

6. INFORMATION ON OUR GROUP

6.1 OUR COMPANY

6.1.1 History and background

Our Company was incorporated in Malaysia under the Act on 27 September 2023 as a private limited company under the name of KK Supergold Sdn Bhd. On 13 February 2025, our Company changed its name to KK Mart Retail Sdn Bhd and was converted into a public limited company on 25 March 2026.

The principal activity of our Company is investment holding. The principal activities of our subsidiaries are set out in Section 6.3 of this Prospectus.

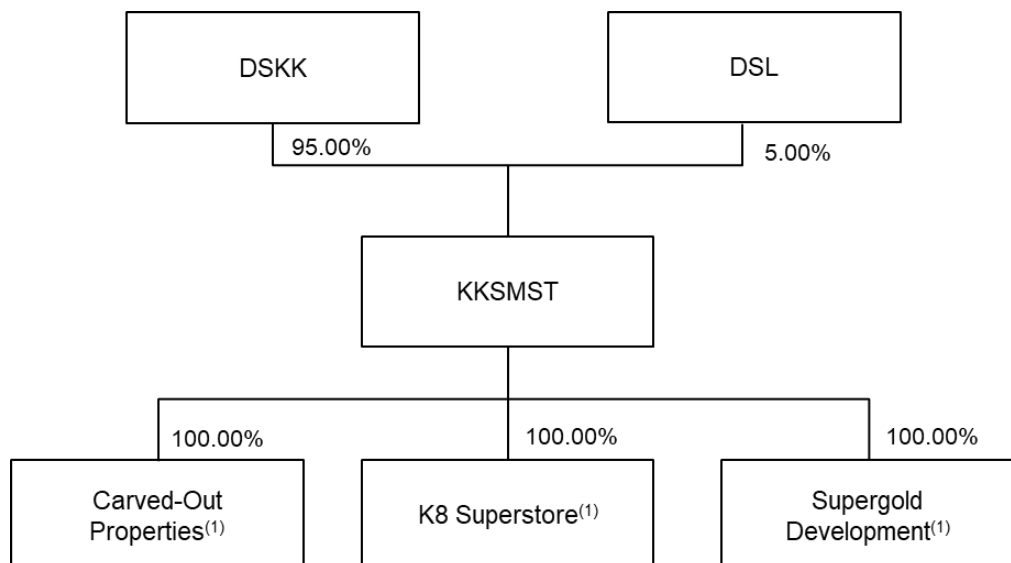
The core business of the KK Mart Group is retail, with KKSMST operating a convenience mart chain, often referred to as “KK Super Mart” or “KK Mart”. The history of our business can be traced back to 2001 when DSKK established the first KK Super Mart store under the legal entity named KK Super Mart (a partnership) which occupied the ground floor of a shop lot at Kuchai Lama, Kuala Lumpur, specialising in retailing and wholesaling of sundry and grocery goods.

Over the past 25 years since the first KK Super Mart store was established, we have grown to become one of the leading convenience mart player in Malaysia.

6.1.2 Formation of our Group

As part of our Internal Restructuring to facilitate our Listing, we undertook the following corporate exercises:

Before the Internal Restructuring



6. INFORMATION ON OUR GROUP (Cont'd)

Note:

(1) Disposal of subsidiaries and investment properties by KKSMSST

On 2 February 2024, KKSMSST had distributed its entire equity interest in K8 Superstore and Supergold Development (representing 100,000 ordinary shares and 250,000 ordinary shares, respectively) for purchase considerations of RM760,879 and RM15,668,324 respectively to DSKK and DSL by way of dividends-in-specie by KKSMSST.

On 8 February 2024, KKSMSST had entered into a memorandum of agreement with DSKK to distribute its entire nine investment properties for a total consideration of RM5,361,058 by way of dividends-in-specie by KKSMSST ("**Carved-Out Properties**"). Most of the Carved-Out Properties were either vacant or were being leased to third parties or related parties.

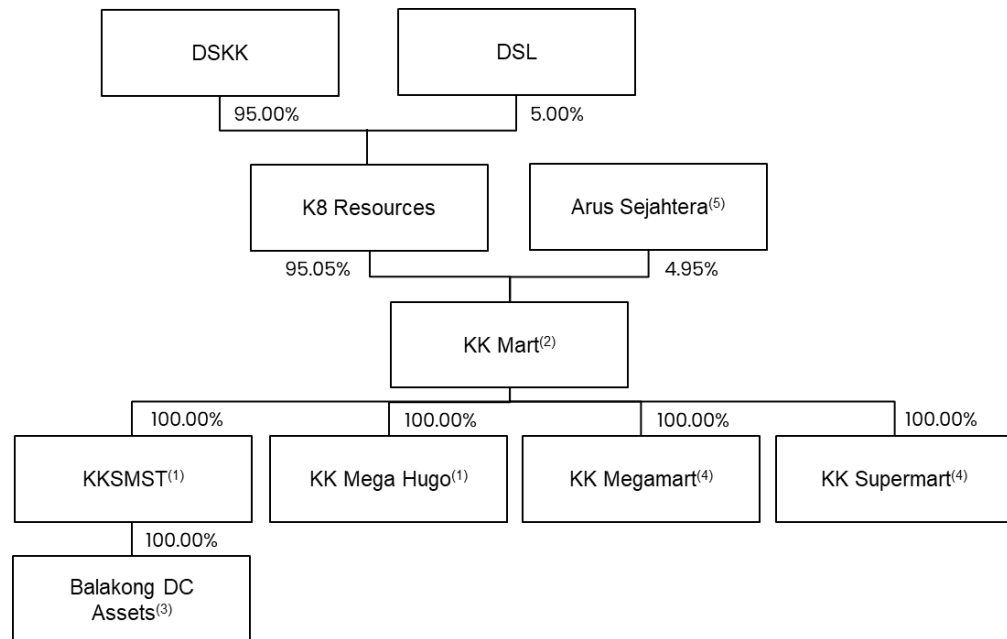
The details of the Carved-Out Properties are set out below:

- (i) Corner three storey shop/office located at No. 1, Jalan Equine Park 9D, Taman Equine, Bandar Putra Permai, 43300 Seri Kembangan, Selangor ("**Property 1**");
- (ii) End-lot single storey terrace factory located at No. 717, Jalan 3/19, Kawasan Perindustrian Nilai 3, 71800 Nilai Negeri Sembilan ("**Property 2**");
- (iii) Intermediate single storey terrace factory located at No. 716, Jalan 3/19, Kawasan Perindustrian Nilai 3, 71800 Nilai Negeri Sembilan ("**Property 3**");
- (iv) Intermediate single storey terrace factory located at No. 715, Jalan 3/19, Kawasan Perindustrian Nilai 3, 71800 Nilai Negeri Sembilan ("**Property 4**");
- (v) Intermediate single storey terrace factory located at No. 714, Jalan 3/19, Kawasan Perindustrian Nilai 3, 71800 Nilai, Negeri Sembilan ("**Property 5**");
- (vi) Apartment located at No. 22-17-3, Block 22, Desa Petaling, Jalan 1/125A, 57100 Kuala Lumpur ("**Property 6**");
- (vii) Intermediate three storey terrace shop/office located at No. 9 Jalan 3/125D, Desa Petaling 57100 Kuala Lumpur ("**Property 7**");
- (viii) Intermediate three storey terrace shop/office located at No. 11 Jalan 3/125D, Desa Petaling 57100 Kuala Lumpur ("**Property 8**"); and
- (ix) Apartment located at No. 2-1, Jalan 3/116B, Kuchai Entrepreneurs Park, Off Jalan Kuchai Lama, 58200 Kuala Lumpur ("**Property 9**").

Further details of the Carved-Out Properties are set out in Section 14.6.3 of this Prospectus.

6. INFORMATION ON OUR GROUP (Cont'd)

After the Internal Restructuring and full conversion of the RCPS

**Notes:**

- (1) Incorporation of KK Mega Hugo and acquisition of KKSMSMST by our Company

On 8 January 2024, our Company had incorporated KK Mega Hugo with an issued share capital of RM100 comprising 100 ordinary shares as a special purpose vehicle to receive an absolute assignment from Mega Hugo Holdings of the trademarks that are used by our Group for our business operations in Malaysia.

On 8 February 2024, our Company had acquired the entire equity interest (representing 5,000,000 ordinary shares) in KKSMSMST from both DSKK and DSL for a total purchase consideration of RM246,618,782 which was settled by the issuance of 246,618,782 new Shares to DSKK and DSL at an issue price of RM1.00 per Share (“**Acquisition of KKSMSMST**”). The purchase consideration was determined based on the unaudited NA of KKSMSMST as at 30 June 2023.

- (2) Acquisition of KK Mart by K8 Resources

On 14 February 2024, K8 Resources had acquired the entire equity interest in our Company (comprising 246,618,882 Shares) from both DSKK and DSL for a total purchase consideration of RM246,618,882, which was settled by the issuance of 246,618,882 new ordinary shares in K8 Resources (“**K8 Resources Shares**”) to DSKK and DSL at an issue price of RM1.00 per K8 Resources Share. The purchase consideration was determined based on KK Mart’s cost of investment in KK Mega Hugo and KKSMSMST.

- (3) Acquisition of Balakong DC Assets

K8 DC Management and KKSMSMST had entered into a sale and purchase agreement dated 21 April 2025 whereby KKSMSMST had purchased from K8 DC Management certain motor vehicles, furniture and fittings, office equipment, renovation works, warehouse equipment and signboard in relation to the warehousing and distribution operations of all KK Super Mart convenience marts (collectively, “**Balakong DC Assets**”) for a purchase consideration of RM0.8 million. As such, all the warehousing and distribution activities for KK Super Mart convenience marts are now carried out directly by KKSMSMST since 1 February 2025. The purchase consideration was determined based on either the realisable value or unaudited NBV of the underlying assets of the Balakong DC Assets as at 1 February 2025.

6. INFORMATION ON OUR GROUP (Cont'd)

(4) Acquisition of KK Supermart and KK Megamart by the Company

On 2 September 2025, our Company had acquired the entire interest in KK Supermart (comprising 30,000 ordinary shares) and the entire equity interest in KK Megamart (comprising 150,000 ordinary shares) for a purchase consideration of RM205.58 and RM103,270.38 respectively, both from DSKK and DSL. The purchase considerations were determined based on the unaudited NA of KK Supermart and KK Megamart as at 15 August 2025.

(5) Investment by Arus Sejahtera

Arus Sejahtera is a special purpose vehicle incorporated to hold the investment of Dymon Asia Private Equity (S.E. Asia) Fund III, L.P. which is a private equity fund.

Pursuant to the SSPA dated 9 November 2023 Arus Sejahtera had acquired 12,330,944 Shares from K8 Resources, representing 5.0% of the Company, and had subscribed for 10,000,000 RCPS. Subsequently, pursuant to a share purchase agreement dated 24 January 2025 entered into by Arus Sejahtera and K8 Resources, Arus Sejahtera had disposed of its entire shareholdings of 12,330,944 Shares, representing approximately 5.0% equity interest in the Company, to K8 Resources. All the RCPS held by Arus Sejahtera have been converted into 12,844,733 new Shares, representing approximately 4.95% of our enlarged issued Shares on 27 March 2026.

6.1.3 Share capital

Our issued share capital is RM256,618,882, comprising 3,290,000,000 Shares as at the date of this Prospectus.

Save as disclosed below, there have been no changes in our issued share capital during the Financial Years Under Review and up to the date of this Prospectus:

Date of allotment/ Subdivision	No. of Shares allotted	No. of cumulative Shares	No. of RCPS allotted	No. of cumulative RCPS	Cumulative issued share capital (RM)
27 September 2023	100	100	-	-	100
8 February 2024 ⁽¹⁾	246,618,782	246,618,882	-	-	246,618,882
6 September 2024	-	-	10,000,000	10,000,000	256,618,882
27 March 2026 ⁽²⁾	12,844,733	259,463,615	-	-	256,618,882
[•]	3,030,536,385	3,290,000,000	-	-	256,618,882

Notes:

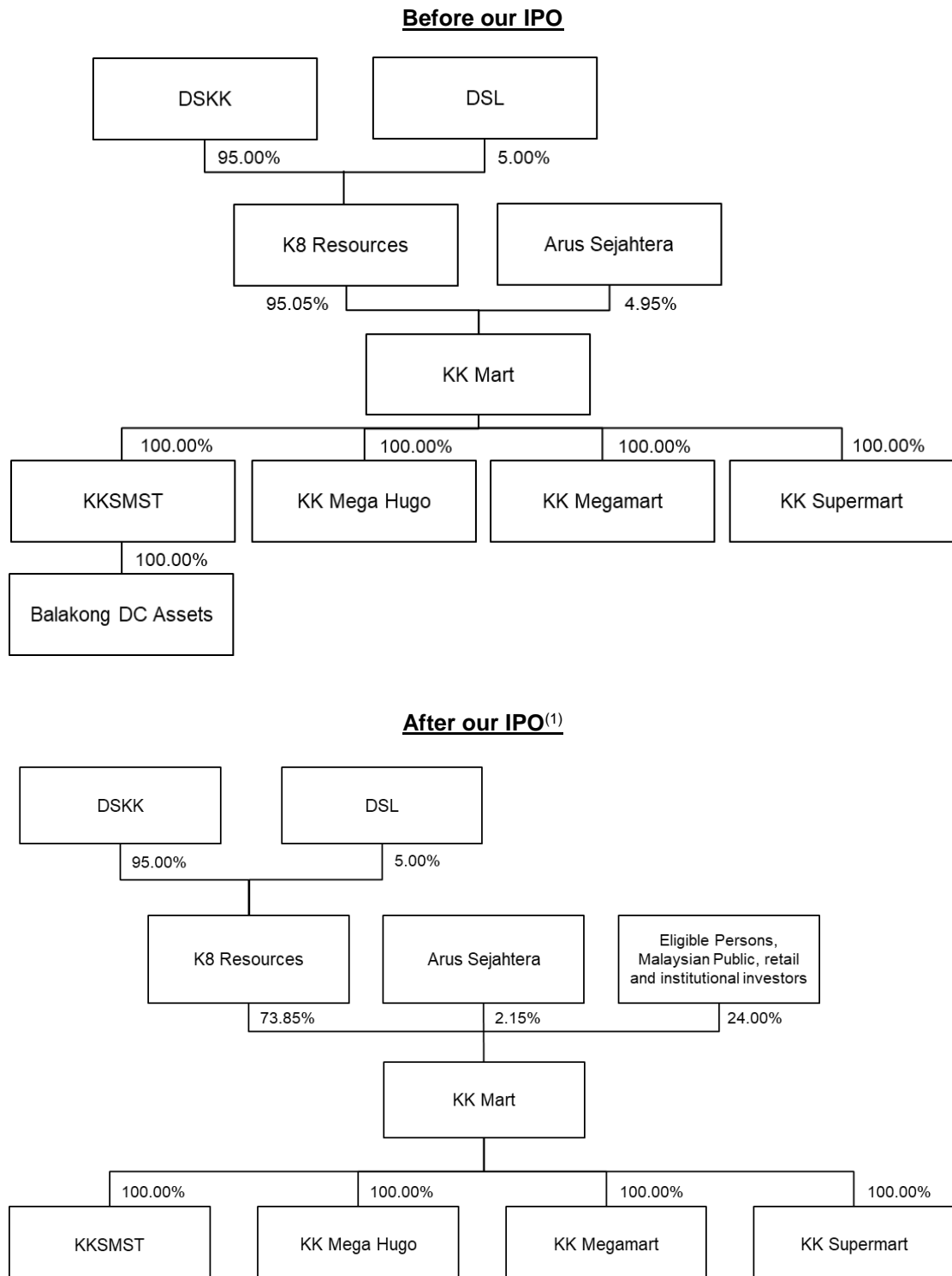
- (1) Pursuant to the acquisition of KKSMT by our Company.
- (2) Pursuant to the conversion of the RCPS.
- (3) Pursuant to the Bonus Issue.

Our Company does not have any treasury shares as at the LPD.

6. INFORMATION ON OUR GROUP (Cont'd)

6.2 OUR GROUP STRUCTURE

Our group structure before and after our IPO are as follows:



Note:

(1) Assuming that our IPO Shares are fully subscribed and the Over-allotment Option is not exercised.

6. INFORMATION ON OUR GROUP (Cont'd)

6.3 OUR SUBSIDIARIES

Our subsidiaries as at the LPD are as follows:

Name and registration number	Date and country of incorporation	Share capital	Our effective equity interest (%)	Principal activities
KKSMST 200301017231 (619651-M)	25 June 2003 (Malaysia)	RM16,185,469	100.00	Operating and franchising of convenience stores
KK Mega Hugo 202401000919 (1546770-U)	8 January 2024 (Malaysia)	RM100,000	100.00	Holding and licensing of intellectual property rights
KK Megamart 200701013000 (771005-D)	25 April 2007 (Malaysia)	RM150,000	100.00	Investment holding
KK Supermart 201601026576 (1197515-V)	9 August 2016 (Malaysia)	RM30,000	100.00	Investment holding

As at the LPD, our Company does not have any associate or joint venture companies.

The details of our subsidiaries as at the LPD are as follows:

6.3.1 KKSMST

KKSMST was incorporated in Malaysia under the Companies Act, 1965 on 25 June 2003 and is deemed registered under the Act as a private limited company.

The principal activity of KKSMST is operating and franchising of convenience stores. The principal place of business of KKSMST is at Menara KK, T6-01-03, Tower 6, Maju Link, Jalan Lingkar Tengah 2, Bandar Tasik Selatan, 57000 Kuala Lumpur, Malaysia.

The issued share capital of KKSMST is RM16,185,469 comprising 5,000,000 ordinary shares. There has been no change in the issued share capital of KKSMST during the Financial Years Under Review and up to the LPD.

KKSMST is a wholly-owned subsidiary of our Company. As at the LPD, KKSMST does not have any subsidiary, associate or joint venture.

6. INFORMATION ON OUR GROUP (Cont'd)

6.3.2 KK Mega Hugo

KK Mega Hugo was incorporated in Malaysia under the Act on 8 January 2024 as a private limited company.

KK Mega Hugo was incorporated as a special purpose vehicle to receive an absolute assignment of trademarks from Mega Hugo Holdings which are used by our Group for its business operations in Malaysia. The principal activity of KK Mega Hugo is holding and licensing of intellectual property rights. The principal place of business of KK Mega Hugo is at Menara KK, T6-01-03, Tower 6, Maju Link, Jalan Lingkaran Tengah 2, Bandar Tasik Selatan, 57000 Kuala Lumpur, Malaysia.

The issued share capital of KK Mega Hugo is RM100,000 comprising 100,000 ordinary shares. Save as disclosed below, there has been no change in the issued share capital of KK Mega Hugo during the Financial Years Under Review and up to the LPD:

<u>Date of allotment</u>	<u>No. of ordinary shares</u>	<u>Consideration</u>	<u>Cumulative issued share capital (RM)</u>
8 January 2024	100	Cash	100
28 May 2025	99,900	Cash	100,000

KK Mega Hugo is a wholly-owned subsidiary of our Company. As at the LPD, KK Mega Hugo does not have any subsidiary, associate or joint venture.

6.3.3 KK Megamart

KK Megamart was incorporated in Malaysia under the Act on 25 April 2007 as a private limited company.

The principal activity of KK Megamart is investment holding. KK Megamart is dormant and does not carry out any business activity.

The issued share capital of KK Megamart is RM150,000 comprising 150,000 ordinary shares. There has been no change in the issued share capital of KK Megamart during the Financial Years Under Review and up to the LPD.

KK Megamart is a wholly-owned subsidiary of our Company. As at the LPD, KK Megamart does not have any subsidiary, associate or joint venture.

6.3.4 KK Supermart

KK Supermart was incorporated in Malaysia under the Act on 9 August 2016 as a private limited company.

The principal activity of KK Supermart is investment holding. KK Supermart is dormant and does not carry out any business activity.

The issued share capital of KK Supermart is RM30,000 comprising 30,000 ordinary shares. Save as disclosed below, there has been no change in the issued share capital of KK Supermart during the Financial Years Under Review and up to the LPD:

<u>Date of allotment</u>	<u>No. of ordinary shares</u>	<u>Consideration</u>	<u>Cumulative issued share capital (RM)</u>
15 September 2023	98	Cash	100
8 August 2025	29,900	Otherwise than cash	30,000

KK Supermart is a wholly-owned subsidiary of our Company. As at the LPD, KK Supermart does not have any subsidiary, associate or joint venture.

6. INFORMATION ON OUR GROUP *(Cont'd)*

As at the LPD, our Group does not have any outstanding warrants, options, convertible securities or uncalled capital.

None of our Shares and share capital in our subsidiaries were issued and allotted at a discount or have any special terms or instalment payment terms. Our issued Shares and the issued shares of our subsidiaries are fully paid-up.

As at the LPD, neither our Company nor our subsidiaries are involved in any bankruptcy, receivership or similar proceedings.

During the last financial year and up to the LPD, there were no:

- (i) public take-over offers by third parties in respect of our Shares; and
- (ii) public take-over offers by our Company in respect of other companies' securities.