

4. DETAILS OF OUR IPO

4.1 INDICATIVE TIMETABLE

The following events are intended to take place on the following indicative time and/or date:

Event	Time and/or date
Opening of the Institutional Offering	[•]
Issuance of the Prospectus/Opening of the Retail Offering	10:00 a.m., [•]
Closing of the Retail Offering	5:00 p.m., [•]
Closing of the Institutional Offering	[•]
Price Determination Date	[•]
Balloting of applications for our Offer Shares under the Retail Offering	[•]
Allotment/Transfer of our IPO Shares to successful applicants	[•]
Listing	[•]

In the event there is any change to the timetable, we will advertise the notice of changes in widely circulated English and Bahasa Malaysia daily newspapers within Malaysia and make an announcement on the website of Bursa Securities.

4.2 PARTICULARS OF OUR IPO AND PLAN OF DISTRIBUTION

Our IPO is subject to the terms and conditions of this Prospectus. Upon acceptance, our IPO Shares are expected to be allocated in the manner described below, subject to the clawback and reallocation provisions and the Over-allotment Option as set out in Sections 4.2.3 and 4.2.4 of this Prospectus, respectively.

Our IPO consists of the Institutional Offering and the Retail Offering, totaling up to 350,756,900 IPO Shares, representing up to approximately 30.0% of our enlarged issued Shares. For the avoidance of doubt, our IPO Shares offered under the Institutional Offering and the Retail Offering do not include our Shares under the Over-allotment Option.

4.2.1 Institutional Offering

The Institutional Offering involves the offering of up to 204,608,200 IPO Shares, representing up to 17.5% of our enlarged issued Shares, subject to the clawback and reallocation provisions and the Over-allotment Option as set out in Sections 4.2.3 and 4.2.4 of this Prospectus, at the Institutional Price in the following manner:

- (i) 146,148,700 IPO Shares (comprising 116,919,000 Offer Shares and 29,229,700 Issue Shares), representing 12.5% of our enlarged issued Shares to Bumiputera investors approved by the MITI; and
- (ii) up to 58,459,500 IPO Shares (comprising 29,229,700 Offer Shares and 29,229,800 Issue Shares), representing up to 5.0% of our enlarged issued Shares to Malaysian institutional and selected investors (other than Bumiputera investors approved by the MITI).

4. DETAILS OF OUR IPO (Cont'd)

4.2.2 Retail Offering

The Retail Offering involves the offering of 146,148,700 Offer Shares, representing approximately 12.5% of our enlarged issued Shares, subject to the clawback and reallocation provisions as set out in Section 4.2.3 of this Prospectus, at the Retail Price in the following manner:

(i) Allocation to the Eligible Persons

11,691,900 Offer Shares, representing approximately 1.0% of our enlarged issued Shares, are reserved for application by the Eligible Persons in the following manner:

Category of Eligible Persons	No. of Eligible Persons	Aggregate no. of Offer Shares allocated
Our Directors ⁽¹⁾	2	500,000
Eligible employees of our Group ⁽²⁾	243	3,166,500
Persons who have contributed to the success of our Group ⁽³⁾	289	8,025,400
Total	534	11,691,900

Notes:

- (1) The criteria for allocation to our Directors are based on, among others, their respective roles and responsibilities in our Company. Save for Tan Sri Datuk Dr. Rebecca Fatima Sta Maria, Lum Ying Ling and Low Chooi Hoon who have indicated that they will not be subscribing for any Offer Shares, our Directors intend to subscribe for the Offer Shares allocated to them as follows:

Name	No. of Offer Shares allocated
Dato' Razman Hafidz bin Abu Zarim	250,000
Chen Thai Foong	250,000
Total	500,000

- (2) The allocation of our Offer Shares to the eligible employees of our Group is to be made to full-time confirmed employees of our Group based on, among others, their job grade, length of service, performance and their past contributions to our Group. The number of 425,500 Offer Shares to be allocated to our Key Senior Management are as follows:

Name	No. of Offer Shares allocated
Choo Lee Sze	200,500
Wong Shu Yan	225,000
Total	425,500

- (3) The criteria for the allocation of our Offer Shares to persons who have contributed to the success of our Group are based on, among others, their length of business relationship with our Group and their contributions to the success of our Group.

4. DETAILS OF OUR IPO (Cont'd)

(ii) Allocation via balloting to the Malaysian Public

134,456,800 Offer Shares, representing approximately 11.5% of our enlarged issued Shares, are reserved for application by the Malaysian Public, of which 67,228,400 Offer Shares have been set aside for application by Bumiputera citizens, companies, co-operatives, societies and institutions.

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4. DETAILS OF OUR IPO (Cont'd)

In summary, our IPO Shares will be allocated, subject to the clawback and reallocation provisions and the Over-allotment Option as set out in Sections 4.2.3 and 4.2.4 of this Prospectus, respectively, in the following manner:

Category	Offer for Sale		Public Issue		Total	
	No. of Shares	% of our enlarged issued Shares ⁽¹⁾	No. of Shares	% of our enlarged issued Shares ⁽¹⁾	No. of Shares	% of our enlarged issued Shares ⁽¹⁾
Retail Offering:						
Eligible Persons:						
- Our Directors	500,000	*	-	-	500,000	*
- Eligible employees of our Group	3,166,500	0.3	-	-	3,166,500	0.3
- Persons who have contributed to the success of our Group	8,025,400	0.7	-	-	8,025,400	0.7
Malaysian Public (via balloting):						
- Bumiputera	67,228,400	5.75	-	-	67,228,400	5.75
- Non-Bumiputera	67,228,400	5.75	-	-	67,228,400	5.75
Sub-total	146,148,700	12.5	-	-	146,148,700	12.5
Institutional Offering:						
- Bumiputera investors approved by the MITI	116,919,000	10.0	29,229,700	2.5	146,148,700	12.5
- Malaysian institutional and selected investors	29,229,700	2.5	29,229,800	2.5	58,459,500	5.0
Sub-total	146,148,700	12.5	58,459,500	5.0	204,608,200	17.5
Total	292,297,400	25.0	58,459,500	5.0	350,756,900	30.0

Notes:

* Negligible.

(1) Based on the enlarged issued Shares of 1,169,188,203 upon our Listing.

The completion of the Retail Offering and the Institutional Offering are inter-conditional. Our IPO is also subject to the public shareholding spread requirement under the Listing Requirements as set out in Section 4.2.7 of this Prospectus.

4. DETAILS OF OUR IPO (Cont'd)

4.2.3 Clawback and reallocation

The Institutional Offering and the Retail Offering shall be subject to the following clawback and reallocation provisions:

- (i) if our Offer Shares allocated to Eligible Persons are under-subscribed, such Offer Shares may be allocated to the other institutional and selected investors under the Institutional Offering or the Malaysian Public under the Retail Offering or a combination of both, at the discretion of the Joint Bookrunners and us;
- (ii) if our IPO Shares allocated to Bumiputera investors approved by the MITI ("**MITI Tranche**") are under-subscribed, such IPO Shares shall be allocated to Bumiputera public investors under the Retail Offering via balloting process.

If after the above reallocation, the MITI Tranche is still not fully taken-up by the Bumiputera public investors, and there is a corresponding over-subscription for our IPO Shares under the Institutional Offering and for the Offer Shares under the Retail Offering by the non-Bumiputera investors, our IPO Shares will be clawed back from the MITI Tranche and allocated firstly, to the Malaysian institutional investors under the Institutional Offering, and thereafter to the selected investors under the Institutional Offering, and subsequently to the other Malaysian Public under the Retail Offering;

- (iii) subject to items (i) and (ii) above, if there is an over-subscription in the Retail Offering and there is a corresponding under-subscription in the Institutional Offering, our IPO Shares may be clawed back from the Institutional Offering and allocated to the Retail Offering; and
- (iv) subject to item (i) above, if there is an over-subscription in the Institutional Offering and there is a corresponding under-subscription in the Retail Offering, our Offer Shares may be clawed back from the Retail Offering and allocated to the Institutional Offering.

There will be no clawback and reallocation if there is an over-subscription or under-subscription in both the Institutional Offering and the Retail Offering or an under-subscription in either the Institutional Offering or the Retail Offering but no over-subscription in the other.

Any Offer Shares not taken up by any of the Eligible Persons ("**Excess Offer Shares**") will be made available for application by the other Eligible Persons who have applied for the Excess Offer Shares on top of their pre-determined allocation and allocated on a fair and equitable basis and in the following priority:

- (a) firstly, allocation on a pro-rata basis to our Directors and eligible employees of our Group who have applied for the Excess Offer Shares based on the number of Excess Offer Shares applied for;
- (b) secondly, allocation of any surplus Excess Offer Shares after item (a) above on a pro-rata basis to persons who have contributed to the success of our Group who have applied for the Excess Offer Shares based on the number of Excess Offer Shares applied for; and
- (c) thirdly, to minimise odd lots.

Our Board reserves the right to allot Excess Offer Shares applied for in such manner as it may deem fit and expedient in the best interest of our Company, subject always to such allocation being made on a fair and equitable basis, and that the intention of our Board as set out in items (a) to (c) above is achieved. Our Board also reserves the right to accept or reject any Excess Offer Shares application, in full or in part, without assigning any reason.

4. DETAILS OF OUR IPO (Cont'd)

Once completed, the steps involving items (a) to (c) above will not be repeated. Should there be any balance of Excess Offer Shares thereafter, such balance will be made available for clawback and reallocation as described in item (i) above. Any Offer Shares under the Retail Offering not applied for after being subject to the clawback and reallocation provisions above shall be underwritten by the Joint Underwriters.

As at the LPD, to the best of our knowledge and belief:

- (i) none of our Substantial Shareholders, Directors or Key Senior Management have indicated that they intend to subscribe for our IPO Shares, save for our Offer Shares made available for application under the Pink Form Allocation; and
- (ii) there is no person who intends to subscribe for more than 5.0% of our IPO Shares.

4.2.4 Over-allotment Option

The Over-allotment Option Provider may grant an Over-allotment Option to the Stabilising Manager (on behalf of the Joint Bookrunners) and may together with our Company appoint the Stabilising Manager to undertake any price stabilisation actions. The Stabilising Manager (or person(s) acting on behalf of the Stabilising Manager) may at its absolute discretion, over-allot our Shares (on behalf of the Joint Bookrunners) and subsequently, effect transactions to stabilise or maintain the market price of our Shares at levels that might not otherwise prevail in the open market.

Such transactions consist of bids or purchases to peg, fix or maintain the price of our Shares. If the Stabilising Manager creates a short position in our Shares in connection with the Institutional Offering, the Stabilising Manager may reduce that short position by purchasing our Shares in the open market. The Stabilising Manager may also elect to reduce any short positions by exercising all or part of the Over-allotment Option.

If granted, the Over-allotment Option will be exercisable in whole or in part by the Stabilising Manager, on one or more occasions, by giving written notice to the Over-allotment Option Provider at any time, within 30 days from the date of our Listing to purchase from the Over-allotment Option Provider up to an aggregate of 52,613,500 Shares, representing up to 15.0% of the total number of our IPO Shares offered, solely for purposes of covering over-allotments of our Shares (if any).

Subject to there being an over-allotment, the Stabilising Manager will (on behalf of the Joint Bookrunners) enter into the Share Lending Agreement with the Over-allotment Option Provider to borrow up to an aggregate of 52,613,500 Shares to cover the over-allotments. Any Shares that may be borrowed by the Stabilising Manager under the Share Lending Agreement will be returned by the Stabilising Manager to the Over-allotment Option Provider either through the purchase of our Shares in the open market by the Stabilising Manager in the conduct of the stabilisation activities or deemed returned through the exercise of the Over-allotment Option by the Stabilising Manager or a combination of both. The exercise of the Over-allotment Option will not increase the total number of Shares issued and is not intended to constitute an offer for sale of our Shares by the Over-allotment Option Provider under our IPO.

Purchases of a security to stabilise the price or to cover the over-allotment may cause the price of the security to be higher than it might be in the absence of these purchases. Such transactions may be effected on the Main Market and in other jurisdictions where it is permissible to do so, in each case, in compliance with all applicable laws and regulations, including the CMSA and any regulations thereunder.

4. DETAILS OF OUR IPO (Cont'd)

The number of Shares that the Stabilising Manager (or person(s) acting on behalf of the Stabilising Manager) may buy to undertake stabilising action, shall not exceed an aggregate of 52,613,500 Shares, representing up to 15.0% of the total number of our IPO Shares offered. However, there is no obligation on the Stabilising Manager (or person(s) acting on behalf of the Stabilising Manager) to undertake such stabilising action. Such stabilising actions may commence on or after the commencement of trading of our Shares on the Main Market and, if commenced, may be discontinued at any time and cannot be effected after the earlier of (i) the date falling 30 days from the commencement of trading of our Shares on the Main Market; or (ii) the date when the Stabilising Manager has bought, on the Main Market, an aggregate of 52,613,500 Shares, representing up to 15.0% of the total number of our IPO Shares offered to undertake the stabilising action.

Neither our Company, the Over-allotment Option Provider nor the Stabilising Manager makes any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of our Shares. In addition, neither our Company, the Over-allotment Option Provider nor the Stabilising Manager makes any representation that the Stabilising Manager will engage in such transactions, or that such transactions once commenced, will not be discontinued without notice (unless such notice is required by law).

4.2.5 Share capital

Upon completion of our IPO, our share capital will be as follows:

	No. of Shares	RM'000
After the Pre-IPO Restructuring	1,110,728,703	28,768
To be issued under our Public Issue	58,459,500	⁽¹⁾ [●]
Enlarged number of issued Shares and share capital upon Listing	1,169,188,203	[●]

Note:

- (1) *Calculated based on the Retail Price and after adjusting against our share capital, the estimated listing expenses of approximately RM[●] million assumed to be directly attributable to our Public Issue.*

4.2.6 Classes of shares and ranking

As at the date of this Prospectus, we only have one (1) class of shares, being ordinary shares.

Our Issue Shares will, upon allotment and issue, rank equally in all respects with our existing issued Shares including voting rights, and will be entitled to all rights, dividends and other distributions that may be declared subsequent to the date of allotment of our Issue Shares, subject to any applicable Rules of Bursa Depository.

Our Offer Shares rank equally in all respects with our other existing issued Shares including voting rights, and will be entitled to all rights, dividends and other distributions that may be declared subsequent to the date of transfer of our Offer Shares, subject to any applicable Rules of Bursa Depository.

4. DETAILS OF OUR IPO (Cont'd)

Subject to any special rights attaching to any Shares we may issue in the future, our shareholders will, in proportion to the amount paid on our Shares held by them, be entitled to share the profits paid out by us in the form of dividends and other distributions. Similarly, if our Company is liquidated, our shareholders will be entitled to the surplus (if any), in accordance with our Constitution after the satisfaction of any preferential payments in accordance with the Act and our liabilities.

At every general meeting of our Company, each of our shareholders will be entitled to vote in person, by proxy, by attorney or by other duly authorised representative. Any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting, is voted by poll. On a poll, each shareholder present either in person, by proxy, by attorney or by other duly authorised representative will have one vote for each Share held or represented. A proxy may but need not be a member of our Company.

4.2.7 Minimum subscription level

There is no minimum subscription level in terms of proceeds to be raised under our IPO. However, in order to comply with the public shareholding spread requirement under the Listing Requirements, the minimum subscription level in terms of the number of IPO Shares will be the number of Shares required to be held by the public shareholders of our Company to comply with the minimum public shareholding spread requirement under the Listing Requirements or as approved by Bursa Securities.

Under the Listing Requirements, we are required to have a minimum of 25.0% of our Shares held by at least 1,000 public shareholders, each holding not less than 100 Shares at the point of our Listing.

If the above requirement is not met, we may not be able to proceed with our Listing. See Section 5.3.4 of this Prospectus for details in the event there is a delay in or termination of our Listing.

4. DETAILS OF OUR IPO (Cont'd)

4.3 SELLING SHAREHOLDERS

Our Offer Shares to be offered by each Selling Shareholder and their respective direct shareholding in our Company before and after our IPO and their material relationship with our Group within the past three (3) years are as follows:

Selling shareholder	Material relationship with our Group	After the Pre-IPO Restructuring		Shares to be offered under the Offer for Sale		Shareholding after our IPO assuming the Over-allotment Option is not exercised		Shares under the Over-allotment Option		Shareholding assuming the Over-allotment Option is fully exercised ⁽³⁾	
		No. of Shares	⁽¹⁾ %	No. of Shares	⁽²⁾ %	No. of Shares	⁽²⁾ %	No. of Shares	⁽²⁾ %	No. of Shares	⁽²⁾ %
		('000)		('000)		('000)		('000)		('000)	
Uttama	Substantial Shareholder	333,219	30.0	233,838	⁽¹⁾ 21.1/ ⁽²⁾ 20.0	99,381	8.5	52,614	4.5	46,767	4.0
Loo Chuu Lin	Promoter and Substantial Shareholder	224,299	20.2	15,982	⁽¹⁾ 1.4/ ⁽²⁾ 1.4	208,317	17.8	-	-	208,317	17.8
Bryan Loo	Promoter and Substantial Shareholder	242,551	21.8	17,283	⁽¹⁾ 1.6/ ⁽²⁾ 1.5	225,268	19.3	-	-	225,268	19.3
Loo Chee Leng	Promoter and Substantial Shareholder	189,492	17.1	13,502	⁽¹⁾ 1.2/ ⁽²⁾ 1.2	175,989	15.1	-	-	175,989	15.1
Singli Aerovest	Substantial Shareholder	59,644	5.4	11,692	⁽¹⁾ 1.1/ ⁽²⁾ 1.0	47,952	4.1	-	-	47,952	4.1

Notes:

(1) Based on the issued Shares of 1,110,728,703 after the Pre-IPO Restructuring.

(2) Based on the enlarged issued Shares of 1,169,188,203 upon our Listing.

(3) Assuming an Over-allotment Option of up to an aggregate of 52,613,500 Shares, representing up to 15.0% of the total number of IPO Shares offered.

4. DETAILS OF OUR IPO (Cont'd)

4.4 BASIS OF ARRIVING AT THE PRICE OF OUR IPO SHARES AND REFUND MECHANISM

4.4.1 Retail Price

The Retail Price was determined and agreed upon between our Directors and the Selling Shareholders in consultation with the Joint Bookrunners, after taking into consideration the following factors:

- (i) PER of approximately [●] times based on our EPS of 4.34 sen after taking into account our PATAMI of RM50.8 million for the FYE 30 June 2024 and the enlarged issued Shares of 1,169,188,203 upon our Listing;
- (ii) PER of approximately [●] times based on our EPS of 5.44 sen after taking into account our pro forma PATAMI of RM63.6 million for the FYE 30 June 2024 after adjusting for the Transfer of Loob Philippines and the enlarged issued Shares of 1,169,188,203 upon our Listing;
- (iii) pro forma combined NA per Share of RM[●] as at 30 June 2024 after our IPO based on the enlarged issued Shares of 1,169,188,203 upon our Listing;
- (iv) our competitive strengths, as follows:
 - (a) we own a diverse portfolio of brands within the fast-growing tea shops and café segments of the F&B service industry in Malaysia, with Tealive being the largest F&B services brand in Malaysia by number of stores;
 - (b) we offer a diverse F&B range tailored to meet the varying consumption needs of different consumer groups;
 - (c) our brand appeals to a wide base of new-age consumers;
 - (d) we utilise technology to deliver a compelling value proposition to customers;
 - (e) we have a scalable platform that enables us to expand our sales channels and drive our future growth;
 - (f) we have operational expertise powered by effective supply chain management and robust internal IT infrastructure; and
 - (g) we have an experienced and dedicated founder-led management team with significant expertise;
- (v) our future plans and strategies, as follows:
 - (a) we plan to increase same-store sales to drive increased consumption and profitability;
 - (b) we intend to continue our store expansion in Malaysia and internationally;
 - (c) we introduced a new FMCG range across modern trade and key accounts including chained hypermarkets, supermarkets, minimarts and convenience stores as well as independent retailers such as sundry shops and local grocers;
 - (d) we intend to continue to innovate and automate using technology to drive our sales; and

4. DETAILS OF OUR IPO (Cont'd)

- (e) we intend to further expand and develop our brand portfolio to capture a broader consumer segment;
- (vi) outlook of the F&B services industry, as described in Section 8 of this Prospectus; and
- (vii) prevailing market conditions, including market performance of key global indices and companies involved in similar businesses listed on Bursa Securities and regional stock exchanges, current market trends as well as investors' sentiments.

The Final Retail Price will be determined after the Institutional Price is fixed on the Price Determination Date and will be the lower of:

- (i) the Retail Price; or
- (ii) the Institutional Price.

If the Final Retail Price is lower than the Retail Price, the difference between the Retail Price and the Final Retail Price will be refunded to the successful applicants without any interest thereon. Further details on the refund mechanism are set out in Section 4.4.3 of this Prospectus.

The Final Retail Price and the Institutional Price will be announced within two (2) Market Days from the Price Determination Date via Bursa Listing Information Network. In addition, all successful applicants will be given written notice of the Final Retail Price and the Institutional Price, together with the notices of allotment for our IPO Shares.

4.4.2 Institutional Price

The Institutional Price will be determined by a bookbuilding process wherein prospective institutional and selected investors will be invited to bid for portions of the Institutional Offering by specifying the number of our IPO Shares they would be prepared to acquire and the price they would be prepared to pay for our IPO Shares in respect of the Institutional Offering. This bookbuilding process commenced on [●] and will end on [●]. Upon completion of the bookbuilding process, the Institutional Price will be fixed by our Directors and the Selling Shareholders in consultation with the Joint Bookrunners on the Price Determination Date.

4.4.3 Refund mechanism

If the Final Retail Price is lower than the Retail Price, the difference between the Retail Price and the Final Retail Price will be refunded to the successful applicants without any interest. The refund will be made:

- (i) in the form of cheques to be despatched by ordinary post to the address maintained with Bursa Depository for applications made via the Application Form; or
- (ii) by crediting into the accounts of the successful applicants with the Participating Financial Institution for applications made via the Electronic Share Application or the Internet Participating Financial Institution for applications made via the Internet Share Application,

within ten (10) Market Days from the date of final ballot of applications, at the successful applicants' own risk.

For further details on the refund mechanism, see Section 15.9 of this Prospectus.

4. DETAILS OF OUR IPO (Cont'd)

4.4.4 Expected market capitalisation

Based on the Retail Price, the total market capitalisation of our Company upon our Listing would be approximately RM[●] million.

You should also note that the market price of our Shares upon our Listing is subject to the vagaries of market forces and other uncertainties. You are reminded to carefully consider the risk factors as set out in Section 5 of this Prospectus.

4.5 DILUTION

Dilution is the amount by which our pro forma combined NA per Share after our IPO is less than the price paid by retail, institutional and selected investors for our Shares. Our pro forma combined NA per Share as at 30 June 2024 after adjusting for the following:

- (i) the Transfer of Loob Philippines;
- (ii) the Pre-IPO Dividends;
- (iii) the drawdown of revolving credit facilities granted by OCBC AL-Amin Bank Berhad of RM24.0 million by BB Coffee ("RC Drawdown"); and
- (iv) the Pre-IPO Restructuring,

but before adjusting for our IPO was RM0.03, based on the enlarged issued Shares of 1,110,728,703 after the Pre-IPO Restructuring.

After taking into account the enlarged issued Shares from the issuance of 58,459,500 Issue Shares, Transfer of Loob Philippines, Pre-IPO Dividends, RC Drawdown, Pre-IPO Restructuring and after adjusting for the use of proceeds from our Public Issue, our pro forma combined NA per Share as at 30 June 2024 would be RM[●]. This represents an immediate increase in combined NA per Share of RM[●] to our existing shareholders and an immediate dilution in NA per Share of RM[●] (representing [●]%) of the Retail Price and the Institutional Price (assuming the Final Retail Price and the Institutional Price will equal the Retail Price), to the retail/institutional and selected investors.

The following table illustrates the dilution on a per Share basis assuming the Retail Price is equal to the Final Retail Price and the Institutional Price:

	<u>RM</u>
Final Retail Price/Institutional Price	[●]
Pro forma combined NA per Share as at 30 June 2024, after adjusting for the Transfer of Loob Philippines, Pre-IPO Dividends, RC Drawdown and Pre-IPO Restructuring, and before adjusting for our IPO	0.03
Pro forma combined NA per Share as at 30 June 2024, after adjusting for the Transfer of Loob Philippines, Pre-IPO Dividends, RC Drawdown and Pre-IPO Restructuring, and after adjusting for the use of proceeds from our Public Issue	[●]
Increase in pro forma combined NA per Share to our existing shareholders	[●]
Dilution in pro forma combined NA per Share to the retail/institutional and selected investors	[●]

4. DETAILS OF OUR IPO (Cont'd)**RM**

Dilution in pro forma combined NA per Share to the retail/institutional and selected investors as a percentage of the Retail Price/Institutional Price [●]

Save for our Shares issued pursuant to the Pre-IPO Restructuring, none of our Substantial Shareholders, Directors, Key Senior Management or persons connected to them had acquired, obtained the right to acquire and/or subscribe for our Shares in the past three (3) years up to and including the LPD.

4.6 USE OF PROCEEDS

We expect to use the gross proceeds from our Public Issue amounting to RM[●] million⁽¹⁾ in the following manner:

Details of use of proceeds	Estimated timeframe for use from the date of our Listing	RM'000	%
Repayment of existing bank borrowings	Within 6 months	[●]	[●]
Capital expenditure for new Tealive Corporate Stores and Bask Bear Corporate Stores in Malaysia	Within 24 months	[●]	[●]
Defray fees and expenses relating to our IPO and Listing	Within 3 months	[●]	[●]
Total		[●]	100.0

Note:

(1) We have assumed that the Institutional Price and the Final Retail Price will be equal to the Retail Price.

Further details on the use of proceeds from our Public Issue are as follows:

4.6.1 Repayment of existing bank borrowings

As at the LPD, our Group's existing bank borrowings amounted to approximately RM75.4 million. We intend to use RM[●] million of the total gross proceeds from our Public Issue to repay the following credit facilities:

Facility	: Islamic revolving credit facilities ⁽¹⁾⁽²⁾
Bank	: OCBC Al-Amin Bank Berhad
Amount outstanding as at the LPD	: RM65,400,000
Effective profit rate	: 4.19% per annum

Notes:

(1) The Islamic revolving credit facilities were obtained by Loob Holding to fund the working capital requirements of our Group including for the purpose of purchase of raw materials and packaging materials, payment of distribution expenses and payment of administrative and selling expenses.

4. DETAILS OF OUR IPO (Cont'd)

- (2) *The Islamic revolving credit facilities of RM18.0 million, RM4.0 million, RM10.0 million and RM33.4 million which were last drawn down on 14 February 2025, 24 February 2025, 28 February 2025 and 3 March 2025 have a tenure of 28, 32, 28 and 31 days respectively, and will mature on 14 March 2025, 28 March 2025, 28 March 2025 and 3 April 2025. For information purposes, upon maturity, the matured revolving credits will be rolled over into new revolving credit facilities on a monthly basis.*

The repayment of the Islamic revolving credit facilities is expected to have a positive financial impact on our Group with financing cost savings of approximately RM[●] million per annum based on the effective profit rate of approximately 4.19%. The repayment of bank borrowings will lower our gearing ratio and reduce our financing cost, thereby strengthening our Company's financial position and free up our cash flows that can be channelled towards initiatives that directly support the improvement in our SSSG such as expanding our product offerings, enhancing our marketing efforts and upgrading our Tealive App and Bask Bear App as set out in Section 7.3.1 of this Prospectus.

4.6.2 Capital expenditure for new Tealive Corporate Stores and Bask Bear Corporate Stores in Malaysia

We intend to use approximately RM[●] million of the total gross proceeds from our Public Issue to part finance the capital expenditure required to open up to 12 new Tealive Corporate Stores and 13 new Bask Bear Corporate Stores in shopping malls and/or standalone shop lots throughout Malaysia in tandem with our future plans as set out in Section 7.3.2 of this Prospectus, which will support our efforts to expand our retail footprint and enable us to capture a broader consumer base and grow our brand presence.

The historical average costs of setting up a new Tealive Corporate Store and a new Bask Bear Corporate Store are approximately RM[●] and RM[●] respectively, depending on location, store format and size of the stores. As such, we have used these historical costs as a basis for the capital expenditure required. Should there be any material variances in the future with regards to the set-up cost, the shortfall will be covered by our Group's internally generated funds. The capital expenditure per Tealive Corporate Store or Bask Bear Corporate Store includes, among others, renovation costs (flooring, piping, drainage, electrical works, carpentry and lightings), signage, POS system installation and purchase of kitchen equipment.

As at the LPD, we are still in the process of identifying suitable locations for the shopping malls and/or standalone shop lots store formats. The estimated capital expenditure required will depend on the final locations and sizes of the stores and may vary accordingly.

4.6.3 Defray fees and expenses for our IPO and Listing

The estimated fees and expenses for our IPO and Listing to be borne by us are estimated to be RM[●] million, comprising the following:

	RM'000	%
Professional fees ⁽¹⁾	[●]	[●]
Fees payable to authorities ⁽²⁾	[●]	[●]
Placement fees	[●]	[●]
Other fees and expenses such as printing, advertising, travel and roadshow expenses	[●]	[●]
Total	[●]	100.0

4. DETAILS OF OUR IPO (Cont'd)**Notes:**

- (1) *Includes professional fees for, among others, the Principal Adviser, legal advisers, Reporting Accountants, IMR, internal control consultant, company secretary, Issuing House and Share Registrar.*
- (2) *Includes fees payable to the SC and Bursa Securities.*

If the actual fees and expenses for our IPO and Listing are higher than budgeted, the shortfall will be covered by our Group's internally generated funds. On the other hand, if the actual fees and expenses are lower than budgeted, the difference will be used to repay existing bank borrowings.

The actual proceeds accruing to our Group will depend on the Institutional Price and the Final Retail Price. If the actual proceeds are higher than budgeted above, the excess will be used to fund our capital expenditure for new Tealive Corporate Stores or Bask Bear Corporate Stores. Conversely if the actual proceeds are lower than budgeted above, the proceeds allocated for our capital expenditure for new Tealive Corporate Stores or Bask Bear Corporate Stores will be reduced.

Given the timing of the use of proceeds to be raised from our Public Issue may not be immediate and as part of our efficient capital management to maximise profit income, we intend to place the proceeds raised from our Public Issue or any balance (including accrued profit, if any) in the interest-bearing accounts with the licenced financial institution(s) and/or in money-market deposit instruments/funds.

Our Company will not receive any proceeds from the Offer for Sale. The total gross proceeds from the Offer for Sale of up to approximately RM[●] million will accrue entirely to the Selling Shareholders. The Selling Shareholders will bear their own brokerage fees, underwriting fees and placement fees as well as other miscellaneous expenses for the Offer for Sale which are estimated to be approximately RM[●] million.

4.7 BROKERAGE FEE, UNDERWRITING COMMISSION AND PLACEMENT FEE**4.7.1 Brokerage fee**

The Selling Shareholders will pay brokerage in respect of our Offer Shares under the Retail Offering at the rate of [●]% (exclusive of applicable tax) of the Final Retail Price in respect of all successful applications which bear the stamp of either the participating organisations of Bursa Securities, members of the Association of Banks in Malaysia, members of the Malaysian Investment Banking Association and/or the Issuing House.

The Joint Bookrunners are entitled to charge brokerage commission to successful applicants under the Institutional Offering. For the avoidance of doubt, such brokerage commission under the Institutional Offering will not be payable by us or the Selling Shareholders.

4.7.2 Underwriting commission

As stipulated in the Retail Underwriting Agreement, the Sole Managing Underwriter and the Joint Underwriters have agreed to underwrite our Offer Shares under the Retail Offering for an underwriting commission of up to [●]% (exclusive of applicable tax) of the Retail Price multiplied by the total number of Offer Shares underwritten under the Retail Offering in accordance with the terms of the Retail Underwriting Agreement.

4. DETAILS OF OUR IPO (Cont'd)

4.7.3 Placement fee

The Selling Shareholders for our Offer Shares and us for our Issue Shares will pay the Joint Bookrunners a placement fee and selling commission of [●]% (exclusive of applicable tax) of the Institutional Price multiplied by the number of IPO Shares sold to the institutional and selected investors in accordance with the terms of the Placement Agreement.

4.8 DETAILS OF THE UNDERWRITING, PLACEMENT AND LOCK-UP ARRANGEMENTS**4.8.1 Underwriting**

We and the Selling Shareholders have entered into the Retail Underwriting Agreement with the Sole Managing Underwriter and the Joint Underwriters to severally and not jointly (nor jointly and severally) underwrite 146,148,700 Offer Shares under the Retail Offering, subject to the clawback and reallocation provisions as set out in Section 4.2.3 of this Prospectus and upon the terms and subject to the conditions of the Retail Underwriting Agreement.

Details of the underwriting commission are set out in Section 4.7.2 of this Prospectus, while the salient terms of the Retail Underwriting Agreement are as follows:

[●]

4.8.2 Placement

We and the Selling Shareholders expect to enter into the Placement Agreement with the Joint Bookrunners in relation to the placement of up to 204,608,200 IPO Shares under the Institutional Offering, subject to the clawback and reallocation provisions and the Over-allotment Option as set out in Sections 4.2.3 and 4.2.4 of this Prospectus. We and the Selling Shareholders will be requested to give various representations, warranties and undertakings, and to indemnify the Joint Bookrunners against certain liabilities in connection with our IPO. The terms of the Placement Agreement are subject to negotiations and may include termination events that are different from those under the Retail Underwriting Agreement as set out in Section 4.8.1 of this Prospectus.

4.8.3 Lock-up arrangement

[●]

4. DETAILS OF OUR IPO (Cont'd)

4.9 TRADING AND SETTLEMENT IN SECONDARY MARKET

Upon our Listing, our Shares will be traded through Bursa Securities and settled by book-entry settlement through the CDS, which is operated by Bursa Depository. This will be effected in accordance with the Rules of Bursa Depository and the provisions of the SICDA. Accordingly, we will not deliver share certificates to subscribers or purchasers of our IPO Shares.

Beneficial owners of our Shares are required under the Rules of Bursa Depository to maintain our Shares in CDS accounts, either directly in their names or through authorised nominees. Persons whose names appear in the Record of Depositors maintained by Bursa Depository will be treated as our shareholders in respect of the number of Shares credited to their respective CDS accounts.

Transactions in our Shares under the book-entry settlement system will be reflected by the seller's CDS account being debited with the number of Shares sold and the buyer's CDS account being credited with the number of Shares acquired. No transfer stamp duty is currently payable for our Shares that are settled on a book-entry basis, although there is a nominal transfer fee of RM10 payable for each transfer not transacted on the market.

Shares held in CDS accounts may not be withdrawn from the CDS except in the following instances:

- (i) to facilitate a share buy-back;
- (ii) to facilitate conversion of debt securities;
- (iii) to facilitate company restructuring process;
- (iv) where a body corporate is removed from the Official List;
- (v) to facilitate a rectification of any error; and
- (vi) in any other circumstances determined by Bursa Depository from time to time, after consultation with the SC.

Trading of shares of companies listed on Bursa Securities is normally done in "board lots" of 100 shares. Investors who desire to trade less than 100 shares are required to trade under the odd lot board. Settlement of trades done on a "ready" basis on Bursa Securities generally takes place on the second Market Day following the transaction date, and payment for the securities is generally settled on the second Market Day following the transaction date.

It is expected that our Shares will commence trading on Bursa Securities approximately ten (10) Market Days after the close of the Institutional Offering. Subscribers of our Shares will not be able to sell or otherwise deal in our Shares (except by way of book-entry transfer to other CDS accounts in circumstances which do not involve a change in beneficial ownership) prior to the commencement of trading on Bursa Securities.