

# YUUZOO CORPORATION: A UNIQUELY SINGAPORE LISTING?

---

## Case overview

YuuZoo Corporation Limited (YuuZoo), a company incorporated in Bermuda and listed on the Singapore Exchange (SGX) through a reverse takeover in 2014, has been described by one critic as “a company that has gone where no company has gone”. YuuZoo, which claims to combine e-commerce and social networking, has had numerous problems that have cast it into the public spotlight. These include multiple resignations of its Audit Committee Chairman, independent directors, Chief Financial Officer (CFO) and external auditors; highly questionable disclosures; loss-making acquisitions and investments; and aggressive accounting policies. The issues led to a calamitous decline in the company’s share price and eventually led to regulatory actions and the suspension of trading of its shares. This particular case focuses mainly on the disclosure and accounting-related issues. It allows a discussion of issues such as the choice of accounting policies; related party transactions; external audit; and the role of different players within a company and the broader eco-system in ensuring proper disclosure, accounting and corporate governance.

---

This is the abridged version of a case written by Professor Mak Yuen Teen. The case was developed from published sources solely for class discussion and is not intended to serve as illustrations of effective or ineffective management or governance. The interpretations and perspectives in this case are not necessarily those of the organisations named in the case, or any of their directors or employees. This abridged version was edited by Isabella Ow under the supervision of Professor Mak Yuen Teen.

## Planting a YuuZoo tree

YuuZoo Corporation Limited (YuuZoo) was co-founded in 2008 by Thomas Zilliacus and Ron Creevey. A native Finn, 63-year-old Zilliacus happened to be in the right country in the right decade. After graduating from Hanken School of Economics in the late 1970s, he was hired by Nokia<sup>1,2</sup> – arguably Finland’s most famous company – and later became its head of corporate communications. This led him to a career focusing on telecommunications and technology, and brought him to places far-removed from Finland. By 1986, Zilliacus had arrived in Asia<sup>3</sup> – becoming the regional director of Nokia’s Asia Pacific operations. He has remained in the region since then, rising to become the managing director of Nokia in Southeast Asia.<sup>4</sup> In 1996, Zilliacus left Nokia and embarked on a series of entrepreneurial ventures, before returning his focus to the mobile and internet sector.<sup>5</sup>

Creevey is an Australian who also has experience in the technology sector,<sup>6</sup> and he was the one who had conceived the company’s citric-sounding name during a walk on a beach.<sup>7</sup>

## A stillborn listing?

YuuZoo had first attempted to list in the U.S. on 29 June 2011, when Alanco Technologies Inc. (Alanco), a U.S. publicly traded corporation listed on NASDAQ, announced a definitive merger agreement with YuuZoo Corporation BVI.<sup>8</sup> Alanco is an Arizona-incorporated company which was involved in data storage, wireless asset management and RFID technology. In 2009, it became a holding company without any business after it divested its operations. However, on 20 September 2011, Alanco announced that the merger agreement had been mutually terminated.<sup>9</sup>

Zilliacus then decided to seek a listing of YuuZoo on the SGX. It was listed on 16 September 2014 through a reverse takeover (RTO) of W Corporation, a Bermuda-incorporated company with its principal place of business in the People’s Republic of China (PRC). W Corporation had changed its name from Contel Corporation Limited (Contel) on 17 September 2013 and became an investment holding company after it disposed of its original equipment manufacturing business and digital media products business. Contel had been listed on SGX since 2005.<sup>10,11</sup>

The RTO involved the allotment and issuance of up to 100 million shares to raise not less than S\$25 million. Things subsequently went downhill for YuuZoo, with its share price falling from an initial S\$0.51, to an all-time low of S\$0.038 until the suspension of the trading of its shares by SGX on 19 March 2018.<sup>12</sup>

## **Ownership structure**

As at 26 May 2017, Zilliacus had direct and deemed interest of 17.67% in YuuZoo, with most of his shares held through Mobile Futureworks Inc., a company owned by Zilliacus. This is in contrast with the 28.22% that Zilliacus held directly and indirectly as at 30 April 2015. There are no other substantial shareholders in YuuZoo.<sup>13,14</sup>

## **The business of YuuZoo**

YuuZoo dubs itself as providing the world's first third generation social e-commerce network,<sup>15</sup> combining e-commerce and social networking to effectively monetise online interactions for brands. According to the company, it offers its customers a unique blend of interest-based social networking, demand-driven commerce, streaming video, games and payments in a mobile-optimised, fully localised virtual platform, created using its in-house-built technology.<sup>16</sup> YuuZoo develops two types of networks—Yuu-Branded Networks and Client Branded Networks, and they are collectively known as YuuZoo networks.

YuuZoo claimed to have 42 million users in 164 countries.<sup>17</sup> It operates through four operating segments as follows:

### ***a) Licensing***

Yuu-Branded Networks are networks developed by the YuuZoo Group directly for consumers. YuuZoo sells licenses to franchisees to operate these Yuu-Branded Networks exclusively in a specific geographic region. These franchisees are supposedly reputable firms within the social media and communications industries locally, with ample know-how of local marketing channels as well as merchandise offerings.<sup>18</sup>

YuuZoo's payment model allows franchisees to pay for the license fee in shares, which it believes can be sold for a profit when the franchisees increase in value over time, thereby delivering better returns to shareholders.

### ***b) Network development***

Client-Branded Networks are networks specially developed by YuuZoo for corporate clients, businesses and brands. The sales and marketing of these Client-Branded Networks are handled by resellers, who are well-established locally and enjoy the necessary expertise and relationships within their areas of focus.<sup>19</sup>

YuuZoo receives a network development fee for the sale of these networks, which can be paid in the form of advertising rights. The fair value of these rights is said to be determined by an independent third-party valuer and recorded as revenue.<sup>20</sup>

### ***c) Payments***

YuuZoo provides the payment platforms used for processing transactions conducted on its YuuZoo networks. It also develops a range of other standalone online and mobile payment processing solutions under YuuPay.<sup>21</sup> Some of these are:

- YuuCollect, an offline wire solution which accepts third party client funds via bank wire transfer to several bank accounts in Asia, Europe and GCC.<sup>22</sup>
- YuuPayout, which allows entities to securely manage payout requirements.
- YuuWallet, an electronic wallet facilitating easy and secure transactions without credit cards. This is YuuPay's latest product, launched in December 2016, and was designed for use in developing markets.<sup>23</sup>
- Mobile payment solutions to enable payments on mobile applications or trigger payments between two devices using transaction-specific signals (i.e. QR code).<sup>24</sup>

In addition, YuuPay offers bespoke IT projects involving all type of online payment solutions, which are tailored to the unique needs of its clients.

**d) Other income<sup>25</sup>**

In addition to the one-time license fee, YuuZoo also receives from franchisees a recurring share of revenue derived from the platform, including e-commerce margins, advertising income, payment margins and gaming revenue.<sup>26</sup>

In its 2016 annual report, YuuZoo classified its revenues into e-commerce revenue, franchise revenue and celebrity branded network revenue.<sup>27</sup>

Despite its appearance of success, YuuZoo was plagued by many issues. These issues are primarily related to its corporate governance, disclosures and accounting practices.

## **Breaking up is never easy – Changes in external auditors**

YuuZoo also faced problems retaining its external auditors.

The first red flag in external audit appeared in FY2014 when BDO LLP did not seek reappointment at the company's Annual General Meeting (AGM), despite the unqualified opinion it gave YuuZoo.<sup>28</sup> Eventually, after a five-month delay, YuuZoo found a new external auditor to take BDO LLP's place – Moore Stephens LLP.

However, YuuZoo did not fare any better in its new relationship. Moore Stephens LLP issued a disclaimer in opinion for FY2015, in which it stated that it had “not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.”<sup>29</sup> Moore Stephens listed several reasons for ending its relationship with YuuZoo – such as the lack of comparable business models, and the valuation models' sensitivity<sup>30</sup> – all of which related to YuuZoo's use of franchises. Like BDO LLP, Moore Stephens LLP ended its relationship with YuuZoo, not seeking reappointment after just one year. YuuZoo's share price fell by 12%, from S\$0.20 to S\$0.176.<sup>31</sup>

YuuZoo tried explaining its business model and how it accounted for franchise revenue. According to the company, the business model was developed by a “Big 4” accounting firm which advised YuuZoo to recognise the shares it received from franchisees as revenue.<sup>32</sup> Furthermore, YuuZoo claimed that these shares were valued by two separate independent valuation experts. As their valuations were within the same range, YuuZoo said it used them as the basis for determining the fair value of the shares.<sup>33</sup>

YuuZoo appointed RT LLP (RT) as its third auditor in January 2017, after a delay of more than half a year after Moore Stephens LLP expressed its desire to not seek reappointment at the May 2016 AGM.<sup>34</sup>

## **Misunderstood or misleading? – Issues with franchises**

“Our primary strategy is to build, hold and ultimately sell companies that use our unique, and in many cases, patented technology. The way we do this is partly by setting up companies that are run in each market by franchisees.”

– Zilliacus, on YuuZoo’s franchising strategy<sup>35</sup>

Zilliacus has constantly claimed that YuuZoo’s business is misunderstood by the average retail investor in Singapore, and has also made similar claims about external auditors and regulators.

“We are the only social media company listed in the Singapore Exchange...the challenge is that when you are the only one, and investors don’t understand your business, then you are lost,” he lamented in 2014,<sup>36</sup> shortly after YuuZoo’s listing on SGX. His sentiments were similarly echoed by Sundram, YuuZoo’s former CEO, who said that “YuuZoo is a misunderstood company...(and) many people, including investors, don’t get us.”<sup>37</sup>

One way that YuuZoo derives its revenues is from selling licenses to franchisees. These franchisees acquire the right to operate YuuZoo’s social media platforms in their respective markets. In exchange, they are charged licensing fees, which are either in the form of cash or shares in the franchisees.<sup>38</sup>

Many of the franchisees are in emerging markets where YuuZoo asserts that there is significant potential for growth of its business. However, doubts were raised about the commercial substance of the franchisees. For example, on 21 April 2016, YuuZoo announced a franchise agreement with Media Rock SA de CV (Media Rock). There was little specific information about Media Rock. Instead, as with many of YuuZoo's announcements, it mentioned the population in the country and the total size of the market. YuuZoo said it would have access to Mexico's 120 million population and 34.4 million gamers. A search of the internet had found no website for Media Rock even though it was described as "a leading digital entertainment agency" and no information at all about Media Rock online.<sup>39</sup>

Another example was the announcement on 24 January 2017 of a franchise licence sale to Telkonex, which was called "an emerging telco player in Congo". Again, an internet search found a private limited company with that name based in India. On its very basic website, there was no information about the nature of its business and the contact e-mail was a Gmail address. A website providing business information stated that Telkonex last held its AGM on 30 November 2009, and its balance sheet was last filed on 31 August 2009. It had a paid-up capital of just 100,000 Indian rupees (S\$2,135).<sup>40</sup>

The franchising arrangement also raised other issues. In 2013, prior to YuuZoo's listing, it sold franchises to YZ Group. YZ Group was a group of companies beneficially owned by Mark Cramer-Roberts – a director of YuuZoo Nigeria, one of YuuZoo's subsidiaries. YuuZoo recognised a receivable of S\$17.3 million, but did not receive cash payments throughout the whole of 2014. Subsequently in 2015, YZ Group returned the franchises to YuuZoo valued at S\$14.9 million. That amount was offset against the original receivable of S\$17.3 million, while the remaining S\$2.4 million was then deemed impaired by the company.<sup>41,42</sup> This was discussed with YuuZoo's auditor under key audit matters. The returns were not recorded in 2015 and were treated as correction of errors in the restated 2015 financial statements in the latest accounts.<sup>43</sup>

At YuuZoo's AGM in July 2017, YuuZoo's board and external auditors, RT, were asked the following questions about this series of transactions:

- How was such a large transaction (return) missed by management and the auditors in preparing the accounts in 2015?
- Did YZ Group have essentially an unlimited right of return with full credit when they bought the franchises in 2013? If so, should revenues have been recognised in 2013 before the RTO?
- If not, why are they now allowed to return franchises that are intangible assets with a useful life of 2 years (based on amortisation period) and to offset that fully against receivables?
- Are other franchise sales done on similar terms with full right of return?
- When the franchises were returned, they were recorded as additions to intangible assets (essentially under platforms). However, no corresponding impairment charge was made in 2015. About half the amount was amortised in 2016. How can such assets that fall so rapidly in value not be impaired in 2015 when they were "returned"?<sup>44</sup>

In 2006, Cramer-Roberts and Creevey, the co-founder of YuuZoo, had petitioned for bankruptcy after the catering firm they co-founded in Sydney, Australia crashed with debts of more than A\$16 million, affecting more than 400 creditors who were individuals and businesses.<sup>45</sup>



## One plus one truly equals 10? – Making sense of the financial statements

In YuuZoo's 2014 annual report, it reported total group revenue of US\$37.736 million for FY2014, compared to US\$32.780 million for FY2013. The breakdown of revenue was as follows:<sup>46</sup>

Revenue	Group	
	2014 US'000	2013 US'000
Merchant fee	10,906	12,286
Network development fee	8,697	8,568
E-commerce	18,133	11,926
	<u>37,736</u>	<u>32,780</u>

On its balance sheet, total intangible assets for the Group increased from US\$5.749 million to US\$10.971 million while trade and other receivables increased from US\$17.806 million to US\$24.689 million, between the end of FY2013 and end of FY2014. The bulk of the intangible assets was in the form of “advertising rights for celebrity branded network” using “valuation determined by an independent third-party valuer”. These were based on agreements with various parties for sales of networks in exchange for advertising rights. For FY2014, advertising rights amounted to US\$9.292 million, compared to US\$5.925 million for FY2013. These advertising rights were amortised on a straight-line basis over 24 to 36 months.<sup>47</sup>

In its 2015 annual report, YuuZoo reported a huge increase in Group revenue to S\$90.061 million for FY2015, compared to restated Group revenue of S\$47.766 million for FY2014 as shown below:<sup>48</sup>

Revenue	Group	
	2015 SGD'000	2014 SGD'000 (Restated)
E-commerce	35,120	36,757
Network development fees and franchise sales	54,941	11,009
	<u>90,061</u>	<u>47,766</u>

Group intangible assets at the end of FY2015 was S\$11.953 million compared to the restated amount of S\$14.438 million at the end of FY2014, while FY2015 trade and other receivables and the restated FY2014 amounts were S\$34.714 million and S\$32.491 million respectively.<sup>49</sup> For FY2015, advertising rights for celebrity branded networks amounted to S\$5.471 million, compared to S\$11.762 million for FY2014.

YuuZoo again re-stated its financial statements in its 2016 annual report, with its FY2016 and re-stated FY2015 revenue as follows:<sup>50</sup>

Revenue	Group	
	2016	2015
	SGD'000	SGD'000 (Restated)
	51,827	34,550
E-commerce	51,373	19,465
Network development fees and franchise sales	103,200	54,015

Group intangible assets at the end of FY2016 was S\$41.018 million compared to re-stated FY2015 balance of S\$24.746 million. Trade and other receivables amounted to S\$12.214 million for FY2016 while the re-stated amount for FY2015 was S\$18.879 million. For FY2016, advertising rights for celebrity branded networks amounted to S\$28.369 million, a huge increase compared to S\$5.471 million for FY2014.

On 18 May 2017, YuuZoo explained changes to its business model for franchise sales and revenue recognition from these sales. It said that prior to 2015, the company sold its franchise packages for cash. In 2015, it changed to selling its franchise packages in return for shares in the companies that operate the franchise. This was purportedly based on advice received from a “Big 4” accounting firm (which it named in its 2016 annual report as KPMG).<sup>51</sup> YuuZoo claimed that it then used another “Big 4” accounting firm and a “leading U.S. expert” to value those shares. The U.S. firm had previously been identified by YuuZoo as Charfi Valuation Services LLC (Charfi), which it called “a recognised New York-based investment bank”. According to an article, the New York Department of State website showed that Charfi filed as a domestic limited liability company in New York on 11 July 2014 but there was little information online about it.<sup>52</sup>

Under YuuZoo’s 2015 revenue recognition policy for franchise sales, the shares issued by the franchisees valued by the unnamed “Big 4” accounting firm and Charfi were recognised on the balance sheet as asset available for sales (AFS). The change in accounting policy for franchise sales in 2015 contributed to “network development fees and franchise sales” on its income statement increasing from S\$11 million (restated) in 2014 to S\$55 million in 2015, and AFS increasing from zero to S\$55 million.<sup>53</sup>

In 2016, as a result of the accounting policy change, YuuZoo restated its 2015 revenue downwards by S\$35.5 million or 39 per cent of FY2015 revenue and its AFS by the same amount, which represents 65 per cent of the FY2015 balance.<sup>54</sup>

While RT, YuuZoo's external auditor, issued an unqualified opinion for its financial results for the year ending 2016, it highlighted two emphasis of matter paragraphs. One of these paragraphs concerned its revenue recognition policies.<sup>55</sup>

There were other issues when it came to accounting for YuuZoo's results, including recognising revenues from YuuCollect. YuuCollect functions like PayPal, facilitating the transfer of payments between buyers and merchants using YuuZoo's platform. The merchant is then charged a transaction fee.<sup>56</sup>

Financial Reporting Standards (FRS) 118 states that only commissions constitute revenue – not payments which are collected on behalf of other companies.<sup>57</sup> However, YuuZoo recognised the cash collected on behalf of merchants as revenue, justifying this by stating that it undertook an element of credit risk, due to its unique platform.<sup>58</sup> RT emphasised that significant judgment is required with regards to recognition of revenue on a gross basis or net basis based on the relevant standard.<sup>59</sup>

On 19 May 2017, YuuZoo announced that it was adopting a less aggressive revenue recognition policy – particularly with the way it recognised franchise revenue.<sup>60</sup> Its franchise revenue recognition policy was therefore changed – now recognising a one-time franchise fee based on the cost of developing the franchise packages, instead of recognising the value of its franchisees' share payments.<sup>61</sup>

As a result, YuuZoo retrospectively restated its 2015 revenue downwards by S\$35.5 million – 39% of its revenue that year. It also revised the value of the shares it had received from franchisees by the same amount, which now represented 65% of the original 2015 balance.<sup>62</sup>

## Growing the YuuZoo family – Failed acquisitions

“This transaction has a tremendous fit where 1 plus 1 does truly equal 10 ... Through this transaction, YuuZoo just became a full-service technology and content play. It is a game-changing transaction for us and we couldn’t be more thrilled.”

*–Zilliacus, on the Relativity Media acquisition<sup>63</sup>*

Over the years, embarked on a series of acquisitions purportedly aimed at cementing its position in e-commerce and social networking and also diversifying into related industries<sup>64</sup>. However, controversies soon followed.

YuuZoo first eyed Infocomm Asia Holdings (IAH). With its rights to distribute popular games across South East Asia – such as Grand Theft Auto V and NBA 2K14<sup>65,66</sup> – along with its reportedly large base of over 35 million users in the region, IAH looked to be a promising member of YuuZoo’s extended family. Its adoption into YuuZoo’s family would also allow YuuZoo to expand the use of its YuuCollect payment platform.<sup>67</sup>

YuuZoo was to fully acquire IAH on 16 February 2015,<sup>68</sup> with an effective consideration of S\$18 million.<sup>69</sup> Zilliacus was particularly excited, saying that “the acquisition of IAH will add value to YuuZoo in many ways”.<sup>70</sup>

However, YuuZoo’s bliss was not to last. IAH chalked up significant debts – it owed US\$995,868 in net tangible liabilities, together with a US\$1.436 million loss.<sup>71</sup> It also owed its new parent S\$6,461,300, which led to legal action in July 2015.<sup>72</sup> While the lawsuit was settled in December 2015,<sup>73</sup> YuuZoo decided that it no longer wanted to fully adopt IAH – announcing that it was only acquiring 30% of IAH, with an effective consideration of S\$2.895 million.<sup>74</sup>

YuuZoo recognised impairment losses of S\$7,493,000 on IAH a year later<sup>75</sup> – both on its investment in IAH, as well as the amount IAH owed it.

YuuZoo then decided to turn its attention to movie studios, apparently eyeing synergies between e-commerce and entertainment products.<sup>76</sup> On 19 October 2015, YuuZoo paid S\$4,677,000 for a five percent stake in RS Media & Entertainment Group (RS Media)<sup>77</sup> – which produced movies with both Chinese and Western themes.<sup>78</sup> This, however, had a sudden and mysterious ending – with YuuZoo impairing the full amount of its investment.<sup>79</sup>

YuuZoo continued to expressed hope that its acquisition strategy would pay off. It signed an agreement to acquire a 33.3% stake in Relativity Media on 31 October 2016, for an amount between US\$50 million and US\$150 million.<sup>80</sup>

However, the investment amount was later reduced to S\$15 million on 25 November 2016.<sup>81</sup> More bad news soon followed. On 28 February 2017, YuuZoo aborted its planned investment in Relativity Media after earlier disclosing that it had closed the deal, blaming the failed acquisition on unmet conditions.<sup>82</sup> It had already paid US\$2.5 million to Relativity Media's receiving party.<sup>83,84</sup> This amount was not impaired because YuuZoo's management said that it believed it to be recoverable based on the advice of its in-house legal counsel, as well as the law firm in which one of its independent directors is a partner.<sup>85</sup>

## **Related party transactions**

Zilliacus, the Chairman of YuuZoo, is also the Chairman and controlling shareholder of Mobile FutureWorks Inc. (MFW) (the substantial shareholder of YuuZoo), Sandbox Global Company Ltd. (Sandbox) and Circle of Champions, Inc. (CoC).<sup>86</sup> The latter two companies are subsidiaries of MFW.<sup>87</sup> There were various interested person transactions (IPTs) between YuuZoo and these companies.<sup>88</sup> In FY2014, there was an IPT of US\$250,000 with MFW, which occurred before the RTO.<sup>89</sup> In FY2015, IPTs with Sandbox and CoC amounted to \$225,973 and S\$707,250 respectively.<sup>90</sup> No IPTs were disclosed for FY2016 in the IPT section of the annual report.<sup>91</sup> However, in the notes to the financial statements, it was disclosed that there was a S\$267,000 service fee paid to companies controlled by one of the directors under related party transactions.<sup>92</sup> This inconsistency was queried by SGX.

In response, the company disclosed that under the service agreement with Sandbox for services and development work related to mobile games, YuuZoo pays Sandbox a fixed monthly fee of US\$15,000 and has also placed its own Bangkok-based employees in Sandbox for which it pays for an agreed portion of the general office expenses. It also disclosed that under an agreement signed with CoC in 2015, YuuZoo received certain benefits from CoC. In February 2017, the valuation determined that YuuZoo gained S\$16.96 million from the contract, which it disclosed as a significant related party transaction in the notes to the financial statements. It did not disclose who undertook the valuation.<sup>93</sup>

## Telling it like it is?

YuuZoo's results announcements also frequently attracted queries from SGX. For example, on 14 August 2017, YuuZoo released its restated 1Q 2017 and 2Q 2017 financial statements.

In its press release for the 2Q 2017 and 1H 2017 results on 15 August 2017, Yuuzoo said: "For the half year ended in 30 June 2017, the Company's net profit increased by 342 per cent to S\$15.9 million from S\$3.6 million in the corresponding period in 2016. The increase was mainly driven by franchise sales in Hungary, Slovakia and Czech Republic."<sup>94</sup>

SGX asked YuuZoo to give a breakdown of the total revenue of S\$36.8 million for 1H 2017 and to attribute the franchise sales in 1Q 2017 and 2Q 2017 to Hungary, Slovakia and Czech Republic, which it had earlier said are the countries where franchise sales had driven the huge increase in revenue compared to the corresponding 2016 period.

In response, YuuZoo then said there was in fact no revenue contribution from Slovakia during that period.<sup>95</sup> Further, it now disclosed that the remaining two countries of Hungary and Czech Republic only contributed S\$838,000 in revenue each.

The remaining S\$22.5 million in franchise sales – which made up 93% of the franchise revenue – are now said to be from "Other Regions", with no specific breakdown given for individual regions. An observer questioned how YuuZoo could have said in its 1H 2017 announcement that the increase in net profit was

driven by franchise sales mainly in Hungary, Slovakia and Czech Republic when contributions were 3.46%, zero percent and 3.46% respectively for these three countries.<sup>96</sup>

YuuZoo now said that “the increase was also driven by franchise sales in other regions being: South Korea, United Kingdom, Bulgaria, Congo, India, Poland and Romania”.<sup>97</sup> However, the observer pointed out that franchise sales from these same countries had been mentioned in various announcements from 1Q 2015 onwards and asked if YuuZoo had multiple franchises in these countries.<sup>98</sup>

YuuZoo’s restated 1Q 2017 results showed that revenue declined by 50% compared to 1Q 2016, while its 2Q 2017 revenue declined by 17% compared to 2Q 2016. When it announced its restated 1Q 2017 results, it said that “the decrease in revenue is mainly due to the change in recognition policy of the Group. The Group has adopted a more prudent means of revenue recognition which resulted in the decrease in revenue”. When it announced its 2Q 2017 and 1H 2017 results, it said (twice) that “the decrease was mainly due to the change in recognition policy of the Group and lower payment revenue”.<sup>99</sup>

However, when queried by SGX, YuuZoo now said financial statements for FY2016 and FY2017 were prepared on the same basis, which contradicted their earlier announcement. It now said the decrease in revenue is actually due to lower payment revenue. YuuZoo did not mention what payment revenue meant but presumably this refers to its e-commerce revenue.<sup>100</sup>

YuuZoo also said in its 1H 2017 results announcement: “Growth is expected to continue to be strong in all key areas YuuZoo operates in: tribal social networking, e-commerce, online and mobile payments, mobile games and streaming video services.”<sup>101</sup> The observer said that this seemed at odds with the significant declines in total revenues for the first two quarters of 2017 compared to 2016. When SGX asked YuuZoo to substantiate the statement that growth is expected to be strong in e-commerce, its only explanation is that e-commerce is expected to be strong as franchisees and marketing partners start to market YuuZoo’s services.<sup>102</sup>

More recently in March 2018, Yuuzoo's full year 2017 and Q4 2017 results drew further scrutiny from SGX for its inconsistencies and ambiguities. SGX pointed out multiple errors in the company's result announcement and ordered the relevant amendments to be made. For example, Yuuzoo incorrectly stated FY2017 e-commerce revenue to be S\$0.4m when it was S\$3.9m instead.<sup>103</sup>

The segmental breakdown for 2017 shows that e-commerce revenue was S\$3.85 million, compared to S\$51.83 million in the audited FY2016 results. The company first said that this huge drop was due to the suspension of certain payment-related services during the year.

When queried by SGX, it said: "In 2017, the Company decided to suspend the bulk of its core payment business channel for its YuuPay subsidiary, which primarily transacted in the Binary Options and Forex Industry. This was due to the rise in poorly regulated merchants over the last two years in the Binary Options and Forex Industry, and the subsequent decision by the Company to withdraw from a business space it found increasingly unethical."<sup>104</sup>

Further, for the first time ever, the company's financial statements show income tax expenses, with the amounts being S\$774,000 and S\$818,000 respectively for Q4 2017 and FY 2017. This prompted the question as to why there were no tax expenses shown in previous years and whether the company is liable for any unpaid taxes for prior years' income.<sup>105</sup>

It was also pointed out that the numbers in the unaudited Q4 2016 results which the company had shown as comparatives in its latest results announcement were "totally different" from those in the Q4 2016 results the company announced the previous year. Further, the unaudited full-year numbers announced by the company last year were also very different from the audited numbers that eventually appeared in the annual report. An observer said that this suggests that "the company's unaudited results cannot be relied upon and also raises questions about its internal controls over financial reporting and the competency of its finance function".<sup>106</sup>



On 7 March 2018, the Securities Investors Association (Singapore) (SIAS) hosted a dialogue session between the management of YuuZoo and its shareholders. YuuZoo Chairman Zilliacus addressed shareholders at the session. The following day, the company issued a press statement on SGX which said that a real estate project that it is embarking on in Harbin, China, with its Chinese joint venture partner could have a market value exceeding S\$4 billion when fully completed.<sup>107</sup>

It also said that its joint venture in the logistics business in France – what it called “end-to-end digilogistics” – could bring the revenue of YuuZoo’s French operations to more than S\$600 million annually, from the current entertainment products alone. However, it did not provide any details to substantiate the numbers.<sup>108</sup>

## **Regulatory actions**

On 17 July 2017, YuuZoo announced that it was appointing an independent third party to investigate a number of claims made by several parties on the corporate governance practices within the company. The scope of review includes addressing issues raised in several Business Times articles and by the former financial controller, including those in an email sent by the latter to SGX, and complaints made by Yuuzoo’s employees against its former financial controller. The reviewer was to report the findings to the company’s lead independent director. It continued to call the claims and statements “inaccurate or misleading”. It also said that the Executive Chairman would step down from his executive position for the duration of the independent review.<sup>109</sup>

YuuZoo announced the appointment of Ernst & Young Advisory Pte Ltd (EY) on 19 October 2017.<sup>110</sup> It said that it had consulted with SGX with regards to the scope of the review and the appointment of the independent reviewer. The scope was expanded to include queries raised by SGX with regards to several accounting issues.

While the EY review was ongoing, SGX issued a notice of compliance (NOC) to YuuZoo following FY2017 results announcement and SGX queries about these results.<sup>111</sup> The NOC related to two items. First, “other income” increased from S\$159,000 in Q4 2016 to S\$8 million in Q4 2017. YuuZoo had recognised a gain of nearly S\$8 million from the “bargain purchase of assets” for YuuLog France.<sup>112</sup> During Q4 2016, it had paid S\$135,000 to purchase property, plant and equipment.<sup>113</sup>

Secondly, SGX also drew attention to “the increase of assets available for sale (AFS) from S\$33.3 million at a 31 December 2016 to S\$54.2 million as at 31 December 2017, notwithstanding an impairment of S\$17.5 million during FY2017. In this regard, an additional amount of S\$38.4 million has been recognised in revenue and AFS during FY2017”.<sup>114</sup>

YuuZoo was asked by SGX to engage its external auditors to provide an opinion of the “veracity and reasonableness” of these items by 19 March 2018.<sup>115</sup>

On 19 March 2018, when the deadline for the NOC was reached and YuuZoo had not responded, SGX promptly suspended trading in the shares of YuuZoo.<sup>116</sup> YuuZoo issued a “clarification announcement” on 22 March, saying that it had informed SGX that more time was needed to get the necessary documents and for the external auditors to review them. The company had asked SGX for an extension but it had been rejected. It said that SGX had suspended the shares before it could make an announcement on the above.<sup>117</sup> On 28 March, YuuZoo issued another announcement saying that it had reached an agreement in principle with the auditor on the other income of S\$8 million and was awaiting a response from the French component auditor, and on the issue of the AFS and corresponding revenue, it had provided updated evidence to the auditor.<sup>118</sup> On 22 May 2018, YuuZoo announced that after discussions with the auditors, it had decided to reduce “other income” from S\$8 million to S\$7 million, 100% of the AFS or S\$54.2 million was to be impaired, and it will not book any value from the 2017 sale of network development and franchise licenses. It did not disclose any opinion from the auditors.<sup>119</sup>

On 2 April 2018, SGX issued a second NOC to YuuZoo, this time relating to the third-party review. The exchange noted from the draft report that EY was not given the necessary access to information and data as required. The review was also restricted by YuuZoo’s scope exclusions which were inconsistent with an independent review. The exchange ordered YuuZoo to release the executive summary of the initial findings to SGX and the Audit Committee as soon as it was finalised, and the Audit Committee was to release the interim report on SGXNet once it is received from EY. A failure to do that would be a contravention of the listing rules.<sup>120</sup> The same day, it was announced that SGX had referred YuuZoo to the relevant authorities.<sup>121</sup>

On 3 April, another announcement said that YuuZoo had on 2 April received a notice from the Commercial Affairs Department (CAD) informing it that it is being investigated for a potential offence under the Securities and Futures Act (SFA). The CAD required YuuZoo to provide access to “certain documents or information relating to the Company, its subsidiaries and associates from financial years 2013 to 2016 including all records and correspondence relating to franchises, franchising arrangements and the companies in which shareholdings interest were held (i.e. operating companies)”.<sup>122</sup> It also said that Zilliacus had also received a notice from CAD relating to CAD investigations into the same matter. Two days later, another announcement clarified the documents or information required by listing them in detail. It also said that CAD had seized copies of documents, valuation reports, valuation plans, materials prepared by various professionals, various hard disks, laptops, chargers and/or adapters of certain employees. Thomas Zilliacus and the company’s 2015 head of franchise management, Sebastian Zilliacus (who is the former’s nephew) have both been interviewed.<sup>123</sup>

While the CAD investigations were ongoing, YuuZoo announced that Thomas Zilliacus had provided a bond to report back to the CAD on 4 June and that his passport had been released for the purposes of overseas travel. It said that Zilliacus had “voluntarily provided the CAD with a complete chronological summary relating to all financial announcements of YuuZoo during 2015-2017 and has informed the CAD of his desire to continue to share with the CAD all information he has in relation to their investigation”.<sup>124</sup>

## **Still business as usual?**

Even after YuuZoo’s shares have been suspended from trading and as the company was facing regulatory action, it appeared to be business as usual. On 22 March 2018, the company issued an announcement with the headline “23 YuuZoo franchisees outperform expected usual growth by over 7,000%, and significantly exceed budgeted financial numbers”. A closer reading indicates that the number of registered users for these 23 franchisees had increased from a forecasted number of 34,004 to 2,732,722 for 2017, while the total loss was just over US\$30,000 compared to a budgeted loss of US\$1.9 million.<sup>125</sup> The company did not previously disclose any budgeted numbers for these franchisees.

On 17 April, YuuZoo announced that the company, in partnership with its Singapore franchisees Singnet Solutions Pte Ltd and Hub International Pte Ltd, have launched YuuHalal, Singapore's and South-East Asia's first Social Commerce Halal Lifestyle App.<sup>126</sup> YuuHalal was designed to give companies a platform to "showcase a wide range of businesses, products and services that cater to the global Islamic economy" through a "combination of social networking and eCommerce".<sup>127</sup> It remains unclear how YuuHalal actually works and how it can impact the global Muslim market. The YuuHalal Youtube channel did not provide much clarification either and merely consists of several videos showcasing halal food at the Ramadan markets around Singapore and short clips of merchants and partners at the Muslim World Event 2018.

YuuZoo appointed a new independent director, 39-year-old Lee Sien Liang Joseph, on 4 July 2018. Lee, a practising lawyer, was appointed as Chairman of the Nominating Committee and a member of the Audit and Governance Committee.<sup>128</sup> On 2 August, the company announced that SGX has rejected its application for a further extension of time to hold its AGM and directed it to hold it "as soon as possible". YuuZoo said that it is still finalising its accounts with the auditors and that it "shall use its best endeavours" to hold its AGM by 14 September 2018.<sup>129</sup>

On 13 August, YuuZoo announced that its application for discontinuance from Bermuda and its continuation into British Virgins Island as part of its restructuring has been completed. The company's name was also changed to YuuZoo Networks Group Corporation.<sup>130</sup> That same day, it issued profit guidance indicating that it was expecting a loss for the financial year ended 31 December 2017 which is "mainly attributable to amortisation and impairment of intangible assets due to write-offs of advertising rights".<sup>131</sup> In another announcement that day, it also said that it had applied for an extension of time to announce its results for the second quarter ended 30 June 2018.<sup>132</sup>

Meanwhile, there has been no update about the regulatory investigations into the company. No director or officer of the company has been held accountable for the debacle. The former Chairman, Thomas Zilliacus, has meanwhile posted photos on Instagram which show that he is somewhere in Capri, Italy.

## Discussion questions

1. What are the key differences between listing through an initial public offering and through an reverse takeover (RTO)? What are the key risks to investors from a listing through an RTO?
2. Critically evaluate the ownership structure of YuuZoo. What are the key corporate governance risks? Explain.
3. It is frequently said that one of the key risks associated with companies with controlling shareholders are the risks associated with related party transactions. Why is this so? Use the related party transactions in the case to explain why related party transactions may be harmful to minority shareholders.
4. Critically evaluate the business model of YuuZoo. What are the key risks associated with its business model? How does its business model impact its accounting policies? Critically evaluate YuuZoo's accounting policies.
5. What are the key red flags relating to YuuZoo's disclosures, accounting policies and external audit?
6. What are the roles of the management, board of directors, Audit Committee, internal auditor, external auditor and regulators in ensuring proper disclosure, accounting and corporate governance? In your opinion, who bears the greatest responsibility for the lapses in YuuZoo? Who are other key players within the corporate governance system of a company and in the broader eco-system and what are their roles?

## Endnotes

- 1 Yap, S. (2014, January 27). Interview: the man who led Nokia's charge into Asia. *Tech in Asia*. Retrieved from <https://www.techinasia.com/interview-man-led-nokias-charge-asia>
- 2 Zilliacus, T. (n.d.). Thomas Zilliacus. LinkedIn. Retrieved from <https://www.linkedin.com/in/thomas-zilliacus-b8028>
- 3 Yap, S. (2014, January 27). Interview: the man who led Nokia's charge into Asia. *Tech in Asia*. Retrieved from <https://www.techinasia.com/interview-man-led-nokias-charge-asia>
- 4 Bloomberg. (n.d.). Company Overview of YuuZoo Corporation Limited. Retrieved from <https://www.bloomberg.com/research/stocks/private/person.asp?personId=8633138&privcapId=45239767>
- 5 Tan, C. and Sile, A. W. (2016, May 13). This entrepreneur takes aim at monetizing social media. *CNBC*. Retrieved from <https://www.cnbc.com/2016/05/13/this-entrepreneur-takes-aim-at-monetizing-social-media-platforms.html>
- 6 Korporaal, G. (2013). YuuZoo's Ron Creevey is upwardly mobile. *The Australian*. Retrieved from <http://www.theaustralian.com.au/business/the-deal-magazine/YuuZoos-ron-creevey-is-upwardly-mobile/news-story/282faee64b4792364296de60c547fe83>
- 7 *Ibid.*
- 8 Alanco Technologies, Inc. (2011, June 29). Form 8-K. Retrieved from [http://getfilings.com/sec-filings/110630/ALANCO-TECHNOLOGIES-INC\\_8-K/](http://getfilings.com/sec-filings/110630/ALANCO-TECHNOLOGIES-INC_8-K/)
- 9 Alanco Technologies, Inc. (2011, September 20). Alanco and YuuZoo Terminate Merger Agreement, *Business Wire*. Retrieved from <https://www.thefreelibrary.com/Alanco+and+YuuZoo+Terminate+Merger+Agreement.-a0267447195>
- 10 Lim, S. (2014, September 18). An Introduction to the First Social Media Company Listed In Singapore: YuuZoo Corporation. Retrieved from <https://www.fool.sg/2014/09/18/an-introduction-to-the-first-social-media-company-listed-in-singapore-YuuZoo-corporation/>
- 11 W Corporation Limited. (2014, August 26). Announcement: Lodgement of offer information statement in relation to the compliance placement. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=PISN19XKUJHRZK0Q&H=3e7abcffb40c66bc55fa796d5288fe9279021ca04d4a73308751e89f4db13067](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=PISN19XKUJHRZK0Q&H=3e7abcffb40c66bc55fa796d5288fe9279021ca04d4a73308751e89f4db13067)

- 12 Yahoo Finance. (n.d.). AFC.SI Historical prices | YuuZoo Stock. Retrieved from <https://sg.finance.yahoo.com/quote/AFC.SI/history?period1=1477238400&period2=1508774400&interval=1d&filter=history&frequency=1d>
- 13 YuuZoo Corporation Limited. (2015, May 13). Annual Report 2014. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=8V8L6KL99M57PO62&H=202befd619043c27bed6f391e083b8e07c12c1d827721c2872a05c2d3fc00376](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=8V8L6KL99M57PO62&H=202befd619043c27bed6f391e083b8e07c12c1d827721c2872a05c2d3fc00376)
- 14 YuuZoo Corporation Limited. (2017, June 21). Annual Report 2016. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470)
- 15 YuuZoo Corporation Limited. (2015, April 28). Announcement: Yuuzoo's Profits From Sale Of Licenses To New Franchisees In 59 Countries Valued At 33.4 Million Sgd By Big 4 Audit. Retrieved from Firm [http://infopub.sgx.com/FileOpen/20150428\\_FranchiseeSale.aspx?App=Announcement&FileID=346399](http://infopub.sgx.com/FileOpen/20150428_FranchiseeSale.aspx?App=Announcement&FileID=346399)
- 16 YuuZoo Corporation Limited. (2017, June 21). Annual Report 2016. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470)
- 17 Lim, S. (2014, September 18). An Introduction to the First Social Media Company Listed In Singapore: YuuZoo Corporation. Retrieved September from <https://www.fool.sg/2014/09/18/an-introduction-to-the-first-social-media-company-listed-in-singapore-YuuZoo-corporation/>
- 18 W Corporation Limited. (2014, June 24). RTO Circular Appendix H-23. Retrieved from [http://infopub.sgx.com/FileOpen/WCorp\\_Final%20Shareholder%20Circular\\_24062014.aspx?App=Prospectus&FileID=21639](http://infopub.sgx.com/FileOpen/WCorp_Final%20Shareholder%20Circular_24062014.aspx?App=Prospectus&FileID=21639)
- 19 W Corporation Limited. (2014, June 24). RTO Circular Appendix H-24. Retrieved from [http://infopub.sgx.com/FileOpen/WCorp\\_Final%20Shareholder%20Circular\\_24062014.aspx?App=Prospectus&FileID=21639](http://infopub.sgx.com/FileOpen/WCorp_Final%20Shareholder%20Circular_24062014.aspx?App=Prospectus&FileID=21639)
- 20 YuuZoo Corporation Limited. (2017, June 21). Annual Report 2016. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470)
- 21 YuuPay Secure Pte Ltd. (n.d.) YuuPay. Retrieved from <http://www.yuupay.com/index.html>

- 22 YuuPay Secure Pte Ltd. (2015, January 29). YuuCollect -- An Alternative to Credit/ Debit Cards. Retrieved from <https://www.youtube.com/watch?v=nt4yDDxlva0>
- 23 YuuZoo Corporation Limited. (2017, June 21). Annual Report 2016. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470)
- 24 YuuPay Secure Pte Ltd. (n.d.) YuuPay M-Commerce. Retrieved from [http://www.yuupay.com/mobile\\_payment.html](http://www.yuupay.com/mobile_payment.html)
- 25 Investing Note. (2017, June 22). Upcoming Yuuzoo Agm: 7 July. Know More About \$YuuZoo(Afc.Si)'S Business Model Before The AGM!. Retrieved from <http://blog.investingnote.com/upcoming-yuuzoo-agm-7-july-know-more-about-yuuzooafc-sis-business-model-before-the-agm/>
- 26 YuuZoo Corporation Limited. (2017, June 21). Annual Report 2016. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470)
- 27 YuuZoo Corporation Limited. (2017, June 21). Annual Report 2016. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470)
- 28 Chiew, S. (2017, July 28). What's troubling Prof Mak at YuuZoo? *The Edge Singapore*. Retrieved from <https://www.theedgesingapore.com/what%E2%80%99s-troubling-prof-mak-YuuZoo>
- 29 Tan, B. (2016, May 12). YuuZoo falls more than 12% on auditor's disclaimer of opinion. *The Edge Singapore*. Retrieved from <http://www.theedgemarkets.com/article/yuuzoo-falls-more-12-auditors-disclaimer-opinion>
- 30 YuuZoo Corporation Limited. (2016, May 12). Annual Report 2015. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=C13WUDN89H3FYD-CF&H=73682a019623e7cc8c384fafab20861686f5143cb5dcf842ae277478771c8404](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=C13WUDN89H3FYD-CF&H=73682a019623e7cc8c384fafab20861686f5143cb5dcf842ae277478771c8404)
- 31 Tan, B. (2016, May 12). YuuZoo falls more than 12% on auditor's disclaimer of opinion. *The Edge Singapore*. Retrieved from <http://www.theedgemarkets.com/article/yuuzoo-falls-more-12-auditors-disclaimer-opinion>



- 32 Yuucorp. (2017). RESPONSE TO QUERIES FROM THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED. Retrieved from <http://yuucorp.com/wp-content/uploads/2017/03/RESPONSE-TO-QUERIES-FROM-THE-SINGAPORE-EXCHANGE-SECURITIES-TRADING-LIMITED.pdf>
- 33 *Ibid.*
- 34 YuuZoo Corporation Limited. (2017, January 12). Appointment of auditors. Retrieved from [http://infopub.sgx.com/Apps?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=Y59Q0JMWJ2TH9DBW&H=452cd0e164cc1da5aea237c0ffe5676d483b84c44aba37a85f12019eadad17ee](http://infopub.sgx.com/Apps?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=Y59Q0JMWJ2TH9DBW&H=452cd0e164cc1da5aea237c0ffe5676d483b84c44aba37a85f12019eadad17ee)
- 35 YuuZoo Corporation Limited. (2017, May 2). Chat With Executive Chairman May 2017. Retrieved from [https://www.youtube.com/watch?v=nRQKg-s\\_7Ls](https://www.youtube.com/watch?v=nRQKg-s_7Ls)
- 36 Philip, J. T. (2014, December 8). Exclusive: YuuZoo in early talks to raise \$100m, mulls secondary listing on NASDAQ. *Deal Street Asia*. Retrieved from <https://www.dealstreetasia.com/stories/exclusive-YuuZoo-in-early-talks-with-investors-to-raise-up-to-100m-1256/>
- 37 Yong, H. Y. (2016, January 7). Conversations with James Sundram. Retrieved from <https://www.hnworth.com/article/2016/01/07/james-sundram/>
- 38 YuuZoo Corporation Limited. (2017, June 21). Annual Report 2016. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470)
- 39 Mak, Y. T. (2017, July 5). YuuZoo: More troubling issues. *Governance for Stakeholders*. Retrieved from <http://governanceforstakeholders.com/2017/07/06/YuuZoo-more-troubling-issues/>
- 40 *Ibid.*
- 41 YuuZoo Corporation Limited. (2017, June 21). Annual Report 2016. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470)
- 42 Mak, Y. T. (2017, July 10). YuuZoo riddled with contradictions. *Governance for Stakeholders*. Retrieved from <http://governanceforstakeholders.com/2017/07/10/YuuZoo-riddled-with-contradictions/>
- 43 *Ibid.*

- 44 Mak, Y. T. (2017, July 11). Questions for the 2017 YuuZoo AGM. *Governance for Stakeholders*. Retrieved from <http://governanceforstakeholders.com/2017/07/11/questions-for-the-2017-yuuzoo-agm/>
- 45 The Sydney Morning Herald. (2006, April 22). The Cabinet: a recipe for disaster. Retrieved from <https://www.smh.com.au/business/the-cabinet-a-recipe-for-disaster-20060422-gdnerw.html>
- 46 YuuZoo Corporation Limited. (2015, May 13). Annual Report 2014. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=8V8L6KL99M57PO62&H=202befd619043c27bed6f391e083b8e07c12c1d827721c2872a05c2d3fc00376](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=8V8L6KL99M57PO62&H=202befd619043c27bed6f391e083b8e07c12c1d827721c2872a05c2d3fc00376)
- 47 *Ibid.*
- 48 YuuZoo Corporation Limited. (2016, May 12). Annual Report 2015. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=C13WUDN89H3FYDCF&H=73682a019623e7cc8c384fafab20861686f5143cb5dcf842ae277478771c8404](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=C13WUDN89H3FYDCF&H=73682a019623e7cc8c384fafab20861686f5143cb5dcf842ae277478771c8404)
- 49 *Ibid.*
- 50 YuuZoo Corporation Limited. (2017, June 21). Annual Report 2016. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470)
- 51 *Ibid.*
- 52 Mak, Y. T. (2017, July 5). YuuZoo: More troubling issues. *Governance for Stakeholders*. Retrieved from <http://governanceforstakeholders.com/2017/07/06/YuuZoo-more-troubling-issues/>
- 53 *Ibid.*
- 54 *Ibid.*
- 55 Mak, Y. T. (2017, July 5). YuuZoo: More troubling issues. *Governance for Stakeholders*. Retrieved from <http://governanceforstakeholders.com/2017/07/06/YuuZoo-more-troubling-issues/>
- 56 YuuZoo Corporation Limited. (2017, June 21). Annual Report 2016. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470)

- 57 Accounting Standards Council. (n.d.). STATUTORY BOARD SB-FRS 18 FINANCIAL REPORTING STANDARD REVENUE. Retrieved from [http://www.assb.gov.sg/docs/attachments/fr-assb\\_frs\\_1Jan2013/SBFrs%2018%20\(2013\).pdf](http://www.assb.gov.sg/docs/attachments/fr-assb_frs_1Jan2013/SBFrs%2018%20(2013).pdf)
- 58 YuuZoo Corporation Limited. (2017, June 21). Annual Report 2016. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470)
- 59 Mak, Y. T. (2017, July 5). YuuZoo: More troubling issues. *Governance for Stakeholders*. Retrieved from <http://governanceforstakeholders.com/2017/07/06/YuuZoo-more-troubling-issues/>
- 60 Lee, M. (2017, May 20). YuuZoo's 2016 profit to halve after accounting clean-up. *The Straits Times*. Retrieved from <http://www.straitstimes.com/business/YuuZoo-2016-profit-to-halve-after-accounting-clean-up>
- 61 *Ibid.*
- 62 Mak, Y. T. (2017, July 5). YuuZoo: More troubling issues. *Governance for Stakeholders*. Retrieved from <http://governanceforstakeholders.com/2017/07/06/YuuZoo-more-troubling-issues/>
- 63 YuuZoo Corporation Limited. (2016, October 31). YUUZOO SIGNS AGREEMENT TO BECOME BIGGEST SHAREHOLDER OF RELATIVITY MEDIA, ONE OF THE WORLD'S LARGEST INDEPENDENT MOVIE STUDIO & ENTERTAINMENT GROUPS. Retrieved from [http://repository.shareinvestor.com/rpt\\_view.pl/id/5dbe764c8d1482dca4bd747549c3b2be482a30a2ee04af03704d0e0ba1cd8680/type/si\\_news](http://repository.shareinvestor.com/rpt_view.pl/id/5dbe764c8d1482dca4bd747549c3b2be482a30a2ee04af03704d0e0ba1cd8680/type/si_news)
- 64 Nielsen, A., Uhlaner, R. and Wiseman, B. (2012, October). Creating value through M&A and divestiture. *McKinsey*. Retrieved from [https://www.mckinsey.com/~media/mckinsey/industries/semiconductors/our%20insights/winning%20through%20m%20and%20a%20deal%20making%20in%20the%20semiconductor%20sector/creating\\_value\\_through\\_m\\_and\\_a\\_and\\_divestiture.ashx](https://www.mckinsey.com/~media/mckinsey/industries/semiconductors/our%20insights/winning%20through%20m%20and%20a%20deal%20making%20in%20the%20semiconductor%20sector/creating_value_through_m_and_a_and_divestiture.ashx)
- 65 YuuZoo Corporation Limited. (2015, February 16). YUUZOO ACQUIRES INFO-COMM ASIA HOLDINGS LTD (IAHGAMES) IN ALL SHARE DEAL. YUUZOO SHARES ISSUED AT S\$1, VALUES ENLARGED YUUZOO GROUP AT S\$680M. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=G0TWN2G0ZVHHC7PG&H=5fe8447dcdf97a1f72b594612163c8dfdc33983e159c95609957855b1b424ecc](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=G0TWN2G0ZVHHC7PG&H=5fe8447dcdf97a1f72b594612163c8dfdc33983e159c95609957855b1b424ecc)
- 66 Infocomm Asia Holdings Pte Ltd. (n.d.). IAHGames. Retrieved from <https://www.iahgames.com/>

- 67 Yeo, G. (2016, January 25). YuuZoo Corp clarifies 30% stake acquisition in IAH. *The Edge Singapore*. Retrieved from <https://www.theedgesingapore.com/article/YuuZoo-corp-clarifies-30-stake-acquisition-iah>
- 68 YuuZoo Corporation Limited. (2015, February 16). YUUZOO ACQUIRES INFO-COMM ASIA HOLDINGS LTD (IAHGAMES) IN ALL SHARE DEAL. YUUZOO SHARES ISSUED AT S\$1, VALUES ENLARGED YUUZOO GROUP AT S\$680M. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=G0TWN2G0ZVHC7PG&H=5fe8447dcd97a1f72b594612163c8dfdc33983e159c95609957855b1b424ecc](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=G0TWN2G0ZVHC7PG&H=5fe8447dcd97a1f72b594612163c8dfdc33983e159c95609957855b1b424ecc)
- 69 Mak, Y. T. (2017, July 5). YuuZoo: More troubling issues. *Governance for Stakeholders*. Retrieved from <http://governanceforstakeholders.com/2017/07/06/YuuZoo-more-troubling-issues/>
- 70 YuuZoo Corporation Limited. (2015, February 16). YUUZOO ACQUIRES INFO-COMM ASIA HOLDINGS LTD (IAHGAMES) IN ALL SHARE DEAL. YUUZOO SHARES ISSUED AT S\$1, VALUES ENLARGED YUUZOO GROUP AT S\$680M. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=G0TWN2G0ZVHC7PG&H=5fe8447dcd97a1f72b594612163c8dfdc33983e159c95609957855b1b424ecc](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=G0TWN2G0ZVHC7PG&H=5fe8447dcd97a1f72b594612163c8dfdc33983e159c95609957855b1b424ecc)
- 71 Mak, Y. T. (2017, July 5). YuuZoo: More troubling issues. *Governance for Stakeholders*. Retrieved from <http://governanceforstakeholders.com/2017/07/06/YuuZoo-more-troubling-issues/>
- 72 YuuZoo Corporation Limited (2015, July 10). YuuZoo takes legal action to collect outstanding debt of S\$6.5 million. Retrieved September 26, 2017, from <http://infopub.sgx.com/FileOpen/20151070%20YuuZoo%20SGX%20ANNCMNT%20IAH.ashx?App=Announcement&FileID=359795>
- 73 YuuZoo Corporation Limited. (2015, December 31). Settlement of the legal disputes between YuuZoo and Infocomm Asia Holdings Ltd. Retrieved from [http://infopub.sgx.com/FileOpen/IAH\\_Settlement\\_Concise.ashx?App=Announcement&FileID=384296](http://infopub.sgx.com/FileOpen/IAH_Settlement_Concise.ashx?App=Announcement&FileID=384296)
- 74 Mak, Y. T. (2017, July 5). YuuZoo: More troubling issues. *Governance for Stakeholders*. Retrieved from <http://governanceforstakeholders.com/2017/07/06/YuuZoo-more-troubling-issues/>
- 75 YuuZoo Corporation Limited. (2017, June 21). Annual Report 2016. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470)

- <sup>76</sup> YuuZoo Corporation Limited. (2015, October 19). YUUZOO ACQUIRES STAKE IN MAJOR CHINESE FILM PRODUCTION COMPANY. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=2WDVYV87SDOYNJHY&H=3a186b0da72743b82cec66dc282ec288a11c9c56604352d360f1d5f83912f830](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=2WDVYV87SDOYNJHY&H=3a186b0da72743b82cec66dc282ec288a11c9c56604352d360f1d5f83912f830)
- <sup>77</sup> YuuZoo Corporation Limited. (2017, June 21). Annual Report 2016. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470)
- <sup>78</sup> YuuZoo Corporation Limited. (2015, October 19). YUUZOO ACQUIRES STAKE IN MAJOR CHINESE FILM PRODUCTION COMPANY. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=2WDVYV87SDOYNJHY&H=3a186b0da72743b82cec66dc282ec288a11c9c56604352d360f1d5f83912f830](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=2WDVYV87SDOYNJHY&H=3a186b0da72743b82cec66dc282ec288a11c9c56604352d360f1d5f83912f830)
- <sup>79</sup> YuuZoo Corporation Limited. (2017, June 21). Annual Report 2016. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470)
- <sup>80</sup> YuuZoo Corporation Limited. (2016, October 30). PROPOSED EQUITY INVESTMENT IN RELATIVITY HOLDINGS LLC, AN INDEPENDENT MOVIE STUDIO AND ENTERTAINMENT GROUP. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=78BG33DD9Y82NDB2&H=125842b800fdf85a974ba8db36a21bdc138f0bf58628e1b232a1c0c2c1a98866](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=78BG33DD9Y82NDB2&H=125842b800fdf85a974ba8db36a21bdc138f0bf58628e1b232a1c0c2c1a98866)
- <sup>81</sup> YuuZoo Corporation Limited. (2016, November 25). Equity investment in Relativity Holdings Media LLC, an independent movie studio and entertainment group. Retrieved from [http://infopub.sgx.com/FileOpen/YuuZoo\\_Announcement\\_revised.ashx?App=Announcement&FileID=430741](http://infopub.sgx.com/FileOpen/YuuZoo_Announcement_revised.ashx?App=Announcement&FileID=430741)
- <sup>82</sup> YuuZoo Corporation Limited. (2017, February 28). CANCELLATION OF EQUITY INVESTMENT IN RELATIVITY HOLDINGS LLC. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=H9J6KO39FG6UPOMB&H=b83d546377ed50e43046eda172410330a001e418de03ea586d2b4487999693f0](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=H9J6KO39FG6UPOMB&H=b83d546377ed50e43046eda172410330a001e418de03ea586d2b4487999693f0)
- <sup>83</sup> Mak, Y. T. (2017, July 5). YuuZoo: More troubling issues. *Governance for Stakeholders*. Retrieved from <http://governanceforstakeholders.com/2017/07/06/YuuZoo-more-troubling-issues/>

- 84 YuuZoo Corporation Limited. (2017, June 21). Annual Report 2016. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470)
- 85 *Ibid.*
- 86 YuuZoo Corporation Limited. (2015, May 13). Annual Report 2014. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=8V8L6KL99M57PO62&H=202befd619043c27bed6f391e083b8e07c12c1d827721c2872a05c2d3fc00376](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=8V8L6KL99M57PO62&H=202befd619043c27bed6f391e083b8e07c12c1d827721c2872a05c2d3fc00376)
- 87 YuuZoo Corporation Limited. (2016, May 12). Annual Report 2015. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=C13WUDN89H3FYDCF&H=73682a019623e7cc8c384fafab20861686f5143cb5dcf842ae277478771c8404](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=C13WUDN89H3FYDCF&H=73682a019623e7cc8c384fafab20861686f5143cb5dcf842ae277478771c8404)
- 88 In Singapore, the term “interested person transactions” is used instead of “related party transactions” under the listing rules.
- 89 *Ibid.*
- 90 YuuZoo Corporation Limited. (2016, May 12). Annual Report 2015. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=C13WUDN89H3FYDCF&H=73682a019623e7cc8c384fafab20861686f5143cb5dcf842ae277478771c8404](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=C13WUDN89H3FYDCF&H=73682a019623e7cc8c384fafab20861686f5143cb5dcf842ae277478771c8404)
- 91 YuuZoo Corporation Limited. (2017, June 21). Annual Report 2016. Retrieved from [http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470](http://infopub.sgx.com/SitePages/CorpAnnouncementDetails.aspx?A=COW_CorpAnnouncement_Content&B=AnnouncementLast1stYear&F=0HF6VIWP5QW7Z3AC&H=8048423ed6d0e8f5677046a20426b8b4b80ec3f217c47c09a57602d5a7a7a470)
- 92 *Ibid.*
- 93 YuuZoo Corporation Limited. (2017, July 28). Response to queries from Singapore Exchange Securities Trading Limited regarding YuuZoo’s FY2016 annual report and appendix published by the company on 21 June 2017. Retrieved from [http://infopub.sgx.com/Apps?A=COW\\_CorpAnnouncement\\_Content&B=Announcement-Last1stYear&F=CKEOIZL6YHWMBK36&H=6307bff359512b4a0412846ac9b9b7613a486540e1e3acb562defd81ec5c6459](http://infopub.sgx.com/Apps?A=COW_CorpAnnouncement_Content&B=Announcement-Last1stYear&F=CKEOIZL6YHWMBK36&H=6307bff359512b4a0412846ac9b9b7613a486540e1e3acb562defd81ec5c6459)

- <sup>94</sup> YuuZoo Corporation Limited. (2017, August 15). YuuZoo delivers resilient Q2 results, underpinned by strong Eastern European sales. Retrieved from [http://infopub.sgx.com/FileOpen/YuuZoo%20Q2%20Earnings%20Press%20Release\\_FINAL.ashx?App=Announcement&FileID=467323](http://infopub.sgx.com/FileOpen/YuuZoo%20Q2%20Earnings%20Press%20Release_FINAL.ashx?App=Announcement&FileID=467323)
- <sup>95</sup> YuuZoo Corporation Limited. (2017, September 25). Response to queries from Singapore Exchange Securites Trading Limited. Retrieved from [http://infopub.sgx.com/FileOpen/Queries\\_Q1Q2.ashx?App=Announcement&FileID=471726](http://infopub.sgx.com/FileOpen/Queries_Q1Q2.ashx?App=Announcement&FileID=471726)
- <sup>96</sup> Mak, Y. T. (2017, October 5). Are things improving at YuuZoo or is it more of the same with no real change?. *Governance for Stakeholders*. Retrieved from <http://governanceforstakeholders.com/2017/10/05/are-things-improving-at-yuuzoo-or-is-it-more-of-the-same-with-no-real-change/>
- <sup>97</sup> YuuZoo Corporation Limited. (2017, September 25). Response to queries from Singapore Exchange Securites Trading Limited. Retrieved from [http://infopub.sgx.com/FileOpen/Queries\\_Q1Q2.ashx?App=Announcement&FileID=471726](http://infopub.sgx.com/FileOpen/Queries_Q1Q2.ashx?App=Announcement&FileID=471726)
- <sup>98</sup> Mak, Y. T. (2017, October 5). Are things improving at YuuZoo or is it more of the same with no real change?. *Governance for Stakeholders*. Retrieved from <http://governanceforstakeholders.com/2017/10/05/are-things-improving-at-yuuzoo-or-is-it-more-of-the-same-with-no-real-change/>
- <sup>99</sup> YuuZoo Corporation Limited. (2017, August 15). YuuZoo delivers resilient Q2 results, underpinned by strong Eastern European sales. Retrieved from [http://infopub.sgx.com/FileOpen/YuuZoo%20Q2%20Earnings%20Press%20Release\\_FINAL.ashx?App=Announcement&FileID=467323](http://infopub.sgx.com/FileOpen/YuuZoo%20Q2%20Earnings%20Press%20Release_FINAL.ashx?App=Announcement&FileID=467323)
- <sup>100</sup> Mak, Y. T. (2017, October 5). Are things improving at YuuZoo or is it more of the same with no real change?. *Governance for Stakeholders*. Retrieved from <http://governanceforstakeholders.com/2017/10/05/are-things-improving-at-yuuzoo-or-is-it-more-of-the-same-with-no-real-change/>
- <sup>101</sup> YuuZoo Corporation Limited. (2017, August 15). YuuZoo delivers resilient Q2 results, underpinned by strong Eastern European sales. Retrieved from [http://infopub.sgx.com/FileOpen/YuuZoo%20Q2%20Earnings%20Press%20Release\\_FINAL.ashx?App=Announcement&FileID=467323](http://infopub.sgx.com/FileOpen/YuuZoo%20Q2%20Earnings%20Press%20Release_FINAL.ashx?App=Announcement&FileID=467323)
- <sup>102</sup> Mak, Y. T. (2017, October 5). Are things improving at YuuZoo or is it more of the same with no real change?. *Governance for Stakeholders*. Retrieved from <http://governanceforstakeholders.com/2017/10/05/are-things-improving-at-yuuzoo-or-is-it-more-of-the-same-with-no-real-change/>
- <sup>103</sup> YuuZoo Corporation Limited. (2018, March 9). Response to queries from Singapore Exchange Securites Trading Limited. Retrieved from <http://infopub.sgx.com/FileOpen/YuuZoo%20-%20Response%20to%20SGX%20Queries%20-%20Att.ashx?App=Announcement&FileID=492376>

104 *Ibid.*

105 *Ibid.*

106 Mak, Y. T. (2018, March 20). YuuZoo: A company like no other. *Governance for Stakeholders*. Retrieved from <http://governanceforstakeholders.com/2018/03/20/yuuzoo-a-company-like-no-other-2/>

107 *Ibid.*

108 *Ibid.*

109 YuuZoo Corporation Limited. (2017, July 17). Announcement in relation to recent articles in Business Times. Retrieved from [http://infopub.sgx.com/FileOpen/17017\\_YuuZoo\\_final\\_announcement\\_SGXNET\\_429AM.ashx?App=Announcement&FileID=461681](http://infopub.sgx.com/FileOpen/17017_YuuZoo_final_announcement_SGXNET_429AM.ashx?App=Announcement&FileID=461681)

110 YuuZoo Corporation Limited. (2017, October 19). Appointment of independent reviewer. Retrieved from [http://infopub.sgx.com/FileOpen/YZ\\_IR.ashx?App=Announcement&FileID=474630](http://infopub.sgx.com/FileOpen/YZ_IR.ashx?App=Announcement&FileID=474630)

111 Singapore Exchange Limited. (2018, March 5). YuuZoo Corporation Ltd (“the Company”) Notice of Compliance (“the Notice”). Retrieved from <http://infopub.sgx.com/FileOpen/Notice%20of%20Compliance.ashx?App=Announcement&FileID=491585>

112 *Ibid.*

113 Mak, Y. T. (2018, March 20). YuuZoo: A company like no other. *Governance for Stakeholders*. Retrieved from <http://governanceforstakeholders.com/2018/03/20/yuuzoo-a-company-like-no-other-2/>

114 Singapore Exchange Limited. (2018, March 5). YuuZoo Corporation Ltd (“the Company”) Notice of Compliance (“the Notice”). Retrieved from <http://infopub.sgx.com/FileOpen/Notice%20of%20Compliance.ashx?App=Announcement&FileID=491585>

115 *Ibid.*

116 YuuZoo Corporation Limited. (2018, March 19). Singapore Exchange Regulation Pte Ltd suspends trading in the shares of YuuZoo Corporation Limited. Retrieved from [http://infopub.sgx.com/Apps?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast6Months&F=5A80LZJP5YKUP5HZ&H=02cad6d701476e4867c5d050f3a79ce246fb6ec0c9fa2dedbf96c6319ec3517d](http://infopub.sgx.com/Apps?A=COW_CorpAnnouncement_Content&B=AnnouncementLast6Months&F=5A80LZJP5YKUP5HZ&H=02cad6d701476e4867c5d050f3a79ce246fb6ec0c9fa2dedbf96c6319ec3517d)



- 117 YuuZoo Corporation Limited. (2018, March 22). Response to the Notice of Compliance issued by the Singapore Exchange Securities Trading Limited to YuuZoo Corporation Limited. Retrieved from [http://infopub.sgx.com/FileOpen/YZ%20-%20Annt%20-%20Response%20to%20Notice%20of%20Compliance\\_Final%20-%20Att%20-%20Final.ashx?App=Announcement&FileID=493743](http://infopub.sgx.com/FileOpen/YZ%20-%20Annt%20-%20Response%20to%20Notice%20of%20Compliance_Final%20-%20Att%20-%20Final.ashx?App=Announcement&FileID=493743)
- 118 YuuZoo Corporation Limited. (2018, March 28). Announcement in relation to regulatory actions by SGX and/or other authorities. Retrieved from [http://infopub.sgx.com/Apps?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast6Months&F=WLIQOACB63EVYEMG&H=efb318421f27a56c342fac55ba62c76bd52b3314b6acd35c7909cd38a7323ef](http://infopub.sgx.com/Apps?A=COW_CorpAnnouncement_Content&B=AnnouncementLast6Months&F=WLIQOACB63EVYEMG&H=efb318421f27a56c342fac55ba62c76bd52b3314b6acd35c7909cd38a7323ef)
- 119 YuuZoo Corporation Limited. (2018, May 22). Announcement in relation to the NOC by the SGX-ST on 5th March 2018. Retrieved from <http://infopub.sgx.com/FileOpen/Yuuzoo%20-%20Annt%20-%20Announcement%20relating%20to%20NOC%205th%20March%20-%20Att.ashx?App=Announcement&FileID=506943>
- 120 Singapore Exchange Limited. (2018, April 2). YuuZoo Corporation Ltd ("the Company") Notice of Compliance ("the Notice"). Retrieved from <http://infopub.sgx.com/FileOpen/Notice%20of%20Compliance.ashx?App=Announcement&FileID=495473>
- 121 YuuZoo Corporation Limited. (2018, April 2). Regulatory Actions by SGX: SGX's Referral to Relevant Authorities. Retrieved from [http://infopub.sgx.com/Apps?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast6Months&F=5VYQZHGU75479B&H=79166e41f32e258fd8f6b81499e372561940208f2707ba97e64d6d0be2477376](http://infopub.sgx.com/Apps?A=COW_CorpAnnouncement_Content&B=AnnouncementLast6Months&F=5VYQZHGU75479B&H=79166e41f32e258fd8f6b81499e372561940208f2707ba97e64d6d0be2477376)
- 122 YuuZoo Corporation Limited. (2018, April 3). Order to company for provision of information and documents. Retrieved from <http://infopub.sgx.com/FileOpen/YuuZoo%20-%20Announcement%20-%20Final%20-%20Att.ashx?App=Announcement&FileID=495826>
- 123 YuuZoo Corporation Limited. (2018, April 5). Order to company for provision of information and documents. Retrieved from <http://infopub.sgx.com/FileOpen/YuuZoo%20-%20Announcement%20-Final.ashx?App=Announcement&FileID=496373>
- 124 YuuZoo Corporation Limited. (2018, May 22). Former YuuZoo director provides bond to report back to CAD to assist in investigation. Retrieved from <http://infopub.sgx.com/FileOpen/Yuuzoo%20-%20Annt%20-%20Former%20YZ%20dir%20provides%20bond%20to%20report%20back%20to%20CAD%20-%20Att.ashx?App=Announcement&FileID=506946>

- <sup>125</sup> YuuZoo Corporation Limited. (2018, May 22). YuuZoo franchisees outperform expected usual growth by over 7,000%, and significantly exceed budgeted financial numbers Retrieved from <http://infopub.sgx.com/FileOpen/YuuZoo%20-%20Press%20Release%20-%20Franchisees%20show%20strong%20performance%20in%202017%20-%20Att.ashx?App=Announcement&FileID=493836>
- <sup>126</sup> YuuZoo Corporation Limited. (2018, April 17). YuuZoo and its franchisees have launch YuuHalal, Singapore's and SouthEast Asia's first Social Commerce Halal Lifestyle App. Retrieved from <http://infopub.sgx.com/FileOpen/YuuZoo%20-%20Annt%20-%20YuuHalal%20PR%20-%20FINAL-ATT.ashx?App=Announcement&FileID=499453>
- <sup>127</sup> *Ibid.*
- <sup>128</sup> YuuZoo Corporation Limited. (2018, July 4). Appointment of independent director (Mr Lee Sien Liang, Joseph) . Retrieved from [http://infopub.sgx.com/Apps?A=COW\\_CorpAnnouncement\\_Content&B=AnnouncementLast3Months&F=GQJVTEBN9EDGR1EL&H=b1afa8e10de0e67b929ff4412603a9a3238aae8ee5d311845dfcc2e3ac6c7e24](http://infopub.sgx.com/Apps?A=COW_CorpAnnouncement_Content&B=AnnouncementLast3Months&F=GQJVTEBN9EDGR1EL&H=b1afa8e10de0e67b929ff4412603a9a3238aae8ee5d311845dfcc2e3ac6c7e24)
- <sup>129</sup> YuuZoo Corporation Limited. (2018, August 2). Application for an extension of time to hold AGM for the financial year ended 31 December 2017. Retrieved from <http://infopub.sgx.com/FileOpen/YuuZoo%20-%20Announcement%20-%20Extension%20of%20Time%20-%20Final%20-%20Att.ashx?App=Announcement&FileID=518923>
- <sup>130</sup> YuuZoo Corporation Limited. (2018, August 13). Change in corporate information: The proposed restructuring: Completion of the continuation into BVI. Retrieved from <http://infopub.sgx.com/FileOpen/THE%20PROPOSED%20RESTRUCTURING%20COMPLETION%20OF%20THE%20CONTINUATION%20INTO%20BVI.ashx?App=Announcement&FileID=521373>
- <sup>131</sup> YuuZoo Corporation Limited. (2018, August 13). Profit guidance for the full year results ended 31 December 2017. Retrieved from <http://infopub.sgx.com/FileOpen/YuuZoo%20-%20Announcement%20-%20Profit%20Guidance.ashx?App=Announcement&FileID=521376>
- <sup>132</sup> YuuZoo Corporation Limited. (2018, August 13). Waiver: Application for an extension of time to announce 2Q financial statements ended 30 June 2018. Retrieved from <http://infopub.sgx.com/FileOpen/YuuZoo%20-%20Extension%20of%20Time%202Q%20-%20Announcement.ashx?App=Announcement&FileID=521377>