

6. INFORMATION ON OUR GROUP

6.1 OUR COMPANY

Our Company was incorporated in Malaysia under the Act on 14 April 2025 as a private limited company under the name of Custom Food Holding Sdn Bhd.

Our Company was subsequently converted into a public limited company on 28 July 2025 and assumed the name of Custom Food Holding Berhad to facilitate our Listing.

Our Company is principally involved in investment holding activities while the principal activities of our Subsidiaries are set out in Section 6.3 of this Prospectus.

As at the LPD, we have two subsidiaries, and our Group does not have any joint venture or associate companies.

6.1.1 Share capital and changes in share capital

As at the LPD, our issued share capital is RM181,501,385 comprising 907,511,425 Shares.

The changes in our issued share capital since its incorporation up to the [LPD] are as follows:

Date of allotment	No. of Shares allotted	Nature of transaction	Consideration (RM)	No. of cumulative Shares	Cumulative issued share capital (RM)
14 April 2025	1,000	Subscribers' shares	100	1,000	100
[●]	181,501,285	Otherwise than cash (Acquisition)	181,501,285	181,502,285	181,501,385
[●]	907,511,425	Share Split	-	907,511,425	181,501,385

As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in our Company. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotments.

Upon the completion of our IPO and Listing, our issued share capital will increase from RM181,501,385 comprising 907,511,425 Shares to RM[●] comprising 1,020,823,025 Shares. Please refer to Section 4.2 of this Prospectus for further details.

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6.1.2 Pre-IPO Reorganisation

In conjunction with our Listing, we have undertaken the Pre-IPO Reorganisation comprising the Acquisition and the Share Split, details of which are as follows:

6.1.2.1 Acquisition

On [●], our Company had completed the acquisition of the entire issued share capital of CFI comprising 10,000,000 ordinary shares from OCSB and SGSB for a total purchase consideration of RM181,501,285. The purchase consideration was wholly satisfied via the issuance of 181,501,285 new Shares at RM1.00 per Share, in the following manner:

Vendor	Shareholdings in CFI before Pre-IPO Reorganisation		Consideration	
	No. of shares	%	RM	No. of new Shares
OCSB	8,000,000	80.00	145,200,828	145,200,828
SGSB	2,000,000	20.00	36,300,457	36,300,457
Total	10,000,000	100.00	181,501,285	181,501,285

The purchase consideration for the new Shares was arrived at after taking into account the audited consolidated NA of CFI as at 31 December 2024 amounting to RM181,501,285.

6.1.2.2 Share Split

On [●], our Company had completed the subdivision of one existing Share into five new Shares. After the Share Split, our Company has 907,511,425 Shares in issue. The effective shareholding of our existing shareholders in our Company before and after the Share Split is the same, and is as follows:

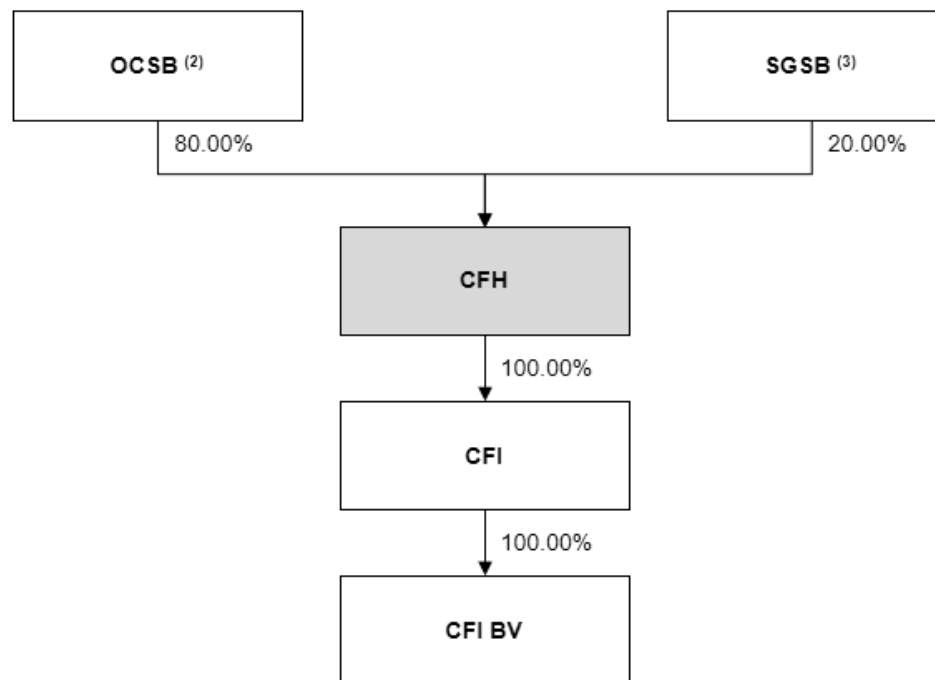
Shareholders	Before the Share Split		After the Share Split	
	No. of shares	%	No. of shares	%
OCSB	145,201,828	80.00	726,009,140	80.00
SGSB	36,300,457	20.00	181,502,285	20.00
Total	181,502,285	100.00	907,511,425	100.00

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6.2 OUR GROUP STRUCTURE

Our shareholders and Group structure before our IPO and after our IPO are set out below:

6.2.1 As at the [LPD] and before our IPO ⁽¹⁾

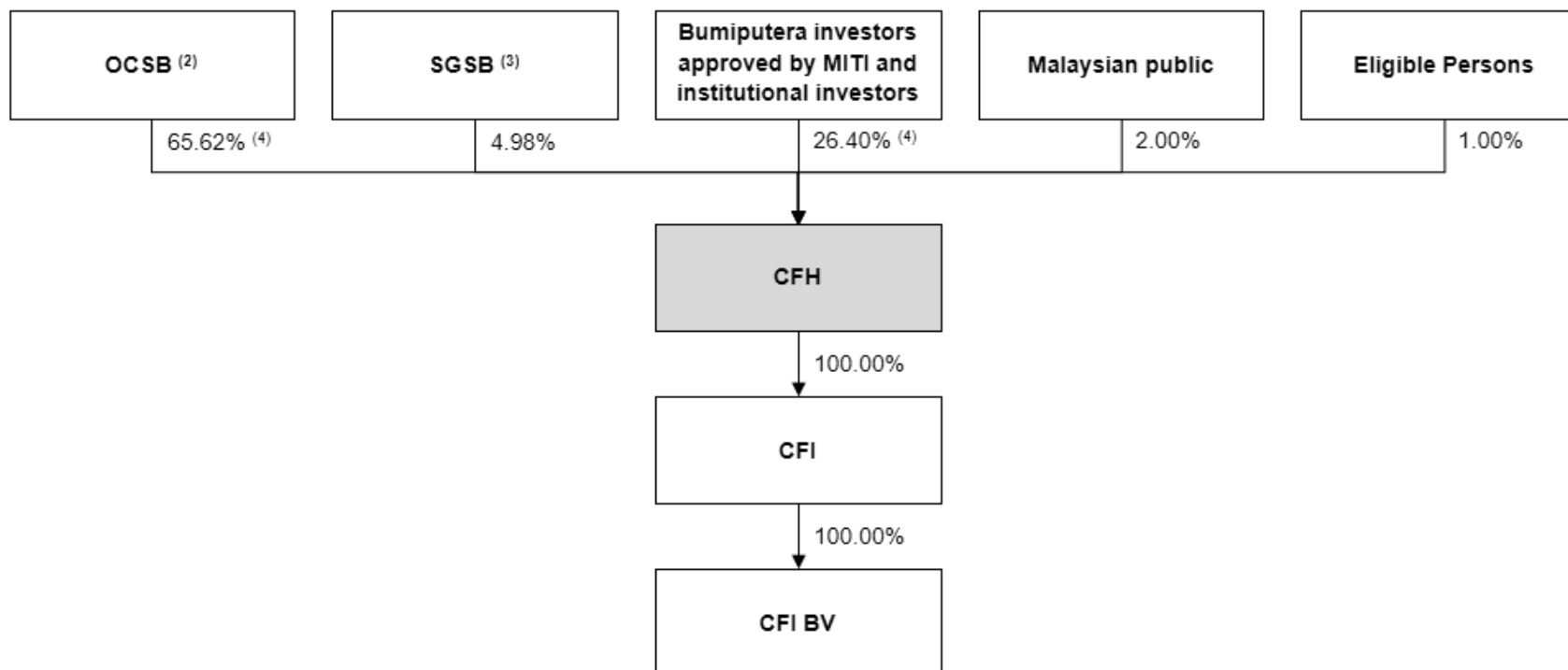


Notes:

- (1) Based on the total number of 907,511,425 Shares as at the [LPD].
- (2) Please refer to Section 5.1.2 of this Prospectus for further details of the shareholders of OCSB.
- (3) Please refer to Section 5.1.2 of this Prospectus for further details of the shareholders of SGSB.

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6.2.2 After our IPO ⁽¹⁾



Notes:

- (1) Based on our enlarged total number of 1,020,823,025 Shares after our IPO and assuming full subscription of the 10,208,300 Issue Shares under the Retail Offering which have been reserved for the Eligible Persons and non-exercise of the Over-allotment Option.
- (2) Please refer to Section 5.1.2 of this Prospectus for further details of the shareholders of OCSB.
- (3) Please refer to Section 5.1.2 of this Prospectus for further details of the shareholders of SGSB.
- (4) Assuming that the Over-Allotment Option is fully exercised, OCSB's shareholdings in our Company will reduce by 4.41% to 61.21%, and the shareholdings of institutional investors will correspondingly increase by 4.41%.

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6.3 OUR SUBSIDIARIES

Our Subsidiaries as at the LPD are as follows:

Company name	Registration No.	Principal place of business / Country of incorporation	Principal activities	Equity interest (%)
CFI	197901004719 (48964-V)	Lot 24, Jalan Perusahaan 2B, Kawasan Perusahaan Kulim, 09000 Kulim, Kedah / Malaysia	Manufacturing and supply of specialty food ingredients and food products	100.00
CFI BV	71859993	Generaal Foulkesweg 9, 6703 BH, Wageningen / the Netherlands	Supply of specialty food ingredients and food products	100.00

Further details of our Subsidiaries as at the LPD are set out below:

6.3.1 CFI

CFI was incorporated in Malaysia under the Companies Act 1965 on 13 July 1979 as a private limited company under the name of Syarikat Zahari Sendirian Berhad and is deemed registered under the Act. On 19 November 1979, it changed its name to Lim Soon Hock & Sons Sdn Bhd and subsequently changed its name to West Advance Sdn Bhd and Ernsts Food Ingredients Sdn Bhd on 7 April 1993 and 15 December 1999 respectively. On 28 September 2005, CFI changed its name and assumed its present name. The issued share capital of CFI as at the LPD is RM10,000,000 comprising 10,000,000 ordinary shares. There were no changes in the issued share capital of CFI for the FYE Under Review.

As at the LPD, (i) CFI does not have any outstanding warrants, options, convertible securities and uncalled capital; and (ii) there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotments of shares in CFI.

6.3.2 CFI BV

CFI BV was incorporated in Netherlands on 11 June 2018 as a private limited company under its present name and registered under the laws of Netherlands. On 3 May 2019, it changed its name to CF-Olife B.V. and subsequently changed its name and assumed its present name on 10 June 2020. The issued share capital of CFI BV as at the LPD is EUR100 comprising 10,000 ordinary shares. There were no changes in the issued share capital of CFI BV for the FYE Under Review.

As at the LPD, (i) CFI BV does not have any outstanding warrants, options, convertible securities and uncalled capital; and (ii) there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotments of shares in CFI BV.

6.4 PUBLIC TAKE-OVERS

During the last financial year and up to the LPD, there has been:

- (i) no public take-over offers by third parties in respect of our Shares; and
- (ii) no public take-over offers by our Company in respect of other companies' shares.