

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

### 5.1 PROMOTERS AND/OR SUBSTANTIAL SHAREHOLDERS

#### 5.1.1 Particulars and shareholdings

The details of our Promoters and Substantial Shareholders and their respective shareholdings in our Company before and after our IPO are as follows:

Name	Nationality/ Place of Incorporation	After the Pre-IPO Acquisition but before our IPO		After our IPO		Assuming full exercise of the ESOS Options granted in conjunction with our Listing		
		Direct	No. of Shares ( <sup>(1)</sup> %)	Indirect	No. of Shares ( <sup>(1)</sup> %)	Direct	No. of Shares ( <sup>(2)</sup> %)	Indirect
		No. of Shares ( <sup>(1)</sup> %)	No. of Shares ( <sup>(1)</sup> %)	No. of Shares ( <sup>(1)</sup> %)	No. of Shares ( <sup>(2)</sup> %)	No. of Shares ( <sup>(2)</sup> %)	No. of Shares ( <sup>(3)</sup> %)	No. of Shares ( <sup>(3)</sup> %)
<b><u>Promoters and Substantial Shareholders</u></b>		( <sup>(1)</sup> 000)	( <sup>(1)</sup> 000)	( <sup>(1)</sup> 000)	( <sup>(2)</sup> 000)	( <sup>(2)</sup> 000)	( <sup>(3)</sup> 000)	( <sup>(3)</sup> 000)
Nicole Lim	Malaysian	-	-	882,000 <sup>(4)</sup>	100.0	-	737,000 <sup>(4)</sup>	65.2
Jordan Tan	Malaysian	-	-	882,000 <sup>(4)</sup>	100.0	-	737,000 <sup>(4)</sup>	65.2
<b><u>Substantial Shareholder</u></b>								
Empire 11	Malaysia	882,000	100.0	-	737,000 <sup>(6)</sup>	67.0	-	-

#### Notes:

- (1) Based on the enlarged issued Shares after the Pre-IPO Acquisition but before our IPO of 882,000,000.
- (2) Based on the enlarged issued Shares upon our Listing of 1,100,000,000.
- (3) Based on the enlarged issued Shares upon our Listing and assuming full exercise of the ESOS Options granted to the LTIP Eligible Persons in conjunction with our Listing of 1,129,550,000.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

- (4)

Deemed interested by virtue of his/her shareholding in Empire 11 pursuant to Section 8(4) of the Act.
- (5)

Assuming the entire ESOS Options granted to the LTIP Eligible Persons in conjunction with our Listing of 29,550,000 are fully vested and exercised upon our Listing.
- (6)

After the Offer for Sale.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

The Shares held by our Promoters and our Substantial Shareholders do not have different voting rights from our other shareholders.

Save as disclosed above, there are no other persons who is able to, directly or indirectly, jointly or severally, exercise control over our Company.

As at the LPD, there is no arrangement between our Company and our Promoters and our Substantial Shareholders, with any third party of which may result in a change in control of our Company at a date subsequent to our IPO and our Listing.

### 5.1.2 Profiles of our Promoters and/or Substantial Shareholders

#### (i) Nicole Lim as Promoter and Substantial Shareholder

Nicole Lim, a Malaysian aged 35, is our Promoter, Substantial Shareholder, Non-Independent Executive Director and CEO. She was appointed to our Board in September 2023.

Nicole Lim completed her secondary education at Sekolah Menengah Kebangsaan Sultan Abdul Aziz, Teluk Intan, Perak in 2007. Upon completing her secondary education, she enrolled in Kolej Tunku Abdul Rahman, Kampar branch (now known as Universiti Pengurusan dan Teknologi Tunku Abdul Rahman) in Perak to pursue a Certificate in Business Studies (Business Administration) in 2008. Nicole Lim withdrew from her course in 2009 to establish her first entrepreneurial venture together with Jordan Tan through a partnership, a registered business known as BB Little Kitchen, a food and beverage café located in close proximity to her college in Kampar, Perak in December 2009. This marked the beginning of her journey in entrepreneurship, business ownership and operational management.

In November 2010, Nicole Lim and Jordan Tan saw the opportunity to venture into the business of grab-and-go sushi and set up a partnership under *Empire Sushi* to undertake such business on a consignment basis. They subsequently decided to cease and close down BB Little Kitchen in Kampar in May 2011 and ventured into another business partnership of selling sizzling hotplate Japanese food in Kuala Lumpur through Empire Successfully which was set up by Nicole Lim and Jordan Tan in July 2011.

In July 2013, Nicole Lim and Jordan Tan decided to close down Empire Successfully to focus on the business of *Empire Sushi*. Following the growth of the business of *Empire Sushi*, Nicole Lim and Jordan Tan incorporated Empire Sushi Group Sdn Bhd in December 2013 to own and operate sushi outlets under the *Empire Sushi* brand. *Empire Sushi* ceased operations in April 2015.

In January 2020, Empire Sushi was incorporated by Nicole Lim and Jordan Tan to assume all the business operations from Empire Sushi Group Sdn Bhd. Empire Sushi Group Sdn Bhd ceased operations and was placed under members' voluntary winding-up in March 2025.

In her capacity as CEO, Nicole Lim is primarily responsible for the overall strategic direction and strategy development of our Group, and she has led and grown our Group's business over the years with 132 outlets as at the LPD. She played a pivotal role in formulating the strategic direction of our Group, which includes corporate planning, branding and marketing initiatives, and her contributions have been instrumental in driving the growth and market presence of our Group.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

Her notable achievements include being awarded Young Entrepreneur of the Year of the Star Outstanding Business Awards (SOBA) in 2018, 2020 and 2023, respectively, by Star Media Group, SME Woman Entrepreneur Award of the SME Malaysia Platinum Business Award 2019 by Star Media Group, Top 10 Finalist of the Creative Young Entrepreneur Award 2019 by Junior Chamber International (JCI) Malaysia, Winner of the JCI Creative Young Entrepreneur Award 2020 by Junior Chamber International (JCI) Malaysia, Honoree for Business, Economic and/or Entrepreneurial Accomplishment of the JCI Ten Outstanding Young Malaysians Award 2021 by Junior Chamber International (JCI) Malaysia and Entrepreneur of the Year of the EY Emerging Entrepreneur of the Year 2022 Malaysia by Ernst & Young.

Nicole Lim is the spouse of Jordan Tan, who is our Non-Independent Executive Director and COO and the sibling of Lim Chung Liang, who is our CFO.

### (ii) Jordan Tan as Promoter and Substantial Shareholder

Jordan Tan, a Malaysian aged 43, is our Promoter, Substantial Shareholder, Non-Independent Executive Director and COO.

He was appointed to our Board in September 2023. Jordan Tan completed his secondary education at Sekolah Menengah Kebangsaan Desa Perdana, Kuala Lumpur in 1999. Upon completing his secondary education, he worked for a company that operates grab-and-go sushi counters in supermarkets and he was based at one of such counters in a supermarket in Kuala Lumpur from 2000 to 2003, supporting daily kitchen operations where he gained valuable insights into the daily operations of a grab-and-go sushi outlet. Between 2003 and 2006 after leaving the said job, Jordan Tan worked as a sales and marketing person for two other companies in the Klang Valley that were in the business of distributing mobile phone accessories and kitchen appliances.

In March 2006, Jordan Tan decided to embark on his first business venture with his partner where they set up the business of Sushi Terminal, a grab-and-go sushi kiosk. He later met Nicole Lim in 2009 and together they set up and registered a business known as BB Little Kitchen, a food and beverage café located in Kampar in December 2009.

In November 2010, Jordan Tan and Nicole Lim saw the opportunity to venture into the business of grab-and-go sushi and set up a partnership under *Empire Sushi* to undertake such business on a consignment basis. They subsequently decided to cease and close down BB Little Kitchen in Kampar, Perak in May 2011 and ventured into another business partnership of selling sizzling hotplate Japanese food in Kuala Lumpur through Empire Successfully, which was set up by Jordan Tan and Nicole Lim in July 2011.

In July 2013, Jordan Tan and Nicole Lim decided to close down Empire Successfully and in 2014, Jordan Tan also withdrew from the business partnership in Sushi Terminal to focus on the business of *Empire Sushi*. Following the growth of the business of *Empire Sushi*, Jordan Tan and Nicole Lim incorporated Empire Sushi Group Sdn Bhd in December 2013 to own and operate sushi outlets under the *Empire Sushi* brand. *Empire Sushi* ceased operations in April 2015.

In January 2020, Empire Sushi was incorporated by Jordan Tan and Nicole Lim to assume the business operations from Empire Sushi Group Sdn Bhd.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

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Empire Sushi Group Sdn Bhd ceased operations and was placed under members' voluntary winding-up in March 2025.

Jordan Tan has approximately 22 years in the F&B industry, including approximately 19 years in sushi outlet operations. In his capacity as Non-Independent Executive Director and COO, he is primarily responsible for overseeing overall outlet operations, developing and enhancing the menus which includes exploring diverse ingredient combinations and preparation techniques, with a focus on incorporating local flavour profiles to create appealing new and enhanced menu items.

Jordan Tan is the spouse of Nicole Lim, who is our Non-Independent Executive Director and CEO and the brother-in-law of Lim Chung Liang, who is our CFO.

### (iii) **Empire 11 as our Substantial Shareholder**

Empire 11 was incorporated in Malaysia under the Act on 13 December 2018 as a private limited company under the name of Hero Holdings Sdn Bhd and subsequently changed its name to Empire 11 Group Sdn Bhd on 10 August 2022.

As at the LPD, Empire 11's principal activity is investment holding.

As at the LPD, the total issued share capital of Empire 11 is RM2 comprising 2 ordinary shares in Empire 11, with Nicole Lim and Jordan Tan each holding 1 ordinary share. As at the LPD, Nicole Lim and Jordan Tan are the directors of Empire 11.

Please refer to Section 5.1.1 of this Prospectus for details of Empire 11's shareholding (before and after our IPO) in our Company.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

### 5.1.3 Changes in our Promoters' and/or Substantial Shareholders' shareholdings in our Company

The following tables set out the changes in our Promoters' and/or Substantial Shareholders' shareholdings in our Company during the past 3 years up to the LPD:

Name	As at 31 March 2023 <sup>(1)</sup>			As at 31 March 2024		
	Direct		Indirect	Direct		Indirect
	No. of Shares	%	No. of Shares	No. of Shares	%	No. of Shares
<b>Promoters and Substantial Shareholders</b>						
Nicole Lim	-	-	-	1	50.0	-
Jordan Tan	-	-	-	1	50.0	-
<b>Substantial Shareholder</b>						
Empire 11	-	-	-	-	-	-

**Note:**

<sup>(1)</sup> Our Company was incorporated on 25 September 2023.

# 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

Name	As at 31 March 2025			After the Pre-IPO Acquisition		
	Direct		Indirect	Direct		Indirect
	No. of Shares	%	No. of Shares	%	No. of Shares	(1)%
<b><u>Promoters and Substantial Shareholders</u></b>						
Nicole Lim	1	50.0	-	-	-	100.0 <sup>(2)</sup>
Jordan Tan	1	50.0	-	-	-	100.0 <sup>(2)</sup>
<b><u>Substantial Shareholder</u></b>						
Empire 11	-	-	-	-	882,000	100.0
					-	-

## Notes:

- (1) Based on our enlarged issued Shares after the Pre-IPO Acquisition but before our IPO of 882,000,000.
- (2) Deemed interested by virtue of his/her shareholding in Empire 11 pursuant to Section 8(4) of the Act.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### 5.1.4 Amounts/Benefits paid/given or intended to be paid/given to our Promoters and our Substantial Shareholders

Save for the dividends paid to Nicole Lim and Jordan Tan as disclosed below and the remuneration and material benefits-in-kind paid or proposed to be paid to our Directors who are also our Promoters and Substantial Shareholders as disclosed in Section 5.2.4 of this Prospectus, there is no amount and benefit that has been or is intended to be paid or given to our Promoters and our Substantial Shareholders within the 2 years preceding the date of this Prospectus and up to the LPD.

In respect of the FYE 31 March 2025, Empire Sushi has declared and paid dividend in aggregate of RM37.0 million, comprising an interim dividend of RM22.0 million and a final dividend of RM15.0 million. In respect of the FYE 31 March 2026, Empire Sushi has declared and paid an interim dividend of RM15.0 million. The amount of dividends declared and paid to our Promoters and Substantial Shareholders are as tabulated below:

Substantial Shareholders	Entitlement date / Payment date		
	1 May 2024 / 16 December 2024	30 July 2025 / 8 August 2025	22 August 2025 / 1 September 2025
	RM'000	RM'000	RM'000
Nicole Lim	11,000	7,500	7,500
Jordan Tan	11,000	7,500	7,500
<b>Total</b>	<b>22,000</b>	<b>15,000</b>	<b>15,000</b>

Further, Empire Sushi proposes to declare a further interim dividend for the FYE 31 March 2026 of RM12.0 million which is intended to be paid prior to the submission of confirmation of registration of this Prospectus to the SC.



## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

### 5.2 BOARD OF DIRECTORS

#### 5.2.1 Particulars and shareholdings

The details of our Directors and their respective shareholding in our Company before and after our IPO are as follows:

Directors	Designation	Before our IPO			After our IPO			Assuming full exercise of the ESOS Options granted in conjunction with our Listing		
		Direct	(1)%	Indirect	Direct	(2)%	Indirect	Direct	(6)%	Indirect
		No. of Shares ('000)		No. of Shares ('000)	No. of Shares ('000)		No. of Shares ('000)	No. of Shares	(6)%	No. of Shares
Rohaiza Binti Mohamed Basir	Independent Non-Executive Chairperson	-	-	-	-	*	-	200 <sup>(4)</sup>	*	-
Nicole Lim	Non-Independent Executive Director and CEO	-	-	882,000 <sup>(3)</sup>	-	-	737,000 <sup>(3)</sup>	3,000 <sup>(5)</sup>	0.3 <sup>(6)</sup>	737,000 <sup>(3)</sup>
Jordan Tan	Non-Independent Executive Director and COO	-	-	882,000 <sup>(3)</sup>	-	-	737,000 <sup>(3)</sup>	3,000 <sup>(5)</sup>	0.3 <sup>(6)</sup>	737,000 <sup>(3)</sup>

# 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

Directors	Designation	Before our IPO			After our IPO			Assuming full exercise of the ESOS Options granted in conjunction with our Listing		
		Direct		Indirect	Direct		Indirect	Direct		Indirect
		No. of Shares ('000)	(1)%	No. of Shares ('000)	(2)%	No. of Shares ('000)	(2)%	No. of Shares	(6)%	No. of Shares
Syed Razif Al-Idid B. Syed Sidi Al-Idid	Independent Non-Executive Director	-	-	-	-	-	-	-	-	-
Datuk Khairul Idham Ismail	Independent Non-Executive Director	-	-	-	-	-	-	-	-	-
Elaine Law Soh Ying	Independent Non-Executive Director	-	-	-	-	-	-	-	-	-

## Notes:

- \* Negligible
- (1) Based on the enlarged issued Shares after the Pre-IPO Restructuring but before our IPO of 882,000,000.
- (2) Based on the enlarged issued Shares upon our Listing of 1,100,000,000.
- (3) Deemed interested by virtue of his/her shareholding in Empire 11 pursuant to Section 8(4) of the Act.
- (4) Assuming he/she fully subscribes his/her entitlement under the Pink Form Allocation.
- (5) Assuming he/she fully exercised his/her ESOS Options granted to him/her under the LTIP in conjunction with our Listing.
- (6) Based on the enlarged issued Shares of 1,129,550,000 assuming full exercise of 29,550,000 ESOS Options granted in conjunction with our Listing.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### 5.2.2 Profiles of our Directors

Save for the profiles of Nicole Lim and Jordan as set out in Section 5.1.2 of this Prospectus, the profiles of our other Directors are as follows:

#### (i) **Rohaiza Binti Mohamed Basir**

Rohaiza Binti Mohamed Basir, a Malaysian aged 57, is our Independent Non-Executive Chairperson. She was appointed to our Board on 25 August 2025. She graduated with a degree in Bachelor of Law from Universiti Malaya in 1990.

After completion of her degree, she commenced her pupillage with Messrs Rashid & Lee (currently known as Messrs Shahrizat Rashid & Lee), a law firm, in May 1990 and upon completion of her pupillage, she was admitted as Advocate and Solicitor of the High Court of Malaya in March 1991.

Upon her admission, she commenced her legal career with Messrs Rashid & Lee as a legal associate from March 1991 to May 1992, where she was involved in corporate and conveyancing matters with a focus on unit trust fund, banking documentation and corporate finance. She then joined Messrs Allen & Gledhill (currently known as Messrs Lee Hishammudin Allen & Gledhill), a law firm, as a legal associate from May 1992 to January 1994 where she was primarily involved in corporate and conveyancing matters, including advising on joint venture projects and setting up of business in Malaysia. She then took a break from February 1994 to January 2010 to start her family. In February 2010, she joined Messrs Azwar & Associates, a law firm, as a Senior Equity Partner where she co-manage the administrative functions of the firm and she was also involved in conveyancing matters. She retired from the partnership of Messrs Azwar & Associates in March 2025.

She is a member of the Malaysian Bar since 1991 and an audit committee member of the Institute of Internal Auditors Malaysia since May 2023. She is also an independent non-executive director for several companies, namely Tong Herr Resources Berhad, a company listed on the Main Market of Bursa Securities, principally involved in the business of manufacturing and sale of stainless steel fasteners including nuts, bolts, screws and all other threaded items and manufacture of aluminum extrusion and its related products; Poh Kong Holdings Berhad, a company listed on the Main Market of Bursa Securities, principally involved in the business of manufacturers, suppliers, distributors, importers and exporters, agents, merchants of and dealers in (either by wholesale or retail) articles, objects and merchandise in the form of gold, silver, bronze, platinum; and U Mobile Holdings Berhad, an unlisted public company principally involved in the business of mobile telecommunications.

#### (ii) **Syed Razif Al-Idid B. Syed Sidi Al-Idid**

Syed Razif Al-Idid B. Syed Sidi Al-Idid, a Malaysian age 55, is our Independent Non-Executive Director. He was appointed to our Board on 25 August 2025.

He graduated with a Bachelor of Science in Economics with Statistics from University of Bristol, United Kingdom in June 1993. He was admitted as an Associate of The Institute of Chartered Accountants in England and Wales in September 1997 and then to Fellow in July 2012. He was admitted as a member of the Malaysian Institute of Accountants since April 1999.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

Upon graduation, he joined KPMG London, United Kingdom in August 1993 as Trainee Chartered Accountant. During his tenure at KPMG London, he was involved in conducting audits on clients within the financial sector. In December 1997, he left KPMG London as Assistant Manager and returned to Malaysia.

In the same month, he joined Smith Zain Securities Sdn Bhd, which was then under Merrill Lynch International, as Industry Analyst, where he wrote buy or sell recommendations on listed stocks relating to the telecommunication, oil and gas, and technology sectors in Malaysia. In June 2000, he left Smith Zain Securities Sdn Bhd and moved to Singapore to join ING Barings Securities (Singapore) Pte Ltd as a Regional Telecommunications Analyst in the Equities Research Department where he was responsible for conducting research and analysis for the telecommunication sector and was involved in the IPO exercise of a major telecommunication company in Malaysia.

In September 2004, he left ING Barings Securities (Singapore) Pte Ltd and joined UBS AG, Singapore Branch as director of the Equities Research Department where he was involved in conducting research and analysis, developing forecast earnings and compiling research reports for clients as well as involved in the IPO exercise of a major telecommunication company in Singapore. In January 2007, he was redesignated to Client Advisor of UBS AG, Singapore Branch where he was responsible for managing wealth portfolios and offshore banking services for ultra-high net worth clients. He resigned in April 2009 from UBS AG, Singapore Branch and joined Credit Suisse Group as Senior Private Banker and was responsible for managing the wealth portfolio and offshore banking services for clients. In September 2010, he resigned from Credit Suisse Group and joined Coutts & Co Ltd as director where he was in-charge of managing a team of private bankers covering the Malaysian market.

In April 2013, he left Coutts & Co Ltd and returned to UBS AG, Singapore Branch as Client Advisor of the Wealth Management Division where he was responsible for managing the assets and investments of ultra-high net worth clients until October 2017. In November 2017, he joined CIMB Bank Berhad as Head of Private Banking in Singapore where he was in-charge of managing CIMB's private banking business in Singapore. In October 2022, he was redesignated to Head of Private Banking Sales where he led teams of private bankers covering the Southeast Asian markets until July 2023.

In August 2023, he joined Bank of Singapore, a subsidiary of OCBC Bank, as Managing Director where he heads a team of private bankers covering the Southeast Asian markets with focus on the Malaysian market. He retired from Bank of Singapore in June 2025.

He is an Independent Non-Executive Director and the Chairperson of the Audit and Risk Management Committee of Ocean Fresh Berhad, a company listed on the ACE Market of Bursa Securities, principally involved in the processing and trading of frozen seafood products and provision of frozen seafood processing services. He is also a director of a private limited company in Singapore, details of which are set out in Section 5.2.3(iv) of this Prospectus.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### (iii) **Datuk Khairul Idham bin Ismail**

Datuk Khairul Idham bin Ismail, a Malaysian aged 49, is our Independent Non-Executive Director. He was appointed to our Board on 25 August 2025. He graduated with a degree in Bachelor of Laws from Kings College London in 1998.

After completion of his degree, he commenced his pupillage with Messrs David Chong & Co, a law firm, in November 1999 and upon completion of his pupillage, he was admitted as an Advocate and Solicitor of the High Court of Malaya in September 2000.

Upon his admission, he commenced his legal career with Messrs David Chong & Co as a legal associate from October 2000 to December 2002, where he was involved in corporate and commercial matters. In January 2003, he joined the corporate secretarial and legal department of Malaysia Mining Corporation Berhad (later known as MMC Corporation Berhad), a company which was listed on the Main Market of Bursa Securities prior to its delisting in December 2021, as a legal executive and was subsequently promoted to senior legal executive in January 2005. During his employment with MMC Corporation Berhad, he obtained his company secretary licence and was primarily involved in corporate secretarial, legal and regulatory compliance matters.

He left MMC Corporation Berhad in May 2006 to join Messrs. Naqiz & Partners as a senior associate in June 2006. He was subsequently promoted to Partner in January 2008 and to Managing Partner in January 2015. His areas of practice include all corporate and commercial matters (including corporate restructuring, public-private partnership and privatisation), capital markets, private equity and fund management, Islamic banking and finance, construction and real estate transactions, infrastructure and projects and intellectual property.

He is a member of the Malaysian Bar since 2000 and an office bearer of Koperasi Dinar Berhad (a co-operative body established under the Co-operative Societies Act 1993) since May 2024.

He is an independent non-executive chairman for Niche Capital Emas Holdings Berhad, a company listed on the Main Market of Bursa Securities, principally involved in the business of mineral exploration and mining, construction and services and trading of precious metals and stones. He is also a director of several private limited companies, details of which are set out in Section 5.2.3(v) of this Prospectus.

### (iv) **Elaine Law Soh Ying**

Elaine Law Soh Ying, a Malaysian aged 47, is our Independent Non-Executive Director. She was appointed to our Board on 25 August 2025.

She graduated with a degree in Bachelor of Laws in Law from University of Leicester, United Kingdom in July 2000. She then undertook the professional law course in Malaysia from September 2000 until June 2001 and later obtained the Certificate in Legal Practice from the Legal Profession Qualifying Board Malaysia in March 2002. In September 2001, she returned to the University of Leicester, United Kingdom to pursue her Master of Laws (in International Commercial Law) ("LLM") and completed the same in September 2002. She was awarded the degree in LLM in January 2003.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

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After completion of the LLM, she commenced her pupillage with Messrs Raja, Darryl & Loh, a law firm, in October 2002 and thereafter was admitted as Advocate and Solicitor of the High Court of Malaya in September 2003. She is also a Certified Professional Coach after having completed a coach training program accredited by the International Coaching Federation with Corporate Coach Academy, Malaysia in December 2021.

She then joined Messrs Zain & Co, a law firm, as a legal associate from September 2003 to June 2006 where she was involved in civil litigation and arbitration matters. From June 2006 to December 2006, she joined Messrs Foong & Partners, a law firm, as a legal associate where she was primarily involved in corporate advisory work.

Subsequently, she joined Messrs Azman Davidson & Co, a law firm, from January 2007 to June 2021 as a legal associate in the corporate and commercial department. She was promoted to Senior Associate in January 2011 and was subsequently admitted as Partner in January 2012 where she was one of the partners responsible for the corporate and commercial department as well as intellectual property department of the firm. While in Messrs Azman Davidson & Co, her practice areas encompassed advising on mergers and acquisitions, joint ventures, shareholders' agreements and foreign investments into Malaysia, as well as various commercial contracts drafting. She was also involved in advising on IPO exercises on Bursa Securities and acting as Malaysian counsel in IPO exercises on the Singapore Exchange. In the intellectual property practice area, she has provided advisory work relating to intellectual property laws and assisted clients in trademark registration.

In October 2020, she set up a sole proprietorship business, namely Emerging Leaders Coaching & Consulting which specialises in coaching, training and consulting.

In July 2021, she joined Messrs Law Kuan Yew & Co, a law firm, as a Partner where she is currently still active and is specialising in the practise areas of corporate and commercial law as well as intellectual property law, particularly on trademark advisory and registration.

She is a member of the Institute of Corporate Directors Malaysia since December 2024. She is also an independent non-executive director for several companies, namely KJTS Group Berhad, a company listed on the ACE Market of Bursa Securities principally involved in the business of integrated building support services; Kucingko Berhad, a company listed on the ACE Market of Bursa Securities, principally involved in the business of 2D animation production services; and V Aesthetics Holdings Limited, an unlisted public company incorporated in Singapore (and registered as a foreign company in Malaysia) principally involved in the business of provision of aesthetic services.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

### 5.2.3 Principal directorships and principal business activities of our Directors outside our Group

The following table sets out the principal directorships as at the LPD (“**Present Directorship**”) of our Directors and those which were held within the past 5 years up to the LPD (“**Past Directorship**”) as well as their involvement in principal business activities outside our Group as at the LPD:

#### (i) Rohaiza Binti Mohamed Basir

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct	Indirect
					(%)	(%)
Present Directorship						
Poh Kong Holdings Berhad	Investment holding company; and Manufacturers, suppliers, distributors, importers and exporters, agents, merchants of and dealers in (either by wholesale or retail) articles, objects and merchandise in the form of gold, silver, bronze, platinum	Director	2.6.2023	-	-	-
U Mobile Holdings Berhad <sup>(1)</sup>	Activities of holding companies	Director	12.7.2024	-	-	-
Jernih Rimbun Sdn Bhd	Property investment	Director	25.5.1995	-	33.3	-

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Tong Herr Resources Berhad <sup>(2)</sup>	Investment holding	Director	22.5.2023	-	-	-
Kuchinta Holdings Sdn Bhd	Activities of holding companies; other business support service activities not elsewhere classified	Director	4.1.1995	-	50.0	-
<b>Past Directorship</b>						
Aumas Resources Berhad	Investment holding	Director	9.11.2022	31.8.2024	-	-
Eplas Global Berhad	Activities of holding companies	Director	2.9.2024	30.4.2025	-	-
<b>Other business involvement outside our Group</b>						

Nil



## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

### Notes:

(1) The company and its subsidiaries are principally engaged in the business of mobile telecommunications.

(2) The company and its subsidiaries are principally engaged in business of manufacturing and sale of stainless steel fasteners including nuts, bolts, screws and all other threaded items and manufacture of aluminum extrusion and its related products.

### (ii) Nicole Lim

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct	Indirect
					(%)	(%)
Present Directorship						
Empire 11	Investment holding company	Director	13.12.2018	-	50.0	-
Empire Legend Group Sdn Bhd	Importer, supplier and dealer of food materials, kitchen equipment and utensils. As at the LPD, the company has not commenced operations.	Director	4.5.2018	-	50.0	-
Empire Sushi Group Sdn Bhd (In members' voluntary winding-up)	To carry on the business as proprietors of Japanese restaurants, refreshment and tea room, cafes and snack bars	Director	11.12.2013	-	50.0	-
Teikokuka Sdn Bhd	To purchase, sell and rent for any persons freehold or other house property, buildings or lands, or any share or shares, interest or interests therein, and	Director	29.9.2014	-	50.0	-

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
<b>Previous Directorship</b>						
A Sushi Group Sdn Bhd (Dissolved on 20 March 2024)	to transact on commission or otherwise the general business of a land and property agent	Director	3.3.2020	-	50.0	-
<b>Other business involvement outside our Group</b>						
Nil						

# 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

(iii) Jordan Tan

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Present Directorship						
Empire 11	Investment holding company	Director	13.12.2018	-	50	-
Empire Legend Group Sdn Bhd	Importer, supplier and dealer of food materials, kitchen equipment and utensils. As at the LPD, the company has not commenced operations.	Director	4.5.2018	-	50	-
Empire Sushi Group Sdn Bhd (In members' voluntary winding-up)	To carry on the business as proprietors of Japanese restaurants, refreshment and tea room, cafes and snack bars	Director	11.12.2013	-	50	-
Teikokuka Sdn Bhd	To purchase, sell and rent for any persons freehold or other house property, buildings or lands, or any share or shares, interest or interests therein, and to transact on commission or otherwise the general business of a land and property agent	Director	29.9.2014	-	50	-

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Previous Directorship						
A Sushi Group Sdn Bhd (Dissolved on 20 March 2024)	Food or beverage, food and beverage preparation in market stalls/hawkers	Director	3.3.2020	-	50.0	-
Other business involvement outside our Group						
Nil						
(iv)	Syed Razif Al-Idid B. Syed Sidi Al-Idid					
Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Present Directorship						
Ocean Fresh Berhad <sup>(1)</sup>	Investment holding company	Director	1.10.2023	-	-	-
Previous Directorship						

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)

Nil

**Other business involvement outside our Group**

Nil

**Notes:**

\* Negligible

(1)

The company and its subsidiaries are principally engaged in the processing and trading of frozen seafood products and provision of frozen seafood processing services.

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

(v) Datuk Khairul Idham Bin Ismail

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Present Directorship						
Dropee Technology Sdn Bhd	Activities of consultants other than architecture, engineering and management consultants; other information technology service activities not elsewhere classified; wholesale of a variety of goods without any particular specialisation not elsewhere classified	Director	5.10.2021	-	-	40.0 <sup>(1)</sup>
Duriex Sdn Bhd	Export and import of other tropical and subtropical fruits not elsewhere classified; export and import of durian	Director	4.9.2018	-	33.3	-
Fundamental Business Concepts (M) Sdn Bhd	Seminars and event organisers	Director	16.10.2014	-	-	-
iKenanga Technology Sdn Bhd	ICT; communication and supply machinery; and general trading	Director	21.2.2023	-	-	-

# 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Kiara Kesas Sdn Bhd	Activities of holding companies. As at the LPD, it is not holding shares in any company and has no business and operations	Director	2.9.2020	-	50.0	-
Megaset's Sdn Bhd	Activities of holding companies. As at the LPD, it is not holding shares in any company and has no business and operations	Director	2.4.2019		100.0	-
MyET Education Sdn Bhd	Engage in provision of education for primary, secondary and any other level of study locally and overseas, tuition studies and related online studies methods using information technology, providing consultancy services, commission agent and to transact in whatsoever other business activities that the company desire from time to time	Director	12.11.2020	-	-	-
Myett Sdn Bhd	Tuition centre, other information technology service activities not elsewhere classified; primary education (public)	Director	21.12.2010	-	100.0	-

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Peak Well Systems (M) Sdn Bhd	Distribution of oil and gas well intervention products and services	Director	14.3.2012	-	26.0	-
Qiscus Malaysia Sdn Bhd	To carry on the business of information technology and telecommunication	Director	24.3.2021	-	-	-
Sovereign Strait Sdn Bhd	General traders	Director	23.9.2008	-	50.0	-
Waqlee Ventures Sdn Bhd	Stock, share and bond brokers	Director	9.3.2021	-	50.0	-
<b>Previous Directorship</b>						
Agensi Pekerjaan Masal Database Sdn Bhd (Dissolved on 16 September 2022))	To carry on the business as private employment agency to recruit and place a worker to another employer	Director	30.11.2018	-	35.0	-
BChaincrest Sdn Bhd	Other information technology service activities not elsewhere classified	Director	3.11.2017	25.4.2025	30.0 <sup>(3)</sup>	-
Birch Capital Sdn Bhd	Investment holding	Director	16.3.2021	24.12.2021	-	-



# 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Definite Privilege Sdn Bhd (Dissolved on 23 February 2022)	Business of mail order sales services and management company	Director	20.3.2015	-	50.0	-
Ficus Group Capital Sdn Bhd	Venture capital companies	Director	1.4.2021	1.6.2021	-	-
I Destinasi Sdn Bhd	Agency for bank's consumer financing products	Director	31.5.2022	16.2.2023	-	-
Ovanti Limited	Provision of advanced fintech and digital commerce software solutions, empowering institutional clients to securely and efficiently authenticate end-user customers while seamlessly managing banking, purchasing, and payment transactions	Director	26.11.2020	3.5.2023	-	-
Kismos Development Sdn Bhd (Dissolved on 22 October 2021)	Development of building projects for own operation, i.e. for renting of space in these buildings, activities of holding companies, wholesale of a variety of goods without any particular	Director	18.8.2014	-	50.0	-

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
	specialisation not elsewhere classified					
MSL Healthcare Sdn Bhd (Dissolved on 5 May 2023)	Web portals, computer programming activities and computer facilities management	Director	13.11.2018	-	30.0	-
Securenik Solutions Sdn Bhd	Stock, share and bond brokers; information communication technology (ICT) system security; security systems	Director	4.12.2020	17.12.2020	30.0	-
<b>Other business involvement outside our Group</b>						

Tadika Global Edu Care Sdn Bhd      Other management consultancy activities not elsewhere classified; child day-care activities/nursery; pre-primary education (private)/kindergarten

100.0

-

**Notes:**

- (1) Deemed interested by virtue of his interest in Waglee Ventures Sdn Bhd pursuant to Section 8 of the Act.
- (2) Its subsidiaries are engaged in the business of mineral exploration and mining, construction and services and trading of precious metals and stones.
- (3) He held 30.0% equity interest in BChainrest Sdn Bhd prior to the disposal of such interest on 29 May 2025 to a third party, not related to Datuk Khairul Idham bin Ismail.

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

(vi) Elaine Law Soh Ying

Name of company	Principal business activities	Designation	Date of appointment	Date of resignation	Involvement in business activities other than as a director	
					Direct (%)	Indirect (%)
Present Directorship						
KJTS Group Berhad <sup>(1)</sup>	Activities of holding companies	Director	21.11.2022	-	*	-
V Aesthetics Holdings Limited <sup>(2)</sup>	Investment holding	Director	22.11.2024	-	-	-
Kucingko Berhad <sup>(3)</sup>	Activities of holding companies	Director	15.9.2023	-	*	-
Previous Directorship						
Nil						
Other business involvement outside our Group						
Emerging Leaders Coaching & Consulting <sup>(4)</sup>	Coaching, training and consulting	Sole proprietor	-	-	-	-

**Notes:**

- \* Negligible
- (1) The company and its subsidiaries are principally engaged in the business of integrated building support services.
- (2) V Aesthetics Holdings Limited is principally involved in the business of provision of aesthetic services.
- (3) The company and its subsidiaries are principally engaged in the business of 2D animation production services.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

- (4) *A registered business (sole proprietorship) pursuant to the Registration of Business Act 1956. It has not commenced business as at the LPD.*

The involvement of our Directors in business activities outside our Group as stated above will not affect their commitment, ability to perform their responsibilities and contribution to our Group in their respective roles as our Directors. Further, the involvement of our Executive Directors in business activities outside our Group does not preclude them from allocating or committing their time and effort to our Group as follows:

- (i) Empire Legend Group Sdn Bhd has not commenced operations, and not in a competing business; and
- (ii) Teikokuka Sdn Bhd is a property investment holding company, which does not require the involvement of our Executive Directors in the day-to-day management of the company.

The involvement of our Non-Executive Directors in business activities outside our Group does not preclude them from allocating or committing their time and effort to our Group as they are not involved in the management and day-to-day management of our Group.

Save as disclosed in Section 5.2.3 of this Prospectus, as at the LPD, none of our Directors is involved in any other principal business activities outside of our Group.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

### 5.2.4 Directors' remuneration and material benefits-in-kind

The aggregate remuneration and material benefits-in-kind (including any contingent or deferred remuneration) paid and proposed to be paid to our Directors for services rendered in all capacities to our Company for the FYE 31 March 2025 and FYE 31 March 2026 are as follows:

FYE 31 March 2025 (Paid)	Fees	Salaries	Bonuses	EPF and SOCSSO	Allowances	Benefits-in-kind	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>Independent Non-Executive Directors</b>							
Rohaiza Binti Mohamed Basir	-	-	-	-	-	-	-
Syed Razif Al- Idid B. Syed Sidi Al-Idid	-	-	-	-	-	-	-
Datuk Khairul Idham Bin Ismail	-	-	-	-	-	-	-
Elaine Law Soh Ying	-	-	-	-	-	-	-
<b>Non-Independent Executive Directors</b>							
Nicole Lim	-	626	1,198	349	-	68 <sup>(1)</sup>	2,240
Jordan Tan	-	636	1,198	351	-	56 <sup>(1)</sup>	2,241

# 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

FYE 31 March  
2026

(Proposed to  
be paid)

	Fees	Salaries	Bonuses	EPF and SOCSO	Allowances	Benefits-in-kind	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>Independent Non-Executive Directors</b>							
Rohaiza Binti Mohamed Basir	58	-	-	-	5	-	63
Syed Razif Al-Idid B. Syed Sidi Al-Idid	51	-	-	-	5	-	56
Datuk Khairul Idham Bin Ismail	43	-	-	-	5	-	48
Elaine Law Soh Ying	43	-	-	-	5	-	48
<b>Non-Independent Executive Directors</b>							
Nicole Lim	-	624	1,450	395	-	68 <sup>(1)</sup>	2,538
Jordan Tan	-	624	1,450	395	-	44 <sup>(1)</sup>	2,513

**Note:**

(1) Consists of motorcar and other related benefits, petrol provided without car and/or driver

The remuneration of our Directors includes salaries, bonuses, fees and allowances as well as other benefits. As set out in our Constitution, any change in our Directors' fees must be approved by our shareholders pursuant to a resolution passed at a general meeting. The remuneration for each of our Directors is subject to annual review by our Nomination and Remuneration Committee.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### 5.3 BOARD PRACTICES

#### 5.3.1 Directors' term of office

Our Board is entrusted with the responsibility for the overall direction, strategy, performance and management of our Group. The date of expiration of the current term of office for each of our Directors and the period for which each of them has served in that office is as follows:

Name	Designation	Date of appointment	No. of years and months in office	Date of expiration of the current term of office
Rohaiza Binti Mohamed Basir	Independent Non-Executive Chairperson	25 August 2025	Less than 1 year	At the next AGM in 2025
Nicole Lim	Non-Independent Executive Director and CEO	25 September 2023	1 year, 11 months	At the next AGM in 2025
Jordan Tan	Non-Independent Executive Director and COO	25 September 2023	1 year, 11 months	At the next AGM in 2025
Syed Razif Al-Idid B. Syed Sidi Al-Idid	Independent Non-Executive Director	25 August 2025	Less than 1 year	At the next AGM in 2025
Datuk Khairul Idham Bin Ismail	Independent Non-Executive Director	25 August 2025	Less than 1 year	At the next AGM in 2025
Elaine Law Soh Ying	Independent Non-Executive Director	25 August 2025	Less than 1 year	At the next AGM in 2025

According to our Constitution, an election of Directors shall take place each year at the AGM of our Company, one-third of the Directors for the time being, or if their number is not 3 or a multiple of 3, then the number nearest to 1/3, shall retire from office and be eligible for re-election provided always that all Directors shall retire from office at least once every 3 years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he/she retires.

Our Directors to retire every year shall be the Directors who have been longest in office since the last election or appointment, but as between persons who became or were last re-elected Directors on the same day, the Directors to retire shall (unless they otherwise agree among themselves) be determined by lot.

A Director appointed by our Board to fill in a casual vacancy or as an addition to our existing Board, shall hold office only until the conclusion of the next AGM of our Company and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors to retire by rotation at such meeting.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### 5.3.2 Responsibilities of our Board

Our Board has adopted a charter which sets out, among others, the following principal responsibilities of our Board for the effective discharge of its functions:

- (i) setting the strategic direction of our Group while exercising oversight on management;
- (ii) setting the corporate values and promoting a good corporate governance culture within our Group, which reinforces ethical, prudent and professional behaviour and ensure that its obligations to shareholders and other stakeholders are met;
- (iii) reviewing, challenging, and deciding on management's proposals for our Company and monitoring their implementation by management;
- (iv) ensuring that the strategic plan of our Company supports long-term value creation and includes strategies on economic, environmental, and social considerations underpinning sustainability (including setting our Company's sustainability strategies, priorities and targets and communication of the same, including performance against these targets, to internal and external stakeholders), as well as evaluating its operations and set science based emissions reductions target to support cleaner and sustainable growth;
- (v) supervising and assessing management performance to determine whether the business is being properly managed;
- (vi) ensuring there is a sound framework for internal controls and risk management;
- (vii) understanding and identifying the principal risks of the business of our Group and recognising that the business decisions involve the taking of appropriate risks as well as ensuring the implementation of appropriate internal control systems and mitigation measures to manage these risks;
- (viii) setting the risk appetite within which our Board expects management to operate and ensuring that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;
- (ix) ensuring that Key Senior Management has the necessary skills and experience and there are measures in place to provide for the orderly succession of our Board and Key Senior Management;
- (x) ensuring that our Company has in place procedures to enable effective, transparent and regular communication with stakeholders, including channels for stakeholders to provide their views and feedback including complaints, and such channel shall be available at all times and our Company shall acknowledge and address the stakeholders' views, feedback and complaints appropriately;
- (xi) ensuring that all members of our Board are able to understand financial statements and form a view on the information presented;
- (xii) ensuring the integrity of our Company's financial and non-financial reporting. Each Director shall read the financial statements of our Company and carefully consider whether what it discloses is consistent with our Director's own knowledge of our Group's affairs;
- (xiii) overseeing and evaluating the conduct and sustainability of the businesses of our Group;



## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

- (xiv) reviewing and adopting the overall strategic direction, business plans, and annual budgets of our Group, including major capital commitments;
- (xv) establishing key performance indicators and succession plans;
- (xvi) reviewing and approving new ventures, major acquisitions and disposal of undertakings and properties;
- (xvii) reviewing the adequacy and integrity of our Group's internal control systems, risk management, and management information systems;
- (xviii) supervising the creation and execution of the investor relations program or shareholders' communication policy for our Company to facilitate productive communication;
- (xix) ensuring our Group's core values, vision and mission and shareholders' interests are met; and
- (xx) ensuring all significant systems and procedures are in place for our Group to run effectively, efficiently, and meet all legal and contractual requirements.

### 5.3.3 Audit and Risk Management Committee

Our Audit and Risk Management Committee was established by our Board on 26 August 2025. Our Audit and Risk Management Committee comprises the following members:

Name	Designation	Directorship
Syed Razif Al-Idid B. Syed Sidi Al-Idid	Chairperson	Independent Non-Executive Director
Datuk Khairul Idham Bin Ismail	Member	Independent Non-Executive Director
Elaine Law Soh Ying	Member	Independent Non-Executive Director

The terms of reference of our Audit and Risk Management Committee include the following:

- (i) review the quarterly results and the year end financial statements before the approval by our Board, focusing particularly on any changes in or implementation of major accounting policy, significant matters highlighted including financial reporting issues, significant judgments made by the management, significant and unusual events or transactions, and how these matters are addressed, significant adjustments resulting from audit; integrity of financial statements; the going concern assumption and compliance with accounting standards and other legal requirements;
- (ii) consider any matters concerning the appointment and re-appointment, the audit and non-audit fees and any questions of resignation or dismissal of external auditors on an annual basis based on established policies and procedures, and annually assess the suitability, objectivity and independence of the external auditors;

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

- (iii) review with the external auditors the audit plan, audit report, evaluation and findings of the systems of risk management and internal control, assistance given by the employees to the external auditors, the external auditors' management letter and management's response with regard to problems and reservations arising from their audits;
- (iv) review the internal audit plan, processes, the results of internal audit assessments or investigations undertaken and whether or not appropriate action is taken on the recommendations made and report the same to our Board;
- (v) review any related party transaction and conflict of interest situation that arose, persist or may arise within our Company or Group including any transaction, procedure or course of conduct that raises questions of management integrity, and the measures taken to resolve, eliminate, or mitigate such conflicts;
- (vi) overseeing our Group's risk management and processes in identifying, evaluating, monitoring and managing significant risks within our Group for compliance with the applicable laws and regulations; and
- (vii) carry out such other functions or assignments as may be delegated by our Board from time to time or required by the regulatory authority.

### 5.3.4 Nomination and Remuneration Committee

Our Nomination and Remuneration Committee was established by our Board on 26 August 2025. Our Nomination and Remuneration Committee comprises the following members:

Name	Designation	Directorship
Datuk Khairul Idham Bin Ismail	Chairperson	Independent Non-Executive Director
Syed Razif Al-Idid B. Syed Sidi Al-Idid	Member	Independent Non-Executive Director
Elaine Law Soh Ying	Member	Independent Non-Executive Director

The terms of reference of our Nomination and Remuneration Committee include, among others, the following:

- (i) review the size, structure, balance, and composition of our Board and our Board Committees to ensure optimal performance;
- (ii) evaluate annually the necessary mix of skills, experience, core competencies, and diversity (including age, cultural background, and gender) of our Board and our Board Committees. This includes identifying and reviewing the core competence, skills, knowledge, and other qualities essential for Non-Executive Directors to contribute effectively to the balance and overall effectiveness of our Board;
- (iii) identify, review, assess, recommend and nominate suitable candidates for appointment as Directors of our Company, as well as our Directors who are due to retire and seeking re-election at the AGMs of our Company;

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT** *(Cont'd)*

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- (iv) evaluate annually the effectiveness of our Board, our Board Committees, and the contribution of each individual Director, including CEO, taking into account each Director's competence, character, experience and time commitment;
- (v) review and assess annually the independence of our Independent Non-Executive Directors, ensuring that they meet the identified independence criteria and are not disqualified under the relevant regulations, giving consideration to not only whether a director's background and current activities qualify him or her as independent but also whether the director can act independently of management;
- (vi) oversee a diverse development and implementation of succession planning of our Board and Key Senior Management taking into account the challenges and opportunities faced by our Company and the skills and expertise needed for our Company to execute our strategies;
- (vii) assist our Board in formulating policies, guidelines and set criteria for the composition of various components of remuneration such as basic salary, bonus, and other benefits for our Directors and Key Senior Management;
- (viii) ensure that remuneration packages and benefits for our Directors align with our Company's business strategies, long-term objectives, and remuneration policy, as well as comply with all laws, rules, regulations, and guidelines set by relevant authorities and our Board; and
- (ix) carry out such other functions or assignments as may be delegated by our Board from time to time.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

### 5.4 KEY SENIOR MANAGEMENT

#### 5.4.1 Particulars and shareholdings

The direct and indirect shareholdings of our Non-Independent Executive Directors, namely Nicole Lim and Jordan Tan who are also part of our Key Senior Management are set out in Section 5.2.1 of this Prospectus. The following table sets out the direct and indirect shareholding of our other Key Senior Management before and after our IPO:

Name	Designation	Nationality	Before our IPO			After our IPO			Assuming full exercise of the ESOS Options granted in conjunction with our Listing		
			Direct		Indirect	Direct		Indirect	Direct		Indirect
			No. of Shares ('000)	%		No. of Shares ('000)	(1)%	No. of Shares ('000)	No. of Shares (2)%	No. of Shares (2)%	
Lim Chung Liang	CFO	Malaysian	-	-	-	-	-	-	800	*	-
Darren Khoo Yen Jen	Head of Marketing	Malaysian	-	-	-	200 <sup>(3)</sup>	*	-	400	*	-

#### Notes:

- \* Negligible
- (1) Based on the enlarged issued Shares upon our Listing of 1,100,000,000.
- (2) Based on the enlarged issued Shares of 1,129,550,000 assuming full exercise of the ESOS Options granted in conjunction with our Listing.
- (3) Assuming they fully subscribe for their respective entitlements under the Pink Form Allocations.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### 5.4.2 Profiles of our Key Senior Management

The profiles of our Non-Independent Executive Directors, namely Nicole Lim and Jordan Tan who are also part of our Key Senior Management are set out in Section 5.1.2 of the Prospectus. The profiles of our other Key Senior Management are as follows:

#### (i) **Lim Chung Liang**

Lim Chung Liang, a Malaysian aged 37, is our CFO. He obtained his Certificate in Business Studies (Accounting) from Kolej Tunku Abdul Rahman (now known as Universiti Pengurusan dan Teknologi Tunku Abdul Rahman), in 2007, and subsequently completed his Diploma in Accounting and Business with the Association of Chartered Certified Accountants (ACCA) in 2017. In 2023, he completed his Master of Business Administration with UNITAR International University. He has been a member of the Institute of Public Accountants, Australia since 2024 and an associate member of Certified Public Accountant, Australia since 2025.

He began his career as an audit assistant with P.S. Yap & Co (then known as P.S. Yap & Associates) in December 2009, where he assisted in the provision of audit services to clients. After a year, he left P.S. Yap & Associates to join Russ Ooi & Associates in January 2011 where he also worked as an audit assistant until June 2012.

In July 2012, he rejoined P.S. Yap & Co (then known as P.S. Yap & Associates) as an audit and tax assistant. He was then promoted to audit senior in January 2016 where he was mainly involved in handling statutory audits and tax filings. He left P.S. Yap, Isma & Associates in July 2016 and joined Guan & Associates in August 2016 as an audit senior where he was responsible for leading and handling statutory audit assignments.

In December 2017, he left Guan & Associates to join us (under Empire Sushi Group Sdn Bhd) in January 2018 as a Finance Manager where he was in charge of maintaining the accounts of the company. He was promoted to General Manager in January 2019.

In January 2020, he was transferred from Empire Sushi Group Sdn Bhd to Empire Sushi Sdn Bhd. As General Manager, Jack Lim is primarily responsible for the cash flow and financial management of our Group, and he also oversees the accounting, taxation, company secretarial matters and internal control functions of our Group. In July 2025, Jack Lim was promoted as our CFO.

Jack Lim is the sibling of Nicole Lim, our Non-Independent Executive Director and CEO, and the brother-in law of Jordan Tan, our Non-Independent Executive Director and COO. As at the LPD, he does not hold any directorship or shareholdings outside our Group.

#### (ii) **Darren Khoo Yen Jen**

Darren Khoo Yen Jen, a Malaysian aged 36, is our Head of Marketing. He obtained his Diploma in Mass Communication from KDU University College (now known as University of Wollongong (UOW) Malaysia) in 2010.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

After his graduation, he took a short break before he began his career as a marketing and operation executive with A-Look group of companies in April 2011, where he was involved in supporting end-to-end marketing project coordination and ensuring brand consistency. In February 2014, he resigned from A-Look group of companies to join Hanlow Holdings Sdn Bhd as a retail operation executive in March 2014 where he was primarily involved in the retail operations, including recruiting, training, managing and supporting the store managers and sales staff.

In June 2017, he left Hanlow Holdings Sdn Bhd to join Metro Eyewear Holdings Sdn Bhd as operation manager in July 2017 where he was responsible for overseeing the retail operations, and assisting with store openings and maintenance.

He left Metro Eyewear Holdings Sdn Bhd in March 2020 and joined Empire Sushi in May 2020 as Marketing Manager. As Marketing Manager, he is primarily responsible for developing and executing marketing strategies across our outlets, managing brand partnerships and enhancing overall brand visibility. In July 2025, he was promoted to Head of Marketing.

His notable achievements include being awarded under The Star Outstanding Business Awards (SOBA) by Star Media Group for Best in Marketing (Silver) in year 2021 and 2022 respectively, Best in Customer Service (Gold) in year 2021 and 2022 respectively, Best in Marketing (Gold) in year 2023, and Best in CSR (Gold) in year 2023.

He does not have any family relationships with any of our Promoters, Directors and/or Substantial Shareholders.

### 5.4.3 Involvement of our Key Senior Management in other principal business activities

Save for the Present Directorships/shareholdings and the Previous Directorships of Nicole Lim and Jordan Tan as well as their involvement in principal business activities outside our Group as at the LPD as set out in Section 5.2.3 of this Prospectus, Lim Chung Liang and Darren Khoo Yen Jen do not have any principal directorships and are not involved in any principal business activities outside our Group as at the LPD and did not hold any principal directorship outside our Group in the past 5 years preceding the LPD.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### 5.4.4 Key Senior Management's remuneration and material benefits-in-kind

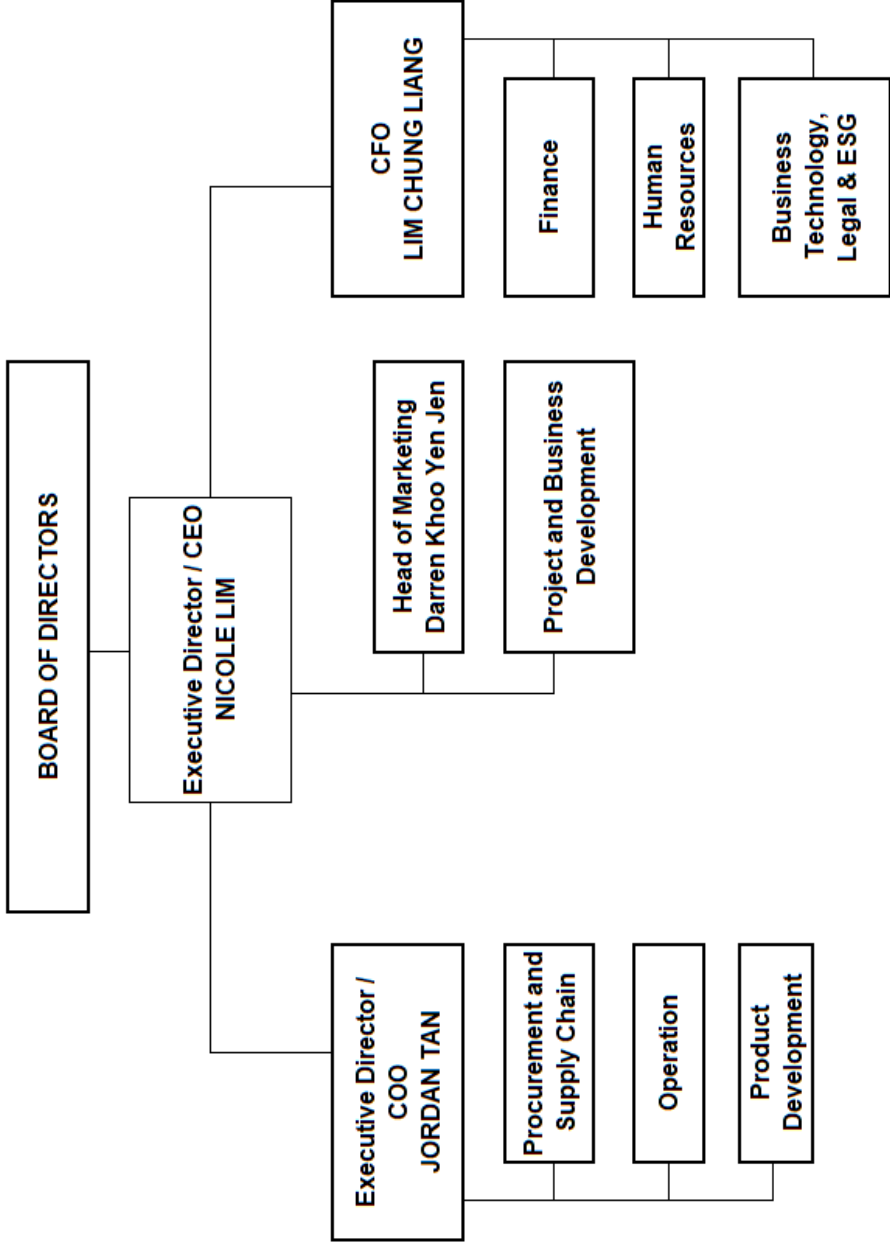
Save for the remuneration and material benefits-in-kind (including any contingent or deferred compensation) paid to our Non-Independent Executive Directors as disclosed in Section 5.2.4 of this Prospectus, the aggregate remuneration and material benefits-in-kind (including any contingent or deferred compensation) paid and proposed to be paid to our other Key Senior Management for services rendered in all capacities to our Company for the FYE 31 March 2025 and FYE 31 March 2026 are as follows:

Name	Remuneration band	
	FYE 31 March 2025	FYE 31 March 2026
	(Paid) RM'000	(Proposed to be paid) RM'000
Lim Chung Liang	900 to 950	950 to 1,000
Darren Khoo Yen Jen	200 to 250	250 to 300

As at the LPD, our Group does not have any key technical personnel.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

5.5 MANAGEMENT REPORTING STRUCTURE





## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

### 5.6 DECLARATION BY OUR PROMOTERS, DIRECTORS AND KEY SENIOR MANAGEMENT

As at the LPD, none of our Promoters, Directors and Key Senior Management has been involved in any of the following events (whether within or outside Malaysia):

- (i) in the last 10 years, a petition under any bankruptcy or insolvency laws was filed (and not struck out) against such person or any partnership in which such person was a partner or any corporation of which he/she was a director or member of key senior management;
- (ii) disqualified from acting as a director of any corporation, or from taking part directly or indirectly in the management of any corporation;
- (iii) in the last 10 years, charged or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding;
- (iv) in the last 10 years, any judgement was entered against such person, or finding of fault, misrepresentation, dishonesty, incompetence or malpractice on his/her part, involving a breach of any law or regulatory requirement that relates to the capital market;
- (v) in the last 10 years, he/she was the subject of any civil proceeding, involving an allegation of fraud, misrepresentation, dishonesty, incompetence or malpractice on his/her part that relates to the capital market;
- (vi) being the subject of any order, judgment or ruling of any court, government or regulatory authority or body temporarily enjoining him/her from engaging in any type of business practice or activity;
- (vii) in the last 10 years, such person has been reprimanded or issued any warning by any regulatory authority, securities or derivatives exchange, professional body or government agency; or
- (viii) has any unsatisfied judgement against such person.

### 5.7 ASSOCIATIONS BETWEEN OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

Save as disclosed below, there are no family relationships and/or associations between any of our Promoters, Substantial Shareholders, Directors and Key Senior Management as at the LPD:

<b>Name</b>	<b>Position/Capacity</b>	<b>Relationship/Association</b>
Nicole Lim	Promoter, Substantial Shareholder, Non-Independent Executive Director and CEO	<ul style="list-style-type: none"> <li>• Spouse of Jordan Tan</li> <li>• Sibling of Lim Chung Liang</li> </ul>
Jordan Tan	Promoter, Substantial Shareholder, Non-Independent Executive Director and COO	<ul style="list-style-type: none"> <li>• Spouse of Nicole Lim</li> <li>• Brother-in-law of Lim Chung Liang</li> </ul>

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT** *(Cont'd)*

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<u>Name</u>	<u>Position/Capacity</u>	<u>Relationship/Association</u>
Lim Chung Liang	CFO	<ul style="list-style-type: none"> <li>• Sibling of Nicole Lim</li> <li>• Brother-in-law of Jordan Tan</li> </ul>

**5.8 OTHER MATTERS**

As at the LPD, there are no existing or proposed service contracts entered into or to be entered into by our Directors or Key Senior Management with our Group which provide for benefits upon termination of employment.