

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 Issue 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 in Malaysia and make an announcement on the website of Bursa Securities.

4.2 PARTICULARS OF OUR IPO

Our IPO is subject to the terms and conditions of this Prospectus. Upon acceptance, the IPO Shares are expected to be allocated or transferred in the manner described below, subject to the clawback and reallocation provisions as set out in Section 4.2.3 of this Prospectus.

Our IPO consists of the Institutional Offering and the Retail Offering, totalling up to 363,000,000 IPO Shares, representing approximately 33.0% of the enlarged issued Shares.

4.2.1 Institutional Offering

The Institutional Offering involves the offering of up to 293,000,000 IPO Shares (comprising up to 145,000,000 Offer Shares and 148,000,000 Issue Shares), representing up to approximately 26.6% of the enlarged issued Shares, subject to the clawback and reallocation provisions as set out in Section 4.2.3 of this Prospectus, at the Institutional Price in the following manner:

- (i) 137,500,000 Offer Shares, representing 12.5% of the enlarged issued Shares to Bumiputera investors approved by the MITI; and
- (ii) 155,500,000 IPO Shares (comprising 7,500,000 Offer Shares and 148,000,000 Issue Shares), representing up to approximately 14.1% of the enlarged issued Shares to 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 70,000,000 Issue Shares, representing approximately 6.4% of the 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

15,000,000 Issue Shares, representing approximately 1.4% of the 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 Issue Shares allocated
Our Directors ⁽¹⁾	4	800,000
Eligible employees of our Group ⁽²⁾	•	8,200,000
Persons who have contributed to the success of our Group ⁽³⁾	•	6,000,000
Total	•	15,000,000

Notes:

- (1) *None of our Non-Independent Executive Directors will be allocated any Issue Shares under the Pink Form Allocations. The allocation to our Independent Non-Executive Directors is based on, among others, their respective roles and responsibilities in our Company and collectively, a total of 800,000 Issue Shares have been allocated to them as follows:*

Name	Designation	No. of Issue Shares allocated
Rohaiza Binti Mohamed Basir	Independent Non-Executive Chairperson	200,000
Syed Razif Al-Idid B. Syed Sidi Al-Idid	Independent Non-Executive Director	200,000
Datuk Khairul Idham Bin Ismail	Independent Non-Executive Director	200,000
Elaine Law Soh Ying	Independent Non-Executive Director	200,000
Total		800,000

4. DETAILS OF OUR IPO (Cont'd)

- (2) *The allocation to the eligible employees of our Group who are full-time confirmed employees are based on, among others, length of service, job grade and job responsibilities, performance and past contribution to our Group.*

A total of 600,000 Issue Shares have been allocated to members of the following Key Senior Management:

Name	Designation	No. of Issue Shares allocated
<i>Lim Chung Liang ⁽¹⁾</i>	<i>CFO</i>	<i>400,000</i>
<i>Darren Khoo Yen Jen</i>	<i>Head of Marketing</i>	<i>200,000</i>
Total		600,000

Note:

- (1) *Lim Chung Liang is a sibling to Nicole Lim and deemed a person connected to a Director and controlling shareholder of our Company.*

A total of 400,000 Issue Shares have been allocated to other eligible employees of our Group who are deemed persons connected to Directors and controlling shareholders of our Company as follows:

Name	Designation	No. of Issue Shares allocated
<u>Person Connected</u>		
<i>Lim Chung Jian ⁽¹⁾</i>	<i>Operation Support Manager</i>	<i>200,000</i>
<i>Tan Sin Boon ⁽²⁾</i>	<i>Senior Area Manager</i>	<i>200,000</i>
Total		400,000

Notes:

- (1) *Lim Chung Jian is a sibling to Nicole Lim and deemed a person connected to a Director and controlling shareholder of our Company.*
- (2) *Tan Sin Boon is a sibling to Jordan Tan and deemed a person connected to a Director and controlling shareholder of our Company.*
- (3) *The allocation to persons who have contributed to the success of our Group is based on, among others, their length of business relationship with our Group, the nature and terms of their business relationship with our Group and the level of their contribution and support to the success of our Group.*

(ii) Allocation via balloting to the Malaysian Public

55,000,000 Issue Shares, representing 5.0% of the enlarged issued Shares, are reserved for application by the Malaysian Public via balloting, of which 27,500,000 Issue Shares have been set aside for application by Bumiputera citizens, companies, co-operatives, societies and institutions.

4. DETAILS OF OUR IPO (Cont'd)

In summary, subject to the clawback and reallocation provisions set out in Section 4.2.3 of this Prospectus, our IPO Shares will be allocated in the following manner:

Category	Offer for Sale		Public Issue		Total	
	No. of Shares	(1)% of our enlarged issued Shares	No. of Shares	(1)% of our enlarged issued Shares	No. of Shares	(1)% of our enlarged issued Shares
	('000)		('000)		('000)	
Retail Offering:						
Eligible Persons:						
- Our Directors ⁽²⁾	-	-	800	0.1	800	0.1
- Eligible employees of our Group	-	-	8,200	0.8	8,200	0.8
- Persons who have contributed to the success of our Group	-	-	6,000	0.5	6,000	0.5
Malaysian Public (via balloting):						
- Bumiputera	-	-	27,500	2.5	27,500	2.5
- Non-Bumiputera	-	-	27,500	2.5	27,500	2.5
Sub-total	-	-	70,000	6.4	70,000	6.4
Institutional Offering:						
Bumiputera investors approved by the MITI	137,500	12.5	-	-	137,500	12.5
Other institutional and selected investors	7,500	0.7	148,000	13.4	155,500	14.1
Sub-total	145,000	13.2	148,000	13.4	293,000	26.6
Total	145,000	13.2	218,000	19.8	363,000	33.0

Notes:

(1) Based on the enlarged issued Shares upon our Listing of 1,100,000,000.

(2) None of our Non-Independent Executive Directors will be allocated any Issue Shares under the Pink Form Allocations.

4. DETAILS OF OUR IPO (Cont'd)

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 4.2.5 of this Prospectus.

4.2.3 Clawback and reallocation

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

- (i) If our Issue Shares allocated to the Eligible Persons (subject to the reallocation process for the Eligible Persons as set out below) are under-subscribed, such Issue 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 Sole Bookrunner 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 the balloting process as mentioned in Section 4.2.2(ii) of this Prospectus.

If after the above reallocation, the MITI Tranche is still under-subscribed under the Institutional Offering, and there is a corresponding over-subscription for our IPO Shares under the Institutional Offering and for the Issue 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 other institutional and 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 Issue 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 Issue Shares not taken up by any of the Eligible Persons ("**Excess Issue Shares**") will be made available for application by the other Eligible Persons who have applied for the Excess Issue Shares on top of their pre-determined allocation and allocated on a fair and equitable basis in the following priority:

- (aa) firstly, allocation on a pro-rata basis to our Directors and eligible employees of our Group who have applied for the Excess Issue Shares based on the number of Excess Issue Shares applied for;
- (bb) secondly, allocation of any surplus Excess Issue Shares after (aa) above on a pro-rata basis to persons who have contributed to the success of our Group who have applied for the Excess Issue Shares based on the number of Excess Issue Shares applied for; and

4. DETAILS OF OUR IPO (Cont'd)

(cc) thirdly, to minimise odd lots.

Our Board reserves the right to allot Excess Issue 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 (aa) to (cc) above is achieved. Our Board also reserves the right to accept or reject any Excess Issue Shares application, in full or in part, without assigning any reason.

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

As at the LPD, to the extent known to our Company:

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

4.2.4 Priority of the offering

In the event the demand for the IPO Shares is less than 363,000,000 IPO Shares, the Public Issue shall take precedence over the Offer for Sale. The demand for the IPO Shares shall be firstly satisfied with the Issue Shares under the Public Issue, and following that, any excess demand will be satisfied with the Offer Shares under the Offer for Sale.

4.2.5 Minimum subscription level

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

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. Please refer to Section 9.3.5 of this Prospectus for details in the event there is a delay in or termination of our Listing.

4.2.6 LTIP

In conjunction with our Listing, we have established the LTIP which entails the granting of ESGS Shares and ESOS Options to the LTIP Eligible Persons.

The LTIP shall be administered by the LTIP Committee and governed by the By-Laws.

In implementing the LTIP and subject to prevailing legislation and the Listing Requirements, the LTIP Committee may, at its sole and absolute discretion, decide that the exercise of the ESOS Options by Grantees shall be satisfied through:

4. DETAILS OF OUR IPO (Cont'd)

- (i) issuance of new Shares;
- (ii) any other methods as may be permitted by the Act or any other relevant laws or authorities, as amended from time to time; or
- (iii) a combination of any of the above.

In considering the modes of satisfaction as referred to in items (i) to (iii) above, the LTIP Committee will take into consideration, among others, factors such as the prevailing market price of the Shares, funding consideration, dilutive effects of any such issuance on our share capital base and funding requirement of our Group.

On the other hand, the award of ESGS Shares to Grantees shall be satisfied through:

- (i) the acquisition and/or transfer of existing Shares (including treasury shares, if any);
- (ii) any other methods as may be permitted by the Act or any other relevant laws or authorities, as amended from time to time; or
- (iii) a combination of any of the above.

The salient features of the LTIP are as follows:

(i) Maximum number of Shares available under the LTIP

The total number of Shares which may be made available under the LTIP shall not in aggregate exceed 10.0% ("**Maximum Limit**") of the total number of issued Shares (excluding treasury shares, if any) at any point of time during the duration of the LTIP.

In this regard, the Maximum Limit upon our Listing is 110,000,000 Shares, representing 10.0% of the enlarged issued Shares (excluding treasury shares, if any).

(ii) Basis of allocation and maximum allowable allocation

Subject to the Maximum Limit and any adjustments which may be made under the By-Laws, the LTIP Committee shall, in its sole and absolute discretion, determine the aggregate number of Shares that may be allocated between the ESOS and the ESGS to be offered to any one class/grade of the LTIP Eligible Persons.

Not more than 10.0% of the total number of Shares to be made available under the LTIP shall be allocated to any LTIP Eligible Persons who, either singly or collectively through persons connected with the LTIP Eligible Persons, holds 20.0% or more of the total number of issued Shares (excluding treasury shares, if any).

Not more than 80.0% of the Awards shall be allocated in aggregate to the directors and senior management of the companies in our Group which are not dormant.

4. DETAILS OF OUR IPO (Cont'd)

The basis of determining the aggregate number of the Shares that may be offered to the LTIP Eligible Persons shall be at the sole and absolute discretion of the LTIP Committee after taking into consideration, among others, the position, performance, contribution, length of service, fulfilment of the eligibility criteria as referred to in the By-Laws or such other matters which the LTIP Committee may in its sole and absolute discretion deems fit.

(iii) Duration of the LTIP

The LTIP shall be in force for a duration of 5 years from its effective date (following full compliance with all relevant requirements of the Listing Requirements) and our Board shall have the discretion to extend the duration provided that the initial period of the LTIP and such extension shall not in aggregate exceed the duration of 10 years from its effective date.

(iv) Eligibility

Subject to the discretion of the LTIP Committee, any LTIP Eligible Person who fulfils the following criteria as at the date of the letter or electronic mail in which the award is offered by the LTIP Committee to the LTIP Eligible Person to participate in the LTIP ("**Award Date**") shall be eligible to participate in the LTIP and qualify for consideration and/or selection by the LTIP Committee if:

- (a) such person is at least 18 years of age and is not an undischarged bankrupt nor subject to any bankruptcy proceedings;
- (b) he/she is employed on full-time basis and is on the payroll of any company within our Group which is not dormant, and who has been confirmed in service/employment as a full-time employee of our Group, and has not at the relevant point in time served a notice of resignation or received a notice of termination;
- (c) in respect of a Director who, on the Award Date, is on the payroll of our Group and is involved in the day-to-day management of any company within our Group ("**Executive Director**"), the Executive Director must have been appointed as an Executive Director for such period as may be determined by the LTIP Committee prior to and up to the Award Date and has not at the relevant point in time served a notice of resignation or received a notice of termination; and/or
- (d) he/she falls within any other categories or criteria as may be determined by the LTIP Committee from time to time in its absolute discretion.

For the avoidance of doubt, subject to the sole and absolute discretion of the LTIP Committee, an employee who attains the prescribed retirement age but is offered to continue to serve our Company and/or any company within our Group (which is not dormant) on a full-time basis shall not be excluded as an LTIP Eligible Person.

(v) Exercise price

The LTIP Eligible Persons are not required to pay for the ESGS Shares they are entitled to receive upon vesting of such ESGS award.

Subject to any adjustments made under the By-Laws and pursuant to the Listing Requirements, the exercise price in respect of an ESOS Option shall be:

4. DETAILS OF OUR IPO (Cont'd)

- (a) in respect of any ESOS award which is made in conjunction with our Listing, the Final Retail Price; and

in respect of any ESOS award made subsequent to our Listing, based on the volume-weighted average market price of the Shares for the 5 Market Days immediately preceding the Award Date less a discount of not more than 10% therefrom or such other percentage or discount as may be permitted by Bursa Securities and/or any other relevant authorities from time to time, as determined by the LTIP Committee which shall be binding and conclusive.

Subject to the discretion of the LTIP Committee, in conjunction with our Listing, we intend to offer up to 29,550,000 ESOS Options to the LTIP Eligible Persons, subject to the vesting conditions, if any. Assuming 29,550,000 ESOS Options are fully exercised into 29,550,000 new Shares, such Shares will represent approximately 2.7% of the enlarged issued Shares. The exercise price for the said 29,550,000 ESOS Options shall be the Final Retail Price.

The 29,550,000 ESOS Options are proposed to be vested over 4 tranches as follows:

Vesting tranche	Vesting Percentage	Maximum number of Shares to be allocated
On the date of our Listing	25.0	7,387,500
1 st anniversary of our Listing	25.0	7,387,500
2 nd anniversary of our Listing	25.0	7,387,500
3 rd anniversary of our Listing	25.0	7,387,500
Total		29,550,000

As we do not intend to grant any ESGS Shares within a year from our Listing, we have not identified the LTIP Eligible Persons to be granted the ESGS Shares as at the date of this Prospectus.

The following is the proposed specific allocation of the ESOS Options to our eligible Directors, eligible Key Senior Management and persons connected to them in conjunction with our Listing:

Name	Designation	No. of ESOS Options allocated
<u>Directors and Key Senior Management</u>		
Nicole Lim	Non-Independent Executive Director and CEO	3,000,000
Jordan Tan	Non-Independent Executive Director and COO	3,000,000
<u>Key Senior Management</u>		
Lim Chung Liang ⁽¹⁾	CFO	400,000
Darren Khoo Yen Jen	Head of Marketing	200,000
<u>Persons Connected</u>		
Lim Chung Jian ⁽¹⁾	Operation Support Manager	200,000
Tan Sin Boon ⁽²⁾	Senior Area Manager	200,000
Total		7,000,000

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

- (1) *Lim Chung Liang and Lim Chung Jian are siblings to Nicole Lim.*
 (2) *Tan Sin Boon is a sibling to Jordan Tan.*

Any further offer, allocation or allotment under the ESOS to any of our eligible Directors, major shareholders, CEO and persons connected to them other than as stated above and made subsequent to our Listing, shall require the prior approval of our shareholders in a general meeting.

The grant of the ESOS Options in conjunction with our Listing will not have any immediate effect on our consolidated NA and NA per Share until such time new Shares are issued when the ESOS Options are exercised.

For illustrative purposes only, assuming the entire 29,550,000 ESOS Options are granted and vested immediately upon our Listing, and that all ESOS Options are exercised at an exercise price of RM[●], being the Retail Price, the indicative pro forma financial effects based on our audited combined financial statements for the FYE 31 March 2025 are as follows:

	Upon our Listing	Assuming full exercise of the ESOS Options granted in conjunction with our Listing
	(RM'000)	(RM'000)
NA / Total equity	[●] ⁽¹⁾	[●] ⁽²⁾
No. of Shares ('000)	1,100,000	1,129,550
NA per Share (RM)	[●]	[●]
Total borrowings	20,625	20,625
Gearing ratio (times) ⁽³⁾	[●]	[●]

Notes:

- (1) *Based on the pro forma combined NA as at 31 March 2025, after adjusting for the Pre-IPO Acquisition, the dividends declared and paid prior to our IPO, the expected gross proceeds to be raised from the Public Issue and the defrayment of fees and expenses relating to our Listing.*
- (2) *Assuming the entire 29,550,000 ESOS Options granted to the LTIP Eligible Persons in conjunction with our Listing are fully vested immediately upon our Listing and exercised at the Retail Price.*
- (3) *There were no outstanding bank borrowings as at 31 March 2025. For the purposes of computing the gearing ratio, the total borrowings refer to total lease liabilities as at 31 March 2025 divided by total equity.*

Any potential effect on the NA per Share will depend on the number of ESOS Options that have been vested and the exercise price of the ESOS Options. Pursuant to the By-Laws, the LTIP Committee may review and determine at its own discretion the vesting conditions. The ESOS Options will be vested with the Grantee if the vesting conditions are satisfied. Further, the LTIP Committee may at any time and from time to time, before or after the ESOS Option is granted, limit the exercise of the ESOS Option to a maximum number of Shares and/or such percentage of total Shares comprised in the ESOS Option during such periods within the ESOS Option period (as stipulated in the By-Laws) and impose any other terms and/or conditions deemed appropriate by the LTIP Committee in its sole discretion.

4. DETAILS OF OUR IPO (Cont'd)

4.2.7 Share capital

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

	No. of Shares	RM'000
After the Pre-IPO Acquisition	882,000,000	29,988
To be issued under the Public Issue	218,000,000	⁽¹⁾ [●]
Enlarged number of issued Shares and share capital upon our Listing	1,100,000,000	[●]

Note:

(1) Calculated based on the Retail Price and after deducting the estimated listing expenses of approximately RM[●] million which is directly attributable to the Public Issue and allowed to be debited against our share capital.

The Offer for Sale would not have any effect on our issued share capital as the Offer Shares are already in existence prior to our IPO.

4.2.8 Classes of shares and ranking

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

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

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

Subject to any special rights attached to any Shares which we may issue in the future, our shareholders shall, in proportion to the Shares held by them, be entitled to share the profits paid out by us as dividends or other distributions. Similarly, if our Company is liquidated, our shareholders shall 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 any general meeting of our Company, each of our shareholders shall be entitled to vote in person or by proxy or by an attorney or by 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 an attorney or by a duly authorised representative shall have one vote for each Share he holds or represents. A proxy may but need not be a member of our Company.

4. DETAILS OF OUR IPO (Cont'd)

4.3 SELLING SHAREHOLDER

The Offer Shares to be offered by the Selling Shareholder and its shareholding in our Company before and after our IPO and its material relationship with our Group for the past 3 years and up to the LPD are as follows:

Selling Shareholder	Material relationship with our Group	After the Pre-IPO Acquisition but before our IPO				After our IPO			
		Shares to be offered under the Offer for Sale		Assuming the IPO Shares are fully subscribed		Upon our Listing and assuming full exercise of the ESOS Options			
		No. of Shares (⁽¹⁾ '000)	(⁽¹⁾ %)	No. of Shares (⁽²⁾ '000)	(⁽²⁾ %)	No. of Shares (⁽³⁾ '000)	(⁽³⁾ %)	No. of Shares (⁽³⁾ '000)	(⁽³⁾ %)
Empire 11 ⁽⁴⁾	Holding company and substantial shareholder	882,000	100.0	145,000	16.4	737,000	67.0	737,000	65.2

Notes:

- (1) Based on the enlarged issued Shares after the Pre-IPO Acquisition but before the Proposed IPO of 882,000,000.
- (2) Based on the enlarged issued Shares upon our Listing of 1,100,000,000.
- (3) Based on the enlarged issued Shares upon our Listing and assuming full exercise of 29,550,000 ESOS Options granted to the LTIP Eligible Persons in conjunction with our Listing of 1,129,550,000.
- (4) Empire 11 is an investment holding company equally owned by Nicole Lim and Jordan Tan, being our Promoters, Directors and Key Senior Management. Nicole Lim and Jordan Tan are also directors of Empire 11. Empire 11 was jointly nominated by Nicole Lim and Jordan Tan to hold their respective equity interests in our Company pursuant to the Pre-IPO Acquisition. Please refer to Section 6.1.2 of this Prospectus for details of the Pre-IPO Acquisition.

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 by our Directors and the Selling Shareholder in consultation with the Principal Adviser, Sole Underwriter and the Sole Bookrunner, after taking into consideration the following factors:

- (i) PE Multiple of approximately [●] times based on our EPS of 3.45 sen after taking into account our PAT of RM37.9 million for the FYE 31 March 2025 and the enlarged issued Shares of 1,100,000,000;
- (ii) our pro forma combined NA per Share of RM[●] as at 31 March 2025, our IPO and use of proceeds based on the enlarged issued Shares of 1,100,000,000;
- (iii) our competitive strengths, as follows:
 - (a) we have a leading market position as sushi chain operation in Malaysia based on revenue and number of outlets, providing us with financial strength to sustain, grow, and further expand our business;
 - (b) our business is modular and scalable, facilitating fast and simplified procedures to expand our chain of sushi outlets;
 - (c) all our outlets are located in shopping centres, hypermarkets, airport retail mall and transit hub malls which enhances our brand visibility to sustain and drive business growth;
 - (d) we have capabilities in developing new and improved sushi menu;
 - (e) our proven 15-year track record in sushi chain operations, together with the majority of our outlets being Halal-certified, serves as a trusted reference for new customers and demonstrates our adaptability and relevance in the mass market; and
 - (f) we have experienced Executive Directors and Key Senior Management to sustain and grow our business;
- (iv) our business strategies and plans, as follows:
 - (a) expansion of sushi chain operations in Malaysia; and
 - (b) upgrading selected existing sushi outlets;
- (v) prospects of the food service industry in Malaysia driven by the growth in domestic consumption, food and beverages and accommodation subsector, private consumptions, tourism and urbanisation as well as the rise of e-commerce and food delivery platforms, as described in Section 8 of this Prospectus; and
- (vi) 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 determined on the Price Determination Date and will be the lower of:

- (a) the Retail Price; or

4. DETAILS OF OUR IPO (Cont'd)

- (b) the Institutional Price.

In the event that 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. Please refer to Section 4.4.3 of this Prospectus for details of the refund mechanism.

The Final Retail Price and the Institutional Price will be announced within 2 Market Days from the Price Determination Date on Bursa Securities' website. 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 the 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 IPO Shares they would be prepared to acquire and the price they would be prepared to pay for the IPO Shares in respect of the Institutional Offering. This bookbuilding commenced on [***] and will end on [***]. Upon completion of the bookbuilding process, the Institutional Price will be fixed by our Directors and the Selling Shareholder in consultation with the Sole Bookrunner 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
- (iii) by crediting into the accounts of the successful applicants with the Internet Participating Financial Institution or Participating Securities Firm for applications made via Internet Share Application,

within 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.

4.4.4 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 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 9 of this Prospectus.

4. DETAILS OF OUR IPO (Cont'd)

4.5 DILUTION

4.5.1 NA per Share

Dilution is the amount by which the price paid by retail, institutional and selected investors for our Shares exceeds our pro forma combined NA per Share after our IPO.

Our pro forma combined NA per Share as at 31 March 2025 after adjusting for dividends declared and paid subsequent to 31 March 2025 comprising the final dividend in respect of the FYE 31 March 2025 of RM15.0 million which was declared on 30 July 2025 and paid on 8 August 2025, the 1st interim dividend in respect of the FYE 31 March 2026 of RM15.0 million which was declared on 22 August 2025 and paid on 1 September 2025 and the 2nd interim dividend in respect of the FYE 31 March 2026 of RM12.0 million to be declared and paid prior to our Listing (collectively to be referred to as “**Subsequent Events**”), the Pre-IPO Acquisition and before adjusting for our IPO was [●], based on the enlarged issued Shares after the Pre-IPO Acquisition of 882,000,000.

The following table illustrates the dilution effect on our pro forma combined NA as at 31 March 2025 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 31 March 2025 after adjusting for the Subsequent Events, the Pre-IPO Acquisition and before adjusting for our IPO	[●]
Pro forma combined NA per Share as at 31 March 2025, after adjusting for the Subsequent Events, the Pre-IPO Acquisition and after adjusting for the use of proceeds from the Public Issue	[●]
Increase in pro forma combined NA per Share to our existing shareholders	[●]
Dilution in pro forma combined NA per Share to retail/institutional and selected investors	[●]
Dilution in pro forma combined NA per Share to retail/institutional and selected investors as a percentage to the Retail Price/Institutional Price	[●]%

4. DETAILS OF OUR IPO (Cont'd)**4.5.2 Effective cost per Share**

Save as disclosed below, 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 3 years and up to the LPD:

Name	Date of investment	No. of Shares	Allotted/ transferred	Total consideration (RM)	Effective cost per Share (RM)
Nicole Lim	25 September 2023	1 ⁽¹⁾	Allotted	1.00	1.00
Jordan Tan	25 September 2023	1 ⁽¹⁾	Allotted	1.00	1.00
[Empire 11]	[***]	[2 ⁽²⁾]	[Transferred]	[2.00]	[1.00]
		[881,999,998 ⁽³⁾]	[Allotted]	[29,988,000.00] [(Otherwise than cash)]	[0.034]

Notes:

- (1) Being the subscribers' Shares issued and allotted pursuant to the incorporation of our Company.
- (2) In conjunction with the Pre-IPO Acquisition, the 2 Shares which were equally held by Nicole Lim and Jordan Tan respectively [were] acquired by and transferred to Empire 11 such that our Company became a wholly-owned subsidiary of Empire 11 upon completion of the Pre-IPO Acquisition.
- (3) Being the new Shares issued and allotted pursuant to the Pre-IPO Acquisition.

4. DETAILS OF OUR IPO (Cont'd)**4.6 USE OF PROCEEDS**

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

Description	Estimated timeframe for use from the date of our Listing	RM million	%
(i) Expansion of outlets (grab-and-go and quick dine-in formats) in various states within Malaysia	Within 36 months	[●]	60.5
(ii) Upgrading and refurbishment of existing outlets	Within 36 months	[●]	9.6
(iii) Working capital	Within 36 months	[●]	23.9
(iv) Defray fees and expenses for our IPO and Listing	Within 3 months	[●]	6.0
Total		[●]	100.0

Note:

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

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

4.6.1 Expansion of sushi chain operations in Malaysia

In line with our target market, which is focused on the mass market, we will continue to target shopping complexes in both urban and suburban areas as well as [heavily populated commercial neighbourhoods with a mix of office and retail space] to gain a steady stream of customers.

Our Group plans to utilise RM[●] million of the gross proceeds from the Public Issue to expand our network of sushi chain operations by setting up an additional 56 new outlets in both grab-and-go and quick dine-in formats, into key locations within Malaysia between the FYE 31 March 2027 and the FYE 31 March 2029. In addition, for our new outlets, we require available floor space with a flexible size requirement, ranging from approximately 200 to 1,000 square feet.

Further, in line with our planned sushi outlet expansion, we will expand our workforce by hiring additional 550 service crew to run our new sushi chain outlets.

Based on our experience in establishing new sushi chain outlets with similar set-up and operational budgets during the Financial Years Under Review and up to the LPD, the said expansion costs of RM[●] million comprises estimated initial set-up cost of RM[●] million, estimated staff cost of RM[●] million and estimated rental cost of RM[●] million.

The breakdown of the 56 new outlets to be opened between the FYE 31 March 2027 and the FYE 31 March 2029 is as follows:

4. DETAILS OF OUR IPO (Cont'd)

	Number of new sushi outlets			
	FYE 31 March 2027	FYE 31 March 2028	FYE 31 March 2029	Total
Multi-format sushi outlets	15	18	23	56
Peninsular Malaysia	15	15	21	51
East Malaysia	-	3	2	5
Total	15	18	23	56
Estimated costs⁽¹⁾ (RM million)	[•]	[•]	[•]	[•]

Note:

- (1) Include set-up costs such as renovation and interior fit-out costs (including installation of flooring, wall finishes, signage, lighting, and panels in line with our brand identity), cooking and food preparation equipment costs (including refrigerated display units, sushi preparation tables, cold storage facilities, food-grade shelving and point-of-sale system), IT and systems (including integration of point-of-sale system, inventory tracking, and digital payment infrastructure), staff cost for our outlet service crew and rental costs.

As part of the process in establishing a new outlet, we will conduct research analysis in identifying suitable shopping complexes as our new outlet site including conducting cost analysis and developing financial projections, followed by a physical site visit and outlet set-up. Please refer to Section 7.11.2 of this Prospectus for further details on our process in establishing a new sushi chain outlet.

The capital expenditure and start-up costs for each new outlet will vary depending on factors such as the fit-out requirements of the relevant premise owner, the locality and condition of the site, and the intended size of the new outlet.

The operating format of the new outlets will be determined based on the suitability of each location, taking into consideration several factors, including the availability of exhaust provision, size and layout of available space as well as the commercial terms negotiated with the premise owner.

The estimated timeframe for use of proceeds to be raised from the IPO for the expansion of outlets of 36 months was arrived at after taking into consideration the estimated time required for careful site selection, phased recruitment and training of staff to maintain consistent quality, prudent management of capital expenditure and cash flow, as well as the relevant regulatory approvals and fit-out works. The gradual rollout also allows our Group to incorporate market feedback and manage the risk of market saturation while supporting sustainable long-term growth.

Further details on our expansion plan are set out in Section 7.5.2 of this Prospectus.

4.6.2 Upgrading selected existing sushi outlets

Our Group intends to utilise RM[•] million of the gross proceeds from the Public Issue to upgrade 27 existing outlets with planned upgrading works taking place between the FYE 31 March 2027 and the FYE 31 March 2029. We plan to commence upgrading and refurbishment works at selected outlets, including renovations and replacement of fittings and equipment, the details of which are set out below:

4. DETAILS OF OUR IPO (Cont'd)

	Number of existing outlets			
	FYE 31 March 2027	FYE 31 March 2028	FYE 31 March 2029	Total
Existing outlets				
Peninsular Malaysia	8	9	10	27
Estimated costs⁽¹⁾ (RM million)	[●]	[●]	[●]	[●]

Further details on the upgrades of our existing outlets are set out in Section 7.5.2 of this Prospectus.

4.6.3 Working capital

Our Group plans to utilise RM[●] million of the gross proceeds from the Public Issue for working capital expenses, comprising the following:

- (i) RM[●] million for the purchase of input materials for our existing and new sushi outlets as follows:
 - (a) prepared and fresh ingredients used in our sushi products such as fresh and prepared seafood and meat, sauces and seasonings and dry ingredients including rice and dried seaweed sheets;
 - (b) packaging materials and consumables including plastic trays and lids, small plate food covers, plastic spoons, paper boxes, disposable wooden chopsticks, paper napkins and plastic bags; and
 - (c) beverages including tea, fruit and carbonated drinks.
- (ii) RM[●] million for miscellaneous working capital expenses such as marketing costs for our campaigns and promotional vouchers as well as utilities.

4.6.4 Defray fees and expenses for our IPO and our Listing

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

	RM'000
Professional fees ⁽¹⁾	[●]
Fees payable to authorities	[●]
Brokerage fee, underwriting commission and placement fees	[●]
Other expenses relating to our IPO and Listing ⁽²⁾	[●]
Total	[●]

Notes:

- (1) This includes professional fees for, among others, the Principal Adviser, legal advisers, Reporting Accountants, company secretaries, Independent Business and Market Research Consultant, Internal Control Consultant, Issuing House and Share Registrar.
- (2) This includes related fees and expenses in connection with our IPO, such as printing and advertising, travel and roadshow expenses, and media related expenses.

4. DETAILS OF OUR IPO (Cont'd)

If the actual fees and expenses for our IPO and Listing are higher than estimated, the shortfall will be funded using our internally generated funds. However, if the actual fees and expenses for our IPO and Listing are lower than estimated, the surplus will be used for our working capital.

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 for our working capital requirements. Conversely, if the actual proceeds are lower than budgeted above, the proceeds allocated for our working capital requirements will be reduced.

Given the timing of the use of proceeds to be raised from the 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 the Public Issue or any balance (including accrued profit, if any) in profit-bearing accounts with licensed financial institution(s) in Malaysia and/or in money-market deposit instruments/funds.

Our Company will not receive any proceeds from the Offer for Sale. The gross proceeds from the Offer for Sale of up to approximately RM[●] million will accrue entirely to the Selling Shareholder. The Selling Shareholder will bear its own expenses including, but not limited to, the placement fees as well as other miscellaneous expenses in relation to the Offer for Sale which is estimated to be approximately RM[●] million.

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

We will pay the brokerage in respect of our Issue 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 Sole Bookrunner is 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 Shareholder.

4.7.2 Underwriting commission

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

4.7.3 Placement fee

The Selling Shareholder for the Offer Shares and us for our Issue Shares will pay the Sole Placement Agent a placement fee and selling commission of up to [●]% (exclusive of applicable tax) of the Institutional Price multiplied by the number of IPO Shares placed out to the institutional and selected investors under the Institutional Offering in accordance with the terms of the Placement Agreement.

4. DETAILS OF OUR IPO (Cont'd)

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

4.8.1 Underwriting

We have entered into the Retail Underwriting Agreement with the Sole Underwriter to severally and not jointly (nor jointly and severally) underwrite 70,000,000 Issue Shares under the Retail Offering ("**Underwritten Shares**"), 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 Section 4.7.2 of this Prospectus, while the salient terms of the Retail Underwriting Agreement are as follows:

- (i) [***].

4.8.2 Placement

We and the Selling Shareholder expect to enter into the Placement Agreement with the Sole Bookrunner in relation to the placement of up to 293,000,000 IPO Shares under the Institutional Offering, subject to the clawback and reallocation provisions as set out in Section 4.2.3 of this Prospectus. We and the Selling Shareholder will be requested, on a several basis, to give various representations, warranties and undertakings, and to indemnify the Sole Placement Agent 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

[***]

4.9 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 the subscribers or purchasers of the 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;

4. DETAILS OF OUR IPO (Cont'd)

- (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 as 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 the 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 10 Market Days after the close of the Institutional Offering. Subscribers or purchasers 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.