 entered into between the then shareholders of E-Plus and E-Plus Global in which the then shareholders of E-Plus exchanged their shares in E-Plus for shares in E-Plus Global;
“Share Exchange Agreement 2”	means the Share Exchange Agreement dated 23 July 2015 entered into between the then shareholders of E-Plus Global and the Company in which the then shareholders of E-Plus Global exchanged their shares in E-Plus Global for shares in the Company;
“Shares”	means fully-paid ordinary shares of the Company, having the rights as set forth in the Constitution of the Company;
“SOP”	means the standard operating procedures employed by the Group and its employees;
“USD”	means the official currency used by the United States of America;