

11. CONFLICT OF INTEREST

11.1 INTEREST IN ENTITIES CARRYING ON A SIMILAR TRADE AS OUR GROUP OR WHICH ARE OUR CUSTOMERS OR SUPPLIERS

11.1.1 Involvement of our Directors and Substantial Shareholders in entities which carry on a similar trade as our Group

As at the LPD, save as disclosed below, our Directors and Substantial Shareholders do not have any interest, direct or direct, in any entities which are carrying on a similar trade as our Group:

Name of company	Director and Substantial Shareholders	Nature of trade	Principal activities	Nature of interest
Empire Sushi Group Sdn Bhd ⁽¹⁾	<u>Directors</u> and <u>Substantial Shareholders</u>	Operation of grab-and-go sushi outlets. As at the LPD, Empire Sushi Group Sdn Bhd had ceased operations and had been placed under a members' voluntary winding-up in March 2025.	To carry on the business as proprietors of Japanese restaurants, refreshment and tea room, cafes and snack bars	Nicole Lim is our Director and Substantial Shareholder. She was also a director and shareholder (50%) of Empire Sushi Group Sdn Bhd.
	<ul style="list-style-type: none"> Nicole Lim Jordan Tan 			Jordan Tan is our Director and Substantial Shareholder. He was also a director and shareholder (50%) of Empire Sushi Group Sdn Bhd.

Our Board is of the view that any potential conflict of interest situation which may arise through the interests of Nicole Lim and Jordan Tan in Empire Sushi Group Sdn Bhd is mitigated as Empire Sushi Group Sdn Bhd had been placed under a members' voluntary winding-up in March 2025 and is in the midst of obtaining the necessary clearances from the IRB prior to the company being duly dissolved.

11. CONFLICT OF INTEREST *(Cont'd)*

11.1.2 Involvement of our Directors and Substantial Shareholders in entities which are our customers or suppliers

As at the LPD, our Directors and Substantial Shareholders do not have any interest, direct or indirect, in any entities which are our customers and/or suppliers.

Notwithstanding, the interests that may be held by our Directors and Substantial Shareholders in the future in other businesses or corporations which are carrying on a similar trade as our Group and/or our customers or suppliers may give rise to a conflict of interest situation with our business. Where such interests give rise to a conflict of interest situation, our Directors and Substantial Shareholders and persons connected to them shall abstain from deliberating and voting on the resolutions relating to these matters or transactions that require the approval of our shareholders in respect of their direct or indirect interest. Such transactions will be carried out on arm's length basis and on normal commercial terms.

As set out in Section 10.2.1 of this Prospectus, our Audit and Risk Management Committee will review such conflict of interest that may arise within our Company or our Group including such transaction, procedure or course that raises questions on management integrity. Our Audit and Risk Management Committee will also ensure that any such transactions are carried out on terms that are not detrimental to our Group.

11.2 DECLARATION BY ADVISERS ON CONFLICT OF INTEREST

11.2.1 Declaration by Maybank IB

Maybank IB, being the Principal Adviser, Sole Bookrunner and Sole Placement Agent for the Institutional Offering, and Sole Underwriter for the Retail Offering, and its related and associated companies ("**Maybank Group**") form a diversified financial group and are engaged in a wide range of investment and commercial banking, brokerage, securities trading, assets and funds management and credit transaction services businesses.

The Maybank Group has engaged and may in the future, engage in transactions with and perform services for our Company and/or our affiliates, in addition to the roles set out in this Prospectus. In addition, in the ordinary course of business, any member of the Maybank Group may at any time offer or provide its services to or engage in any transaction (on its own account or otherwise) with any member of our Group, our shareholders and/or our affiliates and/or any other entity or person, hold long or short positions in securities issued by our Company and/or our affiliates, and may trade or otherwise effect transactions for its own account or the account of its customers in debt or equity securities or senior loans of any member of our Group and/or our affiliates.

This is a result of the businesses of the Maybank Group generally acting independently of each other, and accordingly, there may be situations where parts of the Maybank Group and/or its customers now have or in the future, may have interest or take actions that may conflict with the interest of our Group. Nonetheless, the Maybank Group is required to comply with applicable laws and regulations issued by the relevant authorities governing its advisory business, which require, among others, segregation between dealing and advisory activities and a Chinese wall between different business divisions.

As at the LPD, the Maybank Group has not extended any credit facilities to our Group.

11. CONFLICT OF INTEREST (Cont'd)

Maybank IB confirms that there is no conflict of interest situation in its capacity as Principal Adviser, Sole Bookrunner and Sole Placement Agent for the Institutional Offering, and Sole Underwriter for the Retail Offering.

11.2.2 Declaration by Grant Thornton Malaysia PLT

Grant Thornton Malaysia PLT confirms that there is no existing or potential conflict of interest situation in its capacity as Auditors and Reporting Accountants for our Company in relation to our IPO.

11.2.3 Declaration by Foong & Partners

Foong & Partners confirms that there is no existing or potential conflict of interest situation in its capacity as the legal adviser to our Company as to Malaysian law in relation to our IPO.

11.2.4 Declaration by Christopher & Lee Ong

Christopher & Lee Ong confirms that there is no existing or potential conflict of interest situation in its capacity as the legal adviser to the Sole Bookrunner, Sole Underwriter and Sole Placement Agent as to Malaysian law in relation to our IPO.

11.2.5 Declaration by Vital Factor

Vital Factor confirms that there is no existing or potential conflict of interest situation in its capacity as the Independent Business and Market Research Consultants in relation to our IPO.

11.2.6 Declaration by Sterling Business Alignment Consulting Sdn Bhd

Sterling Business Alignment Consulting Sdn Bhd confirms that there is no existing or potential conflict of interest situation in its capacity as the Internal Control Consultant in relation to our IPO.