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P R O S P E C T U S



LOOB BERHAD

(Registration No. 201901046246 (1355576-V))
(Incorporated in Malaysia under the Companies Act 2016)

INITIAL PUBLIC OFFERING ("IPO") OF UP TO 350,756,900 ORDINARY SHARES IN LOOB BERHAD ("LOOB") ("IPO SHARES") IN CONJUNCTION WITH THE LISTING OF AND QUOTATION FOR THE ENTIRE ENLARGED ISSUED ORDINARY SHARES OF LOOB ("SHARES") ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD COMPRISING AN OFFER FOR SALE OF UP TO 292,297,400 EXISTING SHARES ("OFFER SHARES") AND A PUBLIC ISSUE OF 58,459,500 NEW SHARES ("ISSUE SHARES") INVOLVING:

- (I) INSTITUTIONAL OFFERING OF UP TO 204,608,200 IPO SHARES TO INSTITUTIONAL AND SELECTED INVESTORS INCLUDING BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INVESTMENT, TRADE AND INDUSTRY OF MALAYSIA AT THE INSTITUTIONAL PRICE TO BE DETERMINED BY WAY OF BOOKBUILDING ("INSTITUTIONAL PRICE"); AND
- (II) RETAIL OFFERING OF 146,148,700 OFFER SHARES TO THE DIRECTORS OF LOOB, ELIGIBLE EMPLOYEES OF LOOB AND ITS SUBSIDIARIES ("GROUP"), PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF THE GROUP AND THE MALAYSIAN PUBLIC AT THE RETAIL PRICE OF RM[•] PER OFFER SHARE ("RETAIL PRICE"), PAYABLE IN FULL UPON APPLICATION AND SUBJECT TO REFUND OF THE DIFFERENCE BETWEEN THE RETAIL PRICE AND THE FINAL RETAIL PRICE (AS DEFINED IN THIS PROSPECTUS) IN THE EVENT THAT THE FINAL RETAIL PRICE IS LESS THAN THE RETAIL PRICE,

SUBJECT TO THE CLAWBACK AND REALLOCATION PROVISIONS AND THE OVER-ALLOTMENT OPTION. THE FINAL RETAIL PRICE WILL BE EQUAL TO THE LOWER OF:

- (I) THE RETAIL PRICE; OR
- (II) THE INSTITUTIONAL PRICE

Principal Adviser, Joint Bookrunner, Sole Managing Underwriter and Joint Underwriter



Investment Bank

Company Registration No. 197301002412
(A Participating Organisation of Bursa Malaysia Securities Berhad)

Joint Bookrunner and Joint Underwriter



AmInvestment Bank

AmInvestment Bank Berhad
(Registration No. 197501002220 (23742-V))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

NO SECURITIES WILL BE ALLOTTED OR ISSUED BASED ON THIS PROSPECTUS AFTER SIX MONTHS FROM THE DATE OF THIS PROSPECTUS.

[THE SC HAS APPROVED THE ISSUE, OFFER OR INVITATION FOR THE OFFERING UNDER SECTION 214(1) OF THE CAPITAL MARKETS AND SERVICES ACT 2007.]

[THIS PROSPECTUS HAS BEEN REGISTERED BY THE SC.] THE APPROVAL AND REGISTRATION OF THIS PROSPECTUS, SHOULD NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS OUR IPO OR ASSUMES RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENT MADE, OPINION EXPRESSED OR REPORT CONTAINED IN THIS PROSPECTUS. THE SC HAS NOT, IN ANY WAY, CONSIDERED THE MERITS OF OUR SHARES BEING OFFERED FOR INVESTMENT.

THE SC IS NOT LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF OUR COMPANY AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS DOCUMENT, MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS, AND EXPRESSLY DISCLAIMS ANY LIABILITY FOR ANY LOSS THAT YOU MAY SUFFER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS.

INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.

FOR INFORMATION CONCERNING RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" COMMENCING ON PAGE 36.

LISTING SOUGHT: MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD

THIS PROSPECTUS IS NOT TO BE DISTRIBUTED OUTSIDE MALAYSIA

THIS PROSPECTUS IS DATED [•]

All defined terms used in this Prospectus are defined under “Presentation of Financial and Other Information”, “Definitions” and “Glossary of Technical Terms” commencing on pages viii, xii and xxiv of this Prospectus, respectively.

RESPONSIBILITY STATEMENTS

Our Directors, our Promoters and the Selling Shareholders have seen and approved this Prospectus. They collectively and individually accept full responsibility for the accuracy of the information. Having made all reasonable enquiries, and to the best of their knowledge and belief, they confirm that there is no false or misleading statement or other facts which if omitted, would make any statement in this Prospectus false or misleading.

Maybank IB, being the Principal Adviser, Joint Bookrunner for the Institutional Offering, and Sole Managing Underwriter and Joint Underwriter for the Retail Offering, acknowledges that, based on all available information, and to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts concerning our IPO.

It is to be noted that the role of AmInvestment Bank in our IPO is limited to being Joint Bookrunner for the Institutional Offering and Joint Underwriter for the Retail Offering.

STATEMENTS OF DISCLAIMER

[Our Company has obtained the approval of Bursa Securities for our Listing.] Admission to the Official List of Bursa Securities is not to be taken as an indication of the merits of our IPO, our Company or our Shares.

This Prospectus, together with the Application Forms have also been lodged with the Registrar of Companies, who takes no responsibility for its contents.

OTHER STATEMENTS

Investors should note that they may seek recourse under Sections 248, 249 and 357 of the CMSA for breaches of securities laws including any statement in this Prospectus that is false, misleading, or from which there is a material omission, or for any misleading or deceptive act in relation to this Prospectus or the conduct of any other person in relation to our Company.

Our Shares are offered to the public on the premise of full and accurate disclosure of all material information concerning our IPO, for which any person set out in Section 236 of the CMSA, is responsible.

[Our Shares are classified as Shariah-compliant by the SAC. This classification remains valid from the date of issue of this Prospectus until the next Shariah compliance review undertaken by the SAC. The new status is released in the updated list of Shariah-compliant securities, on the last Friday of May and November.]

Investors should not take the agreement by the Sole Managing Underwriter and the Joint Underwriters named in this Prospectus to underwrite our Shares under the Retail Offering as an indication of the merits of our Shares being offered.

This Prospectus has been prepared in the context of an IPO under the laws of Malaysia. It does not comply with the laws of any jurisdiction other than Malaysia, and has not been and will not be lodged, registered or approved pursuant to or under any applicable securities or equivalent legislation or by any regulatory authority of any jurisdiction other than Malaysia.

This Prospectus is published solely in connection with our IPO. Our Shares are being offered solely on the basis of the information contained and representations made in this Prospectus. Our Company, our Promoters, the Selling Shareholders, the Principal Adviser, the Joint Bookrunners, the Sole Managing Underwriter and the Joint Underwriters have not authorised anyone to provide any information or to make any representation not contained in this Prospectus. Any information or representation not contained in this Prospectus must not be relied upon as having been authorised by our Company, our Promoters, the Selling Shareholders, the Principal Adviser, the Joint Bookrunners, the Sole Managing Underwriter and the Joint Underwriters or any of their respective directors, or any other persons involved in our IPO.

The distribution of this Prospectus and our IPO are subject to the laws of Malaysia. This Prospectus will not be distributed outside Malaysia. Our Company, our Promoters, the Selling Shareholders, the Principal Adviser, the Joint Bookrunners, the Sole Managing Underwriter and the Joint Underwriters have not authorised and take no responsibility for the distribution of this Prospectus outside Malaysia. No action has been taken to permit any offering of our Shares based on this Prospectus in any jurisdiction other than Malaysia. Accordingly, this Prospectus may not be used for the purpose of and does not constitute an offer for subscription or purchase or invitation to subscribe for or purchase of our Shares in any jurisdiction or in any circumstance in which such an offer is not authorised or lawful or to any person to whom it is unlawful to make such offer or invitation. The distribution of this Prospectus and the offering of our Shares in certain other jurisdictions may be restricted by law. Prospective investors who may be in possession of this Prospectus are required to inform themselves and to observe such restrictions.

We will not, prior to acting on any acceptance in respect of our IPO, make or be bound to make any enquiry as to whether you have a registered address in Malaysia and will not be deemed to accept any liability whether or not any enquiry or investigation is made in connection to it. We will further assume that you had accepted our IPO in Malaysia and will be subject to the laws of Malaysia in connection to it.

It will be your sole responsibility to ensure that your application for our IPO would be in compliance with the terms of our IPO and will not be in contravention of any laws of countries or jurisdictions other than Malaysia to which you may be subjected to. It will be your sole responsibility to consult your legal and/or other professional adviser on the laws to which our IPO or you are or might be subjected to. Neither we nor our Promoters, the Selling Shareholders, the Principal Adviser, the Joint Bookrunners, the Sole Managing Underwriter and the Joint Underwriters nor any other advisers in relation to our IPO will accept any responsibility or liability in the event that any application made by you shall become illegal, unenforceable, avoidable or void in any country or jurisdiction.

However, we reserve the right, in our absolute discretion, to treat any acceptance as invalid if we believe that such acceptance may violate any law or applicable legal or regulatory requirements.

ELECTRONIC PROSPECTUS/INTERNET SHARE APPLICATION

This Prospectus can be viewed or downloaded from Bursa Securities' website at www.bursamalaysia.com. The contents of the Electronic Prospectus and the copy of this Prospectus registered with the SC are the same.

The internet is not a fully secure medium. Your Internet Share Application may be subject to risks of data transmission, computer security threats such as viruses, hackers and crackers, faults with computer software and other events beyond the control of the Internet Participating Financial Institutions. These risks cannot be borne by the Internet Participating Financial Institutions.

If you doubt the validity or integrity of the Electronic Prospectus, you should immediately request from us or the Issuing House, a paper/printed copy of this Prospectus. If there is any discrepancy between the contents of the Electronic Prospectus and the paper/printed copy of this Prospectus, the contents of the paper/printed copy of this Prospectus which are identical to the copy of the Prospectus registered with the SC will prevail.

In relation to any reference in this Prospectus to third-party internet sites ("**Third-Party Internet Sites**"), whether by way of hyperlinks or by way of description of the Third-Party Internet Sites, you acknowledge and agree that:

- (i) we do not endorse and are not affiliated in any way to the Third-Party Internet Sites. Accordingly, we are not responsible for the availability of or the content or any data, file or other material provided on the Third-Party Internet Sites. You bear all risks associated with the access to or use of the Third-Party Internet Sites;

- (ii) we are not responsible for the quality of products or services in the Third-Party Internet Sites, particularly in fulfilling any of the terms of any of your agreements with the Third-Party Internet Sites. We are also not responsible for any loss or damage or cost that you may suffer or incur in connection with or as a result of dealing with the Third-Party Internet Sites or the use of or reliance on any data, file or other material provided by the Third-Party Internet Sites; and
- (iii) any data, information, file or other material downloaded from the Third-Party Internet Sites is done at your own discretion and risk. We are not responsible, liable or under obligation for any damage to your computer system or loss of data resulting from the downloading of any such data, information, file or other material.

Where an Electronic Prospectus is hosted on the website of the Internet Participating Financial Institutions, you are advised that:

- (i) the Internet Participating Financial Institution is only liable in respect of the integrity of the contents of the Electronic Prospectus, to the extent of the contents of the Electronic Prospectus on the web server of the Internet Participating Financial Institution which may be viewed via your web browser or other relevant software. The Internet Participating Financial Institution is not responsible for the integrity of the contents of the Electronic Prospectus, which has been obtained from the web server of the Internet Participating Financial Institution and subsequently communicated or disseminated in any manner to you or other parties;
- (ii) while all reasonable measures have been taken to ensure the accuracy and reliability of the information provided in the Electronic Prospectus, the accuracy and reliability of the Electronic Prospectus cannot be guaranteed because the internet is not a fully secure medium; and
- (iii) the Internet Participating Financial Institution is not liable (whether in tort or contract or otherwise) for any loss, damage or costs, you or any other person may suffer or incur due to, as a consequence of or in connection with any inaccuracies, changes, alterations, deletions or omissions in respect of the information provided in the Electronic Prospectus which may arise in connection with or as a result of any fault with web browsers or other relevant software, any fault on your or any third party's personal computer, operating system or other software, viruses or other security threats, unauthorised access to information or systems in relation to the website of the Internet Participating Financial Institution, and/or problems occurring during data transmission which may result in inaccurate or incomplete copies of information being downloaded or displayed on your personal computer.

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.

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TABLE OF CONTENTS

	PAGE
PRESENTATION OF FINANCIAL AND OTHER INFORMATION	viii
FORWARD-LOOKING STATEMENTS	x
DEFINITIONS	xii
GLOSSARY OF TECHNICAL TERMS	xxiv
1. CORPORATE DIRECTORY	1
2. INTRODUCTION	6
2.1 Approvals and conditions	6
2.2 Moratorium on our Shares	7
3. PROSPECTUS SUMMARY	8
3.1 Principal details of our IPO	8
3.2 Our business	8
3.3 Competitive strengths	9
3.4 Future plans and strategies	11
3.5 Risk factors	12
3.6 Directors and Key Senior Management	13
3.7 Dividend policy	13
3.8 Promoters and Substantial Shareholders	14
3.9 Use of proceeds	15
3.10 Financial and operational highlights	16
3.11 Non-compliances with the relevant laws, regulations, rules and requirements governing the conduct of the operations of our Group	17
4. DETAILS OF OUR IPO	18
4.1 Indicative timetable	18
4.2 Particulars of our IPO and plan of distribution	18
4.3 Selling Shareholders	26
4.4 Basis of arriving at the price of our IPO Shares and refund mechanism	27
4.5 Dilution	29
4.6 Use of proceeds	30
4.7 Brokerage fee, underwriting commission and placement fee	32
4.8 Details of the underwriting, placement and lock-up arrangements	33
4.9 Trading and settlement in secondary market	34
5. RISK FACTORS	35
5.1 Risks relating to our business	35
5.2 Risks relating to jurisdictions and industry in which we operate	53
5.3 Risks relating to our Shares and our Listing	57
6. INFORMATION ON OUR GROUP	61
6.1 Our Company	61
6.2 Our Group structure	65
6.3 Material Subsidiaries, JVs and associates	72

TABLE OF CONTENTS (Cont'd)

	PAGE
7. BUSINESS OVERVIEW	84
7.1 Overview	84
7.2 Competitive strengths	87
7.3 Future plans and strategies	96
7.4 Key milestones	101
7.5 Our operations	103
7.6 Training and development	129
7.7 Product development	129
7.8 Insurance	131
7.9 Major licences and permits	132
7.10 Seasonality	132
7.11 Employees	132
7.12 Competition	132
7.13 Intellectual property and trademarks	133
7.14 Business interruption	133
7.15 Material properties and equipment	133
7.16 Cash management policy	133
7.17 Governing laws and regulations	133
7.18 Non-compliances with the relevant laws, regulations, rules and requirements governing the conduct of the operations of our Group	137
7.19 Franchisees' and licensees' obligations to ensure compliance with relevant laws and regulations	159
7.20 Material dependency on commercial contracts, agreements or other arrangements	161
7.21 Health and safety matters	169
7.22 Environmental, social and governance	170
7.23 Awards	179
7.24 Key certifications	179
8. INDUSTRY OVERVIEW	180
9. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT	192
9.1 Promoters and Substantial Shareholders	192
9.2 Board of Directors	199
9.3 Key Senior Management	233
9.4 Associations or family relationships between our Promoters, Substantial Shareholders, Directors and Key Senior Management	240
9.5 Declaration by our Promoters, Directors and Key Senior Management	241
9.6 Other matters	242
10. RELATED PARTY TRANSACTIONS	243
10.1 Our Group's related party transactions	243
10.2 Monitoring and oversight of related party transactions	263
11. CONFLICTS OF INTEREST	264
11.1 Interest in entities which carry on a similar trade as that of our Group or which are our customers or suppliers	264
11.2 Properties leased to or from our Group by or to related parties	282
11.3 Declaration by advisers on conflicts of interest	284

TABLE OF CONTENTS (Cont'd)

	PAGE
12. FINANCIAL INFORMATION	286
12.1 Historical financial information	286
12.2 Management's discussion and analysis of financial condition and results of operations	289
12.3 Capitalisation and indebtedness	344
12.4 Dividend policy	345
12.5 Reporting Accountants' Letter on the Pro Forma Combined Statement of Financial Information	347
13. ACCOUNTANTS' REPORT	368
14. ADDITIONAL INFORMATION	443
14.1 Share capital	443
14.2 Extracts of our Constitution	443
14.3 Deposited securities and rights of depositors	454
14.4 Limitation on the right to hold securities and/or exercise voting rights	454
14.5 Repatriation of capital, remittance of profit and taxation	454
14.6 Material contracts	454
14.7 Material litigation	457
14.8 Consents	457
14.9 Documents available for inspection	457
14.10 Responsibility statements	458
15. PROCEDURES FOR APPLICATION	459
15.1 Opening and closing of Applications	459
15.2 Methods of Application	459
15.3 Eligibility	460
15.4 Procedures for Application by way of Application Form	461
15.5 Application by way of Electronic Share Application	462
15.6 Application by way of Internet Share Application	462
15.7 Authority of our Board and the Issuing House	462
15.8 Over/Under-subscription	463
15.9 Unsuccessful/Partially successful applicants	463
15.10 Successful applicants	464
15.11 Enquiries	465
ANNEXURE A: OUR MAJOR LICENCES, PERMITS AND APPROVALS	A-1
ANNEXURE B: OUR MATERIAL PROPERTIES AND MATERIAL EQUIPMENT	B-1
ANNEXURE C: OUR TRADEMARKS, BRAND NAMES AND OTHER INTELLECTUAL PROPERTY RIGHTS	C-1
ANNEXURE D: SALIENT TERMS OF OUR FRANCHISE AGREEMENTS	D-1

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

All references to “our Company” or “Loob” are to Loob Berhad. All references to “Loob Group” or “our Group” are to our Company and our subsidiaries taken as a whole. All references to “we”, “us”, “our” and “ourselves” are to our Company and where the context otherwise requires, our Group. All references to “our stores” are to our directly-owned, franchised and licenced stores. All references to “our Tealive stores” are to our Tealive Corporate Stores, Tealive Franchised Stores and Tealive Licenced Stores. All references to “our Bask Bear stores” are to our Bask Bear Corporate Stores and Bask Bear Franchised Stores.

All references to the “Selling Shareholder(s)” are to Uttama Ltd, Loo Chuu Lin, Loo Woi Lip, Loo Chee Leng and Singli Aerovest Sdn Bhd, collectively or individually. All references to “Promoter(s)” are to Loo Chuu Lin, Loo Woi Lip and Loo Chee Leng, collectively or individually.

All references to “you” are to our prospective investors.

All references to “Government” are to the Government of Malaysia.

Any discrepancies in the tables between the amounts listed and the totals in this Prospectus are due to rounding adjustments. Other abbreviations and acronyms used in this Prospectus are defined in the “Definitions” section and technical terms used in this Prospectus are defined in the “Glossary of Technical Terms” section. Words denoting the singular will, where applicable, include the plural and *vice versa* and words denoting the masculine gender will, where applicable, include the feminine and/or neuter genders and *vice versa*. Reference to persons will, where applicable, include companies and corporations.

Any reference to provisions of the statutes, rules, regulations, enactments or rules of the stock exchange shall (where the context admits), be construed as a reference to provisions of such statutes, rules, regulations, enactments or rules of the stock exchange (as the case may be) as modified by any written law or (if applicable) amendments or re-enactment to the statutes, rules, regulations, enactments or rules of the stock exchange for the time being in force.

Any reference to a date and time will be a reference to a date and time in Malaysia, unless otherwise stated.

All references to the “LPD” in this Prospectus are to 28 February 2025, being the latest practicable date prior to the registration of this Prospectus with the SC.

The information on our website or any website directly or indirectly linked to such website does not form part of this Prospectus and you should not rely on that information for the purposes of your decision whether or not to invest in our Shares.

This Prospectus includes statistical data provided by us and various third parties and cites third-party projections regarding the growth and performance of the industry in which we operate and our estimated market share. This data is taken or derived from information published by industry sources and from our internal data. In each of such case, the source is stated in this Prospectus, provided that where no source is stated, it can be assumed that the information originates from us or is extracted from the IMR Report as included in Section 8 of this Prospectus. We have appointed Frost & Sullivan to provide an independent market and industry review. In compiling its data for the review, Frost & Sullivan had relied on its research methodology, industry sources, published materials, its private databanks and direct contacts within the industry.

Further, third-party projections cited in this Prospectus are subject to significant uncertainties that could cause actual data to differ materially from the projected figures. We cannot give any assurance that the projected figures will be achieved and you should not place undue reliance on the statistical data and third-party projections cited in this Prospectus.

For the purpose of this Prospectus, EBITDA is calculated as our profit before tax for the relevant financial year plus (i) finance costs; (ii) depreciation of PPE; (iii) depreciation of ROU assets; (iv) amortisation of intangible assets, less (v) finance income, whereas Adjusted EBITDA is calculated as EBITDA plus (i) share of profit/(loss) of associates/joint ventures; (ii) net losses on impairment of financial instruments.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION *(Cont'd)*

EBITDA, Adjusted EBITDA and the related ratios presented in this Prospectus are supplemental measures of our performance and liquidity that are not required by or presented in accordance with the IFRS and MFRS. Furthermore, EBITDA and Adjusted EBITDA are not measures of our financial performance or liquidity under the IFRS and MFRS and should not be considered as an alternative to net profit, operating income or any other performance measures derived in accordance with the IFRS or MFRS or as an alternative to cash flows from operating activities or as a measure of liquidity. In addition, EBITDA and Adjusted EBITDA are not standardised terms, and hence, a direct comparison of EBITDA and Adjusted EBITDA between companies may not be possible. Other companies may calculate EBITDA and Adjusted EBITDA differently from us, limiting its usefulness as a comparative measure.

EBITDA and Adjusted EBITDA have been presented because we believe that these supplemental measures are frequently used by securities analysts, investors and other interested parties in evaluating similar companies, many of whom present such non-IFRS and non-MFRS financial measures when reporting their results. Finally, EBITDA and Adjusted EBITDA are presented as a supplemental measure of our ability to service debt. Nevertheless, EBITDA and Adjusted EBITDA have limitations as an analytical tool, and prospective investors should not consider them in isolation from or as a substitute for analysis of our financial condition or results of operations, as reported under the IFRS and MFRS. Due to these limitations, EBITDA and Adjusted EBITDA should not be considered as a measure of discretionary cash available to invest in the growth of our business.

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FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements. All statements, other than statements of historical facts included in this Prospectus, including, without limitation, those regarding our financial position, business strategies and prospects are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements, or industry results to be materially different from any future results, performance or achievements, or industry results expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Such forward-looking statements reflect our current view with respect to future events and do not guarantee future performance.

Forward-looking statements can be identified by the use of forward-looking terminologies such as the words “may”, “will”, “would”, “could”, “believe”, “expect”, “anticipate”, “intend”, “estimate”, “aim”, “plan”, “forecast” or similar expressions, and include all statements that are not historical facts. Such forward-looking statements include, without limitation, statements relating to:

- (i) demand for our products and general industry environment;
- (ii) our strategies and competitive position;
- (iii) our future financial position, earnings, cash flows and liquidity;
- (iv) our ability to enter into certain foreign markets;
- (v) potential growth opportunities; and
- (vi) regulatory environment and the effects of future regulation.

Our actual results may differ materially from information contained in such forward-looking statements as a result of a number of factors beyond our control, including, but not limited to:

- (i) activities and financial position of our customers, suppliers and other business partners;
- (ii) delay in supply of raw materials and shortages in labour;
- (iii) finance costs, interest rates, tax rates and foreign exchange rates;
- (iv) future regulatory or government policy changes affecting us;
- (v) delays or problems with the execution of our expansion plans;
- (vi) increases in rental rates of our stores;
- (vii) competitive environment of the industry in which we operate;
- (viii) reliance on licences, permits and approvals;
- (ix) general economic, business, social, political and investment environment in the countries where we may enter into in the future;
- (x) changes in accounting standards and policies; and
- (xi) other factors beyond our control.

FORWARD-LOOKING STATEMENTS *(Cont'd)*

Additional factors that could cause our actual results, performance or achievements to differ materially include, but are not limited to, those discussed in Section 5 of this Prospectus on “Risk Factors” and Section 12.2 of this Prospectus on “Management’s Discussion and Analysis of Financial Condition and Results of Operations”. We cannot give any assurance that the forward-looking statements made in this Prospectus will be realised. Such forward-looking statements are made only as at the LPD.

In light of these uncertainties, the inclusion of such forward-looking statements should not be regarded as a representation or warranty by us or our advisers that such plans and objectives will be achieved.

Should we become aware of any subsequent material change or development affecting a matter disclosed in this Prospectus arising from the date of registration of this Prospectus but before the date of allotment/transfer of our IPO Shares, we shall further issue a supplemental or replacement prospectus, as the case may be, in accordance with the provisions of Section 238(1) of the CMSA and Paragraph 1.02, Chapter 1 of Part II (Division 6 on Supplementary and Replacement Prospectus) of the Prospectus Guidelines.

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DEFINITIONS

The following terms in this Prospectus bear the same meanings as set out below unless the term is defined otherwise or the context requires otherwise:

Abang Adek	: Abang Adek Holdings Sdn Bhd
Act	: Companies Act 2016
ADA	: Authorised Depository Agent
Adjusted EBITDA	: EBITDA plus (i) share of profit/(loss) of associates/joint ventures; (ii) net losses on impairment of financial instruments
Admission	: Admission of our Shares to the Official List of the Main Market
ADSS	: Average daily store sales
AGM	: Annual general meeting
Aik Cheong	: Aik Cheong Beverage Industries Sdn Bhd
Ambank	: AmBank (M) Berhad
AmInvestment Bank	: AmInvestment Bank Berhad
Application	: Application for our Offer Shares by way of Application Form, Electronic Share Application or Internet Share Application
Application Form	: Application form for the application of our Offer Shares under the Retail Offering accompanying this Prospectus
Apps	: Bask Bear App and Tealive App
ARDA	: Area Development Agreement
ASEAN	: Association of Southeast Asian Nations
ATM	: Automated teller machine
Auditors or Reporting Accountants or KPMG	: KPMG PLT
Authorised Financial Institution	: Authorised financial institution participating in the Internet Share Application in respect of the payment for our Offer Shares
Bask Bear	: Bask Bear Coffee & Toasties, one of our F&B brands
Bask Bear App	: Our "Bask Bear" mobile application for our Bask Bear stores
Bask Bear Corporate Stores	: Bask Bear stores that are directly-owned, operated and managed by our Group
Bask Bear Franchised Stores	: Bask Bear stores that were operated and managed by licensees which are entities outside our Group prior to 22 May 2025 which were converted to franchised stores effective from 22 May 2025 and are currently operated and managed by franchisees
BNM	: Bank Negara Malaysia
Board	: Board of Directors

DEFINITIONS *(Cont'd)*

Bryan Loo	: Loo Woi Lip
Bubbly Tales	: Bubbly Tales Sdn Bhd
Bumiputera	: In the context of: <ul style="list-style-type: none"> (i) individuals - Malays and the aborigines and the natives of Sabah and Sarawak as specified in the Federal Constitution of Malaysia; (ii) companies - companies which fulfil, among others, the following criteria or such other criteria as may be imposed by the MITI: <ul style="list-style-type: none"> (a) registered under the Act as a private company; (b) its shareholders are 100% Bumiputera; and (c) its board of directors (including its staff) are at least 51.0% Bumiputera; and (iii) cooperatives - cooperatives whose shareholders or cooperative members are at least 95.0% Bumiputera or such other criteria as may be imposed by the MITI
Bursa Depository	: Bursa Malaysia Depository Sdn Bhd
Bursa Securities	: Bursa Malaysia Securities Berhad
CAGR	: Compound annual growth rate
CBIS	: Cloud-based business information system
CCC	: Certificate of completion and compliance or certificate of fitness for occupation or such certificate by any other name issued by the relevant authority under the SDBA, Uniform Building By-Laws 2022 of Sabah and Building Ordinance 1994 of Sarawak, and any by-laws made under it or such relevant legislation applicable at the material time
CCM	: Companies Commission of Malaysia
CDS	: Central Depository System
CEO	: Chief executive officer
CMC	: Compliance Management Committee
CMSA	: Capital Markets and Services Act 2007
COA	: Certificate for accommodation issued pursuant to the Employees' Minimum Standards of Housing, Accommodations and Amenities Act 1990
Collaboration Agreement	: Collaboration agreement dated 8 February 2024 between PETRONAS and Loob Integrated
Constitution	: Constitution of our Company
COO	: Chief operating officer
Corporate Stores	: Collectively, Tealive Corporate Stores and Bask Bear Corporate Stores

DEFINITIONS *(Cont'd)*

COVID-19	: An infectious disease caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2)
Creador IV	: Creador IV L.P.
Creador Persons	: Collectively: <ul style="list-style-type: none"> (i) Creador Management IV Ltd; (ii) the investment advisers of Creador IV and other related private equity funds; (iii) their affiliates; and (iv) their shareholders, partners, managers, members, officers and employees
Creador V	: Creador V L.P.
CSR	: Corporate social responsibility
Custom Food	: Custom Food Ingredients Sdn Bhd
Define Foods	: Define Foods Sdn Bhd
DEI	: Diversity, equality and inclusion
Ding Dang Holdings	: Ding Dang Holdings Sdn Bhd
Director(s)	: Directors of our Company
EBITDA	: Earnings before interest, taxation, depreciation and amortisation
Eco-Shop	: Eco-Shop Marketing Berhad (previously known as Eco-Shop Marketing Sdn Bhd)
Electronic Prospectus	: Copy of this Prospectus that is issued, circulated or disseminated via the internet, and/or an electronic storage medium including, but not limited to compact disc read only memory (CD-ROM)
Electronic Share Application	: Application for our Offer Shares under the Retail Offering through a Participating Financial Institution's ATM
Eligible Persons	: Collectively, the Directors and employees of our Group and persons who have contributed to the success of our Group who are eligible to participate in the Retail Offering
EPS	: Earnings per Share
Equity Guidelines	: Equity Guidelines issued by the SC
ERP	: Enterprise resource planning software that manages and integrates key day-to-day business activities
ESG	: Environmental, social and governance
Executive Director(s)	: Executive director(s) of our Company

DEFINITIONS *(Cont'd)*

F&B	: Food and beverages
FA	: Franchise agreement
Final Retail Price	: Final price per IPO Share to be paid by the Eligible Persons and the investors under the Retail Offering, equivalent to the Retail Price or the Institutional Price, whichever is lower, to be determined on the Price Determination Date
Financial Years Under Review	: Collectively, the FYE 30 June 2022, the FYE 30 June 2023 and the FYE 30 June 2024
FMCG	: Fast-moving consumer goods
FPE	: Financial period ended or where the context otherwise requires, financial period ending
Franchise Act	: Franchise Act 1998
Franchised/Licenced Stores	: Collectively, the Tealive Franchised Stores, the Tealive Licenced Stores and the Bask Bear Franchised Stores
Frost & Sullivan or IMR	: Frost & Sullivan GIC Malaysia Sdn Bhd, the independent market researcher
FYE	: Financial year ended or where the context otherwise requires, financial year ending
GHL	: NTT Data Cardpay Sdn Bhd
Good Foodie	: Good Foodie Media Sdn Bhd
GP	: Gross profit
Happy Potato Ventures	: Happy Potato Ventures Sdn Bhd
Happy Potato Ventures Northern	: Happy Potato Ventures (Northern) Sdn Bhd
HR	: Human resources
HQ	: Our head office in Petaling Jaya, Selangor
ICDM	: Institute of Corporate Directors Malaysia
IFRS	: International Financial Reporting Standards
ILO	: United Nations Universal Declaration of Human Rights and International Labour Organisation
IMR Report	: Independent market research report dated 28 March 2025 prepared by Frost & Sullivan
Institutional Offering	: Offering of up to 204,608,200 IPO Shares at the Institutional Price, subject to the clawback and reallocation provisions and the Over-allotment Option to institutional and selected investors, including Bumiputera investors approved by the MITI

DEFINITIONS *(Cont'd)*

Institutional Price	: Price per IPO Share to be paid by investors under the Institutional Offering which will be determined on the Price Determination Date by way of bookbuilding
Internet Participating Financial Institutions	: Participating financial institutions for the Internet Share Application
Internet Share Application	: Application for our Offer Shares under the Retail Offering through an Internet Participating Financial Institution
IPO	: Initial public offering of up to 350,756,900 IPO Shares via the Offer for Sale and the Public Issue
IPO Shares	: Collectively, the Offer Shares and the Issue Shares
Issue Shares	: New Loob Shares to be issued by our Company under the Public Issue
Issuing House	: Malaysian Issuing House Sdn Bhd
IT	: Information technology
Jadewalk Delight	: Jadewalk Delight Sdn Bhd
JAKIM	: Jabatan Kemajuan Islam Malaysia, a certifier of halal products
Joint Bookrunner(s)	: Collectively or individually, AmInvestment Bank and Maybank IB
Joint Underwriter(s)	: Collectively or individually, AmInvestment Bank and Maybank IB
JV	: Joint venture(s)
Key Preference	: Key Preference Sdn Bhd
Key Senior Management	: Key senior management of our Group as set out in Section 9.3 of this Prospectus
Kim Le Vy Trading	: Kim Le Vy Trading – Service Joint Stock Company
Letter of Novation	: Letter of Novation dated 21 March 2024 between PETRONAS, MRCBSB and Loob Integrated
LH KD Property	: LH KD Property Sdn Bhd (formerly known as Loob KD Property Sdn Bhd)
LH Venture	: LH Venture Sdn Bhd
Licensed Stores	: Tealive Licensed Stores
Listing	: Listing of and quotation for the entire enlarged issued Shares on the Main Market
Listing Requirements	: Main Market Listing Requirements of Bursa Securities
LMSA	: Separate licence and management service agreements between BB Coffee and its six (6) licensees
Loob or Company	: Loob Berhad
Loob Group or Group	: Collectively, our Company and its subsidiaries
Loob Holding Shares	: Ordinary shares in Loob Holding

DEFINITIONS *(Cont'd)*

Loob Philippines	: Loob Philippines, Inc.
Loob Shares or Shares	: Ordinary shares in our Company
LPD	: 28 February 2025, being the latest practicable date prior to the registration of this Prospectus with the SC
LRT	: Medium-capacity light rapid transit rail system operating in the Klang Valley
LTI	: Loss time injury, which refers to work-related incidents that results in an employee being unable to perform their regular work duties for one or more scheduled workdays or shifts beyond the day of the incident
LTI rate	: Loss time injury rate, which when measured per million hours worked, reflects workplace safety
LTO	: Limited time offerings, being promotional menu items that are made available for a limited period of time
LV Holdings	: LV Holdings Sdn Bhd (formerly known as Loob Ventures Sdn Bhd)
LV Holdings VN	: LV Holdings (Vietnam) Company Limited (formerly known as Loob Vietnam Company Limited)
LV Holdings VN Group	: Collectively, LV Holdings VN and its 98.0%-owned subsidiary, Kim Le Vy Trading
Main Market	: Main Market of Bursa Securities
Malaysian Public	: Malaysian citizens, companies, co-operatives, societies and institutions incorporated or organised under the laws of Malaysia
Market Day	: A day on which Bursa Securities is open for trading in securities
Material Subsidiaries	: Subsidiaries of Loob, excluding those undergoing members' voluntary liquidation
Maybank IB	: Maybank Investment Bank Berhad
MCCG	: Malaysian Code on Corporate Governance issued by the SC
MDTCL	: Ministry of Domestic Trade and Cost of Living of Malaysia
MECD	: Ministry of Entrepreneur and Cooperatives Development of Malaysia
MFA	: Master franchise agreement(s)
MFRS	: Malaysian Financial Reporting Standards
MIA	: Malaysian Institute of Accountants
MIPLA	: Master intellectual property licence agreement between Loob Holding and LV Holdings VN
MITI	: Ministry of Investment, Trade and Industry of Malaysia

DEFINITIONS *(Cont'd)*

Moratorium Provider(s)	: Collectively or individually, Loo Chuu Lin, Bryan Loo, Loo Chee Leng, Loo Ay Lian, Loo Kheng Sing and Loo Lian Hiyok, being shareholders of our Company, whose securities are subject to moratorium under the Equity Guidelines
MOU	: Memorandum of understanding and includes any amendments, variations or supplemental made and/or entered into from time to time
MRC SB	: Mesra Retail and Cafe Sdn Bhd, a wholly-owned subsidiary of PETRONAS
MRT	: Mass rapid transit rail system operating in Malaysia
N/A	: Not applicable
NA	: Net assets
NBV	: Net book value
Offer for Sale	: Offer for sale of up to 292,297,400 Offer Shares by the Selling Shareholders
Offer Shares	: Existing Shares to be offered for sale by the Selling Shareholders pursuant to the Offer for Sale
Official List	: A list specifying all securities listed on Bursa Securities
Operating Agreement	: Operating agreement dated 8 February 2024 and addendum to the operating agreement dated 17 October 2024 between MRC SB and Loob Integrated
Oracle Selection	: Oracle Selection Sdn Bhd
OSHE	: Occupational, safety, health and environment
Over-allotment Option	: The over-allotment option to be granted by the Over-allotment Option Provider to the Stabilising Manager (on behalf of the Joint Bookrunners)
Over-allotment Option Provider	: Uttama
Participating Financial Institution	: A participating financial institution for the Electronic Share Application
PAT	: Profit after taxation
PATAMI	: Profit after taxation for the financial year attributable to the owners of our Company
PBT	: Profit before taxation
PER	: Price-to-earnings ratio
PETRONAS	: Petronas Dagangan Berhad
Pink Application Form	: Application form for the application of our Offer Shares under the Retail Offering by the Eligible Persons accompanying this Prospectus
Pink Form Allocation	: The allocation of 11,691,900 Offer Shares to the Eligible Persons

DEFINITIONS *(Cont'd)*

Placement Agreement	: The placement agreement to be entered into by our Company, the Selling Shareholders and the Joint Bookrunners in respect of such number of IPO Shares to be offered under the Institutional Offering
Placement Manager(s)	: Collectively or individually, AmInvestment Bank and Maybank IB
PPE	: Property, plant and equipment
Pre-IPO Dividends	: In respect of the FYE 30 June 2024: <ul style="list-style-type: none"> (i) RM14.0 million declared on 26 July 2024 and paid on 29 July 2024; and (ii) RM4.0 million declared on 27 August 2024 and paid on 30 August 2024. <p>In respect of the FYE 30 June 2025:</p> <ul style="list-style-type: none"> (i) RM42.0 million declared on 31 December 2024, of which RM19.2 million was paid on 31 December 2024. The balance RM22.8 million which was due to Bryan Loo, Loo Chuu Lin, Loo Chee Leng, Singli Aerovest and Zhejiang Boduo, was assigned to TrueScale Ventures towards the settlement of (a) the total purchase consideration of RM1.9 million payable by TrueScale Ventures to Loob Holding in relation to the Transfer of Loob Philippines and the Transfer of LV Holdings VN; and (b) the novation of the shareholders advances and/or other receivables of RM20.9 million from Loob Holding to TrueScale Ventures
Pre-IPO Restructuring	: The acquisition by our Company of all the shares in Loob Holding from its existing shareholders for a purchase consideration of RM28,767,873.33 to be satisfied via the issuance and allotment of 1,110,728,700 Loob Shares at an issue price of RM0.0259 per share
Price Determination Date	: The date on which the Institutional Price and Final Retail Price will be determined
Principal Adviser	: Maybank IB
Promoter(s)	: Collectively or individually, Loo Chuu Lin, Bryan Loo and Loo Chee Leng pursuant to Section 226 of the CMSA
Prospectus	: This Prospectus dated [●] issued by our Company
Prospectus Guidelines	: Prospectus Guidelines issued by the SC
Public Issue	: Public issue of 58,459,500 Issue Shares by our Company
QAA	: Quality Assurance and Audit
Record of Depositors	: A record of securities holders established by Bursa Depository under the Rules of Bursa Depository

DEFINITIONS *(Cont'd)*

Retail Offering	: Offering of 146,148,700 Offer Shares at the Retail Price, subject to the clawback and reallocation provisions, to be allocated to the following:
	(i) 11,691,900 Offer Shares reserved for application by the Eligible Persons; and
	(ii) 134,456,800 Offer Shares for application by the Malaysian Public, via balloting
Retail Price	: Indicative initial price of RM[●] per Offer Share to be fully paid upon application under the Retail Offering, subject to the adjustment as detailed in Section 4.4.1 of this Prospectus
Retail Underwriting Agreement	: Retail underwriting agreement dated [●] between our Company, the Selling Shareholders, the Sole Managing Underwriter and the Joint Underwriters for the underwriting of our Offer Shares under the Retail Offering
ROU	: Right-of-use
Rules of Bursa Depository	: The rules of Bursa Depository as issued under the SICDA
SAC	: Shariah Advisory Council of the SC
SC	: Securities Commission Malaysia
SC Food	: SC Food Industries Sdn Bhd
SDBA	: Street, Drainage and Building Act 1974
Selling Shareholder(s)	: Collectively or individually, Uttama, Loo Chuu Lin, Bryan Loo, Loo Chee Leng and Singli Aerovest
Share Lending Agreement	: The agreement to be entered into by the Over-allotment Option Provider and the Stabilising Manager under which the Over-allotment Option Provider will lend the Shares to the Stabilising Manager to cover over-allotment, if any, under the Over-allotment Option
Share Registrar	: Boardroom Share Registrars Sdn Bhd
SICDA	: Securities Industry (Central Depositories) Act 1991
Singli Aerovest	: Singli Aerovest Sdn Bhd
SKUs	: Stock keeping unit(s)
SOCISO	: Social Security Organisation of Malaysia, also known as PERKESO
Sole Managing Underwriter	: Maybank IB
SOP	: Standardised operation processes
sq. ft.	: Square feet
SST	: Sales and services tax
Stabilising Manager	: Maybank IB
STCHH	: Signature Tasty Claypot House Holding Sdn Bhd

DEFINITIONS (Cont'd)

Substantial Shareholder(s)	:	Substantial shareholders of our Company, namely Loo Chuu Lin, Bryan Loo, Loo Chee Leng, Uttama, Singli Aerovest, Dato' Mah Yew Lay and Mah Kok Weng, collectively or individually
SYLRD	:	SYL Roasted Delights Sdn Bhd
Tealive	:	Tealive, one of our F&B brands
Tealive App	:	Our "Tealive MY – Order Bubble Tea" mobile application for our Tealive stores
Tealive Stores	Corporate :	Tealive stores that are directly-owned, operated and managed by our Group
Tealive Stores	Franchised :	Tealive stores that are operated and managed by franchisees which are entities outside our Group
Tealive Licenced Stores	Franchised/ :	Collectively, the Tealive Franchised Stores and the Tealive Licenced Stores
Tealive Stores	Licenced :	Tealive stores that are operated and managed by licensees which are entities outside our Group
TCC	:	Tealive container concept
Transfer of Loob Philippines	:	The transfer of 250,049 common shares of stock of Loob Philippines owned by Loob Holding, representing approximately 100.0% equity interest in Loob Philippines to TrueScale Ventures for a cash consideration of PHP25,004,900, equivalent to approximately RM1,893,821.12 (based on an exchange rate of PHP100: RM7.5738)
Transfer of LV Holdings VN	:	The transfer by Loob Holding of its whole contributed capital of VND58,572,860,000 in LV Holdings VN, representing 100.0% of the charter capital of LV Holdings VN to TrueScale Ventures for a cash consideration of RM50,960
TrueScale Ventures	:	TrueScale Ventures Sdn Bhd
UAE	:	United Arab Emirates
UCO	:	Used cooking oil
UNSDG	:	The United Nations Sustainable Development Goals, a set of global goals that forms the basis of a global indicator framework for sustainable development by both developed and developing countries
Uttama	:	Uttama Ltd
White Form	Application :	Application form for the application of our Offer Shares under the Retail Offering by the Malaysian Public accompanying this Prospectus
WonderBrew Shareholders Agreement	:	Shareholders Agreement dated 18 July 2022 between Poh Wen Xian, Loke Boon Eng, WonderBrew and Loob Holding in respect of WonderBrew
Wonder Subscription Shareholders Agreement	Group and :	Subscription and Shareholders Agreement dated 14 July 2021 between Poh Wen Xian, Loke Boon Eng, Wonder Group and Loob Holding in respect of Wonder Group as amended on 6 October 2021 and 18 July 2022

DEFINITIONS *(Cont'd)*

Yunan Bridge Noodle	:	Yunan Bridge Noodle Sdn Bhd
Zendeck	:	Zendeck Sdn Bhd
Zhejiang Boduo	:	Zhejiang Boduo International Trade Co., Ltd

DEFINITIONS *(Cont'd)***Currencies**

JPY	: Japanese yen, the lawful currency of Japan
PHP	: Philippine peso, the lawful currency of the Philippines
RM and sen	: Ringgit Malaysia and sen, the lawful currency of Malaysia
USD	: United States dollar, the lawful currency of the United States of America
VND	: Vietnamese Dong, the lawful currency of Vietnam

SubsidiariesActive subsidiaries

BB Coffee	: BB Coffee Sdn Bhd
Evergreen Locate	: Evergreen Locate Sdn Bhd
Hakata Asia	: Hakata Asia Sdn Bhd
Loob Holding	: Loob Holding Sdn Bhd
Loob Integrated	: Loob Integrated Sdn Bhd
LRTS Retail	: LRTS Retail Sdn Bhd
Nucoz	: Nucoz Sdn Bhd
Oishinbo	: Oishinbo Sdn Bhd
Premium Delicious	: Premium Delicious Sdn Bhd
QSL Management Service	: QSL Management Service Sdn Bhd
Rivietta	: Rivietta Sdn Bhd
Sodaxpress International	: Sodaxpress International Sdn Bhd
TT Heritage	: TT Heritage Sdn Bhd

Subsidiaries under members' voluntary liquidation

Archiva F&B	: Archiva F&B Sdn Bhd
Bubbling Bubbles	: Bubbling Bubbles Sdn Bhd
Everland Beverage	: Everland Beverage Sdn Bhd
Famous Flavour	: Famous Flavour Sdn Bhd
Loob Management Services	: Loob Management Services Sdn Bhd
Maven Beverage	: Maven Beverage Sdn Bhd

DEFINITIONS *(Cont'd)*

Merry Cafe : Merry Cafe Sdn Bhd

VLL Food & Beverage : VLL Food & Beverage Sdn Bhd

Joint venturesActive joint ventures

WonderBrew : WonderBrew Sdn Bhd

Wonder Group : Wonder Group Sdn Bhd

AssociatesActive associate

Notable Paramount : Notable Paramount Sdn Bhd

Associate under members' voluntary liquidation

Pure Infinite : Pure Infinite Sdn Bhd

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GLOSSARY OF TECHNICAL TERMS

The following technical terms in this Prospectus bear the same meanings as set out below unless the technical term is defined otherwise or the context requires otherwise:

3Q jelly	: A proprietary topping combination offered in Tealive stores comprising equal parts tapioca pearls, coconut jelly and sago
A la carte	: An individual dish ordered on its own
Aren palm sugar	: A natural sweetener made from the sap of the Arenga palm tree
B2B	: Business-to-business, being a business model where products or services are sold from one company to other businesses, rather than to individual consumers
B2C	: Business-to-consumer, being a business model where products and services are sold directly between a business and consumers who are the end-users of such products or services
Bearista	: A professional specialising in preparing and serving handcrafted beverages in our Bask Bear stores
Bubble beverage	: A MTO beverage which incorporates solid toppings such as pearls or jellies
Café	: Casual dining establishments with most of the players having a balanced menu of both F&B products with limited table service
Combo	: A combination of different items
E-commerce	: Electronic commerce, being the sale of goods and services online
Frappe	: A drink served with ice or frozen to a slushy consistency
GHG	: Greenhouse gas
Glycaemic index	: A scale that measures how quickly a food raises blood sugar levels
Halal	: In relation to F&B in Malaysia, means food and beverage products that are certified as halal by JAKIM
Impressions	: In relation to digital content on a social media platform, means the number of times such content is displayed to social media users on such platform, regardless of whether or not there was any active engagement by the user through clicks or comments and inclusive of multiple views by the same user
Kitchen display system	: A digital screen displaying orders, which is connected to the POS system in the store and automatically displays orders from any channel (including in-store or online)
Kombucha	: A drink produced by fermenting sweet tea with a culture of yeast and bacteria
Latte	: Coffee with hot steamed milk
Macchiato	: Coffee with frothy steamed milk
Matcha	: Finely ground powder of green tea
MTO	: Made-to-order

GLOSSARY OF TECHNICAL TERMS *(Cont'd)*

Net new stores	: In relation to a given period, means the number of new stores established during such period excluding any such new stores which closed during such period
Net Promoter Score	: A metric used to assess customer loyalty and satisfaction by asking customers how likely they are to recommend a company, product, or service to others
New-age	: In relation to consumers, means an individual who makes decisions based on whether a brand or product aligns with their values and is able to access, consume, and evaluates information regarding a particular brand (including information disseminated through social media or other media content) in making such decisions
Payback period	: Financial metric that measures the time it takes for our investment to generate enough cash flow to recover our initial cost
Ppt	: Percentage point
POS	: Point-of-sale, being the time and place at which a retail transaction is carried out
PV	: Photovoltaic
Reach	: In relation to digital content on a social media platform, means the number of unique social media users on such platform that has seen such content, regardless of whether the same user has seen the same content multiple times
Ready-to-drink	: Packaged beverages that are sold in a prepared form and ready for consumption, for example iced tea in boxes, bottles or aluminium cans
QR	: Quick response
Sago	: Starch extracted from the pith of palm stems
Same Stores	: Stores which have been in operation for a minimum of 12 months and excludes those stores that were closed temporarily in the month
Same Stores ADSS	: ADSS for our Same Stores
Same-store sales growth or SSSG	: Financial metric indicating the increase or decrease in revenue generated by an existing set of stores over a period of time
Smoothies	: A MTO beverage made by pureeing ingredients in a blender
Tapioca pearls, pearls or boba	: Chewy balls made from tapioca flour (or some other starch flour), water and brown sugar
tCO ₂ -eq	: Tonnes of carbon dioxide equivalent
Tea shop	: A F&B services establishment that predominantly focuses on serving MTO beverages with tea as the base ingredient, and includes bubble beverages
Tearistas	: A professional specialising in preparing and serving handcrafted beverages in our Tealive stores
Toasties	: Toasted sandwich or snack

GLOSSARY OF TECHNICAL TERMS *(Cont'd)*

Toppings : Consumable non-beverage additions to MTO beverages, including tapioca pearls, sago and jellies

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