

## **NOTICE ACCOMPANYING THE ELECTRONIC PROSPECTUS OF ORIENTAL KOPI HOLDINGS BERHAD (“ORIENTAL KOPI” OR “COMPANY”) DATED 6 JANUARY 2025 (“ELECTRONIC PROSPECTUS”)**

*(Unless otherwise indicated, specified or defined in this notice, the definitions in the Prospectus shall apply throughout this notice)*

### **Website**

The Electronic Prospectus can be viewed or downloaded from Bursa Malaysia Securities Berhad’s (“**Bursa Securities**”) website at [www.bursamalaysia.com](http://www.bursamalaysia.com) (“**Website**”).

### **Availability and Location of Paper/Printed Prospectus**

Any applicant in doubt concerning the validity or integrity of the Electronic Prospectus should immediately request a paper/printed copy of the Prospectus directly from the Company, Alliance Islamic Bank Berhad (“**AIS**”) or Tricor Investor & Issuing House Services Sdn Bhd. Alternatively, the applicant may obtain a copy of the Prospectus from participating organisations of Bursa Securities, members of the Association of Banks in Malaysia and members of the Malaysian Investment Banking Association.

Prospective investors should note that the Application Forms are not available in electronic format.

### **Jurisdictional Disclaimer**

The IPO and the distribution of the Electronic Prospectus are subject to the laws of Malaysia. Bursa Securities, AIS and Oriental Kopi have not authorised anyone and take no responsibility for the distribution of the Electronic Prospectus outside Malaysia. No action has been taken to permit any offering of the IPO Shares based on the Electronic Prospectus in any jurisdiction other than Malaysia. The Electronic 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, any of our IPO Shares in any jurisdiction or in any circumstances in which such an offer is not authorised or is unlawful or to any person to whom it is unlawful to make such offer or invitation. Prospective applicants who may be in possession of the Electronic Prospectus are required to take note, to inform themselves and to observe such restrictions.

### **Close of Application**

Applications for the IPO Shares will be accepted from **10:00 a.m.** on **6 January 2025** and will close at **5:00 p.m.** on **10 January 2025**. Any change to the timetable will be advertised by Oriental Kopi in a widely circulated Bahasa Malaysia and English daily newspapers within Malaysia, and will make the relevant announcement through Bursa Securities.

The Electronic Prospectus made available on the Website after the closing of the application period is made available solely for informational and archiving purposes. No securities will be allotted or issued on the basis of the Electronic Prospectus after the closing of the application period.

### **Persons Responsible for the Internet Site in which the Electronic Prospectus is Posted**

The Electronic Prospectus which is accessible at the Website is owned by Bursa Securities. Users’ access to the website and the use of the contents of the Website and/or any information in whatsoever form arising from the Website shall be conditional upon acceptance of the terms and conditions of use as contained in the Website.

The contents of the Electronic Prospectus as provided by the Company to Bursa Securities are for informational and archiving purposes only and are not intended to provide investment advice of any form or kind, and shall not at any time be relied upon as such.



## Oriental Kopi Holdings Berhad

(Registration No. 202401007447 (1553297-V))  
(Incorporated in Malaysia under the Companies Act 2016)

No. 39, Jalan TPP 3, Taman Perindustrian Putra  
47130 Puchong, Selangor



The real estate property depicted above does not belong to Oriental Kopi Holdings Berhad

ORIENTAL KOPI HOLDINGS BERHAD

PROSPECTUS

P R O S P E C T U S

# HEDAI KOPITIAM ORIENTAL KOPI

## ORIENTAL KOPI HOLDINGS BERHAD

(Registration No. 202401007447 (1553297-V))  
(Incorporated in Malaysia under the Companies Act 2016)

INITIAL PUBLIC OFFERING (“IPO”) IN CONJUNCTION WITH THE LISTING OF ORIENTAL KOPI HOLDINGS BERHAD (“ORIENTAL KOPI” OR “COMPANY”) ON THE ACE MARKET OF BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”) COMPRISING THE PUBLIC ISSUE OF 418,101,000 NEW ORDINARY SHARES IN ORIENTAL KOPI (“ORIENTAL KOPI SHARES” OR “SHARES”) IN THE FOLLOWING MANNER:

- 60,000,000 NEW ORIENTAL KOPI SHARES MADE AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;
- 20,000,000 NEW ORIENTAL KOPI SHARES MADE AVAILABLE FOR APPLICATION BY OUR ELIGIBLE DIRECTORS, EMPLOYEES AND PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF ORIENTAL KOPI;
- 88,101,000 NEW ORIENTAL KOPI SHARES MADE AVAILABLE BY WAY OF PRIVATE PLACEMENT TO SELECTED INVESTORS; AND
- 250,000,000 NEW ORIENTAL KOPI SHARES MADE AVAILABLE BY WAY OF PRIVATE PLACEMENT TO THE SELECTED BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INVESTMENT, TRADE AND INDUSTRY OF MALAYSIA,

AT AN IPO PRICE OF RM0.44 PER SHARE, PAYABLE IN FULL UPON APPLICATION.

*Principal Adviser, Sponsor, Sole Underwriter and Placement Agent*

 **ALLIANCE ISLAMIC BANK**  
Alliance Islamic Bank Berhad 200701018870 (776882-V)

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

BURSA SECURITIES HAS APPROVED OUR IPO AND THIS PROSPECTUS HAS BEEN REGISTERED BY BURSA SECURITIES. THE APPROVAL FOR THE ADMISSION OF OUR COMPANY TO THE OFFICIAL LIST OF BURSA SECURITIES AND THE LISTING AND QUOTATION OF OUR ENTIRE ENLARGED ISSUED SHARE CAPITAL ON THE ACE MARKET OF BURSA SECURITIES AND THE REGISTRATION OF THIS PROSPECTUS SHOULD NOT BE TAKEN TO INDICATE THAT BURSA SECURITIES RECOMMENDS THE OFFERING OR ASSUMES RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENT MADE, OPINION EXPRESSED OR REPORT CONTAINED IN THIS PROSPECTUS. BURSA SECURITIES HAS NOT, IN ANY WAY, CONSIDERED THE MERITS OF THE SECURITIES BEING OFFERED FOR INVESTMENT.

BURSA SECURITIES IS NOT LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF OUR COMPANY AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS, MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS, AND EXPRESSLY DISCLAIMS ANY LIABILITY FOR ANY LOSS 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 THE RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE “RISK FACTORS” COMMENCING ON PAGE 296.

THE ACE MARKET IS AN ALTERNATIVE MARKET DESIGNED PRIMARILY FOR EMERGING CORPORATIONS THAT MAY CARRY HIGHER INVESTMENT RISK WHEN COMPARED WITH LARGER OR MORE ESTABLISHED CORPORATIONS LISTED ON THE MAIN MARKET. THERE IS ALSO NO ASSURANCE THAT THERE WILL BE A LIQUID MARKET IN THE SHARES OR UNITS OF SHARES TRADED ON THE ACE MARKET. YOU SHOULD BE AWARE OF THE RISKS OF INVESTING IN SUCH CORPORATIONS AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER CAREFUL CONSIDERATION.

THE ISSUE, OFFER OR INVITATION FOR THE OFFERING IS A PROPOSAL NOT REQUIRING APPROVAL, AUTHORISATION OR RECOGNITION OF THE SECURITIES COMMISSION MALAYSIA UNDER SECTION 212(8) OF THE CAPITAL MARKETS AND SERVICES ACT 2007.

This Prospectus is dated 6 January 2025



## RESPONSIBILITY STATEMENTS

Our Directors and Promoters (as defined in this Prospectus) 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 there is no false or misleading statement or other facts which if omitted, would make any statement in the Prospectus false or misleading.

Alliance Islamic Bank Berhad (“**AIS**”), being the Principal Adviser, Sponsor, Sole Underwriter and Placement Agent, 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.

## STATEMENTS OF DISCLAIMER

Approval has been granted by Bursa Securities for the listing and quotation of the securities being offered. Admission to the Official List of ACE Market of Bursa Securities is not to be taken as an indication of the merits of the offering, our Company or our Shares.

Bursa Securities is not liable for any non-disclosure on our part and takes no responsibility for the contents of this Prospectus, makes no representation as to its accuracy or completeness and expressly disclaims any liability for any loss you may suffer arising from or in reliance upon the whole or any part of the contents of this Prospectus.

This Prospectus, together with the Application Form (as defined in this Prospectus), has also been lodged with the Registrar of Companies, who takes no responsibility for its contents.

## OTHER STATEMENTS

You should note that you may seek recourse under Sections 248, 249 and 357 of the Capital Markets and Services Act 2007 (“**CMSA**”) for breaches of securities laws including any statement in the 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 the offering, for which any person set out in Section 236 of the CMSA, is responsible.

This Prospectus has not been and will not be made to 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 with or by any regulatory authority or other relevant body of any jurisdiction other than Malaysia.

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 accept or be deemed to accept any liability in relation thereto whether or not any enquiry or investigation is made in connection therewith.

This Prospectus is prepared and published solely for our IPO in Malaysia under the laws of Malaysia. Our IPO Shares are issued in Malaysia solely based on the contents of this Prospectus. Our Directors, Promoters, Principal Adviser, Sponsor, Sole Underwriter and Placement Agent take no responsibility for the distribution of this Prospectus (in preliminary or final form) outside Malaysia. Our Directors, Promoters, Principal Adviser, Sponsor, Sole Underwriter and Placement Agent have not authorised anyone to provide you with information which is not contained in this Prospectus.

It shall be your sole responsibility, if you are or may be subjected to the laws of any countries or jurisdictions other than Malaysia, to consult your legal and/or other professional advisers as to whether your application for our IPO would result in the contravention of any laws of such countries or jurisdictions. Neither we nor our Principal Adviser, Sponsor, Sole Underwriter and Placement Agent nor any other advisers in relation to our IPO shall accept any responsibility or liability in the event that any application made by you shall be illegal, unenforceable, voidable or void in any such country or jurisdiction.

Further, it shall be your sole responsibility to ensure that your application for our IPO would be in compliance with the terms of our IPO and would not be in contravention of any laws of countries or jurisdictions other than Malaysia to which you may be subjected to. We will further assume that you had accepted our IPO in Malaysia and will be subject only to the laws of Malaysia in connection therewith.

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

### **ELECTRONIC PROSPECTUS**

This Prospectus can also be viewed or downloaded from Bursa Securities' website at [www.bursamalaysia.com](http://www.bursamalaysia.com). The contents of the Electronic Prospectus (as defined in this Prospectus) are as per the contents of this Prospectus registered by Bursa Securities.

You are advised that the internet is not a fully secured medium. Your Internet Share Application (as defined in this Prospectus) may be subject to risks or problems occurring during 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 or Participating Securities Firms (as defined in this Prospectus). These risks cannot be borne by the Internet Participating Financial Institutions or Participating Securities Firms.

If you are in doubt as to the validity or integrity of the Electronic Prospectus, you should immediately request from us, our Principal Adviser or the Issuing House (as defined in this Prospectus), a paper/printed copy of this Prospectus.

In the event of any discrepancies arising between the contents of the Electronic Prospectus and the contents of the paper/printed copy of this Prospectus for any reason whatsoever, the contents of the paper/printed copy of this Prospectus, which is identical to this Prospectus registered with Bursa Securities, shall 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 and our Principal Adviser do not endorse and are not affiliated in any way with the Third Party Internet Sites and are not responsible for the availability of, or the contents or any data, information, files or other material provided on the Third Party Internet Sites. You shall bear all risks associated with the access to or use of the Third Party Internet Sites;
- (ii) we and our Principal Adviser are not responsible for the quality of products or services in the Third Party Internet Sites, or for fulfilling any of the terms of your agreements with the Third Party Internet Sites. We and our Principal Adviser are also not responsible for any loss, 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, information, files or other material provided by such parties; and
- (iii) any data, information, files or other material downloaded from the Third Party Internet Sites is done at your own discretion and risk. We and our Principal Adviser 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, files or other material.

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

- (i) the Internet Participating Financial Institutions or Participating Securities Firms are liable in respect of the integrity of the contents of the Electronic Prospectus, to the extent of the contents of the Electronic Prospectus situated on the web server of the Internet Participating Financial Institutions or Participating Securities Firms which may be viewed via your web browser or other relevant software;
- (ii) the Internet Participating Financial Institutions or Participating Securities Firms shall not be responsible in any way for the integrity of the contents of the Electronic Prospectus which has been downloaded or otherwise obtained from the web server of the Internet Participating Financial Institutions or Participating Securities Firms and thereafter communicated or disseminated in any manner to you or other parties; and
- (iii) 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 as the internet is not a fully secured medium.

The Internet Participating Financial Institutions or Participating Securities Firms shall not be liable (whether in tort or contract or otherwise) for any loss, damage or cost, 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 or faults with web browsers or other relevant software, any fault or faults 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 Institutions or Participating Securities Firms, 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.

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**INDICATIVE TIMETABLE**

The following events are intended to take place on the following tentative dates:

<b>Event(s)</b>	<b>Tentative Date(s)</b>
Opening of the application period for our IPO	6 January 2025
Closing of the application period for our IPO	10 January 2025
Balloting of applications	14 January 2025
Allotment of Issue Shares to successful applicants	21 January 2025
Listing on the ACE Market of Bursa Securities	23 January 2025

In the event there is any change to the indicative timetable above, we will advertise the notice of the changes in a widely circulated daily English and Bahasa Malaysia newspaper in Malaysia and announce it on Bursa Securities' website accordingly.

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## PRESENTATION OF INFORMATION

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All references to “our Company” or “Oriental Kopi” in this Prospectus are to Oriental Kopi Holdings Berhad, while references to “our Group” are to our Company and our Subsidiaries. References to “we”, “us”, “our” and “ourselves” are to our Company or our Group or any member of our Group, as the context requires. All references to the “Promoters” are to Dato’ Chan Jian Chern, Chan Yen Min, Koay Song Leng and United Gomax Sdn Bhd. Unless the context otherwise requires, references to “Management” are to our Managing Director, Executive Directors and our Key Senior Management as disclosed in this Prospectus and statements as to our beliefs, expectations, estimates and opinions are those of our Management.

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

Certain abbreviations, acronyms and technical terms used are defined in the “Definitions” and “Glossary of Technical Terms” sections of this Prospectus. Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include companies and corporations.

In this Prospectus, references to the “Government” are to the Government of Malaysia; and references to “RM” and “sen” are to the lawful currency of Malaysia and references to “SGD” and “cent” are to the lawful currency of Singapore. The word “approximately” used in this Prospectus is to indicate that a number is not an exact one, but that number is usually rounded off to the nearest hundredth or two (2) decimal places. Any discrepancies in the tables included in this Prospectus between the amounts listed and the total thereof are due to rounding.

Unless otherwise stated, any reference to dates and times in this Prospectus shall be a reference to dates and times in Malaysia.

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

This Prospectus includes statistical data provided by our Management and various third parties and cites third party projections regarding growth and performance of the industry in which our Group operates or is exposed to. This data is taken or derived from information published by industry sources and from our internal data. In each such case, the source is stated in this Prospectus. Where no source is stated, it can be assumed that the information originates from our Management.

In particular, certain information in this Prospectus is extracted or derived from the IMR Report prepared by Vital Factor (as defined in this Prospectus), the independent business and market research consultant. We have appointed Vital Factor to provide an independent market and industry review. In compiling their data for the review, Vital Factor had relied on research methodology, industry sources, published materials, their own private databases and direct contacts within the industry. We believe that the information on the industry and the statistical data and projections cited in this Prospectus are useful in helping you to understand the major trends in the industry in which we operate. 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 assure you that the projections will be achieved and you should not place undue reliance on the statistical data and third-party projections cited in this Prospectus.

If there are any discrepancies or inconsistencies between the English and Bahasa Malaysia versions of this document, the English version shall prevail.

The information on our website, or any website directly and indirectly linked to such website does not form part of this Prospectus and should not be relied upon.

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**FORWARD-LOOKING STATEMENTS**

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This Prospectus includes forward-looking statements, which include all statements other than statements of historical facts included in this Prospectus, including, without limitation, those regarding our financial position, business strategies, prospects, plans and objectives of our Management for future operations. Some of these statements can be identified by words that have a bias towards or are forward-looking such as “may”, “will”, “would”, “could”, “believe”, “expect”, “anticipate”, “estimate”, “aim”, “plan”, “forecast”, “project” or similar expressions. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond our Group’s control that could cause our actual results, performances or achievements to be materially different from future results, performances or achievements expressed or implied by such forward-looking statements. Such forward-looking statements include, without limitation, statements relating to:

- (i) our business strategies, trends and competitive position;
- (ii) our plans and objectives for future operations;
- (iii) our future potential growth opportunities;
- (iv) our future financial position, earnings, cash flows and liquidity;
- (v) our ability to pay dividends; and
- (vi) the regulatory environment and the effects of future regulation.

Such forward-looking statements are based on numerous assumptions regarding our Group’s present and future business strategies and the environment in which we operate. Our actual results may differ materially from information contained in the forward-looking statements as a result of a number of factors beyond our control, including, without limitation:

- (a) the general economic, business, social, political and investment environment in Malaysia and globally;
- (b) government policy, legislation and regulation;
- (c) interest rates, tax rates and exchange rates;
- (d) the competitive environment in the industry in which we operate;
- (e) reliance on approvals, licences and permits;
- (f) availability and fluctuations in prices of raw materials;
- (g) fixed and contingent obligations and commitments; and
- (h) any other factors beyond our control.

Additional factors that could cause our actual results, performances or achievements to differ materially include, but are not limited to those discussed in Section 8 – Risk Factors and Section 11.3 – Management’s Discussion and Analysis of Financial Conditions and Results of Operations of this Prospectus. We cannot assure you that the forward-looking statements in this Prospectus will be realised.

These forward-looking statements are based on information available to us as at the LPD and are made available only as at the LPD. 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 of the IPO Shares, we shall further issue a supplemental or replacement prospectus, as the case may be, in accordance with the provision of Section 238(1) of the CMSA and Paragraph 1.02, Chapter 1 of Part II (Division 6) of the Prospectus Guidelines (Supplementary and Replacement Prospectus).



**DEFINITIONS**

The following definitions shall apply throughout this Prospectus unless the definitions are defined otherwise or the context requires otherwise:

**COMPANIES WITHIN OUR GROUP**

Oriental Kopi or Company	: Oriental Kopi Holdings Berhad (Registration No. 202401007447 (1553297-V))
Oriental Kopi Group or Group	: Oriental Kopi and our Subsidiaries, collectively
OKG	: Oriental Kopi Group Sdn Bhd (Registration No. 202401007476 (1553326-X))
Oriental Coffee BKT	: Oriental Coffee (BKT) Sdn Bhd (Registration No. 202201045984 (1491681-M))
Oriental Coffee CS	: Oriental Coffee (CS) Sdn Bhd (Registration No. 202201045988 (1491685-W))
Oriental Coffee Gateway	: Oriental Coffee (Gateway) Sdn Bhd (Registration No. 202301003777 (1497696-K))
Oriental Coffee International	: Oriental Coffee International Sdn Bhd (Registration No. 202101014758 (1415058-W))
Oriental Coffee KL	: Oriental Coffee (KL) Sdn Bhd (Registration No. 202201003595 (1449292-K))
Oriental Coffee Puchong	: Oriental Coffee (Puchong) Sdn Bhd (Registration No. 202101017190 (1417490-W))
Oriental Coffee SK	: Oriental Coffee (SK) Sdn Bhd (Registration No. 202101012937 (1413236-A))
Oriental Coffee SP	: Oriental Coffee (SP) Sdn Bhd (Registration No. 202201015554 (1461251-U))
Oriental Coffee Suria	: Oriental Coffee (Suria) Sdn Bhd (Registration No. 202201045981 (1491678-M))
Oriental Coffee TC	: Oriental Coffee (TC) Sdn Bhd (Registration No. 202201040185 (1485882-H))
Oriental Coffee TRZ	: Oriental Coffee (TRZ) Sdn Bhd (Registration No. 202201045998 (1491695-M))
Oriental Elite International	: Oriental Elite International Sdn Bhd (Registration No. 202101033868 (1434168-M))
Oriental Kopi Global	: Oriental Kopi Global Pte Ltd (Registration No. 202420627H)
Oriental Sun International	: Oriental Sun International Sdn Bhd (Registration No. 202001025094 (1381414-W))
Oriental Sun PBJ	: Oriental Sun (PBJ) Sdn Bhd (Registration No. 202101033867(1434167-P))

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**DEFINITIONS (Cont'd)**

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Subsidiaries : Collectively:

- (1) OKG;
- (2) Oriental Coffee BKT;
- (3) Oriental Coffee CS;
- (4) Oriental Coffee Gateway;
- (5) Oriental Coffee International;
- (6) Oriental Coffee KL;
- (7) Oriental Coffee Puchong;
- (8) Oriental Coffee SK;
- (9) Oriental Coffee SP;
- (10) Oriental Coffee Suria;
- (11) Oriental Coffee TC;
- (12) Oriental Coffee TRZ;
- (13) Oriental Elite International;
- (14) Oriental Kopi Global;
- (15) Oriental Sun International; and
- (16) Oriental Sun PBJ.

**Joint Venture**

Paradise Oriental : Paradise Oriental Pte Ltd (Registration No. 202408111M)

**GENERAL**

ACE Market : ACE Market of Bursa Securities

Act : Companies Act 2016, including amendments from time to time and any re-enactment thereof

Acquisitions : Acquisitions of the entire issued share capital of:

- (1) Oriental Coffee BKT;
- (2) Oriental Coffee CS;
- (3) Oriental Coffee Gateway;
- (4) Oriental Coffee International;
- (5) Oriental Coffee KL;
- (6) Oriental Coffee Puchong;
- (7) Oriental Coffee SK;
- (8) Oriental Coffee SP;
- (9) Oriental Coffee Suria;
- (10) Oriental Coffee TC;
- (11) Oriental Coffee TRZ;
- (12) Oriental Elite International;
- (13) Oriental Sun International; and
- (14) Oriental Sun PBJ;

by OKG for an aggregate purchase consideration of RM31,796,149.80, which will be entirely satisfied by the issuance of 1,581,898,000 new Oriental Kopi Shares in aggregate at an issue price of RM0.0201 per Share to the respective shareholders of the companies above. Please refer to Section 4.1.1.1 for further details of the Acquisitions

ADA : Authorised Depository Agent

AGM : Annual General Meeting

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**DEFINITIONS (Cont'd)**

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AIS or Principal Adviser or Sponsor or Sole Underwriter or Placement Agent	: Alliance Islamic Bank Berhad (Registration No. 200701018870 (776882-V))
Application(s)	: The application(s) for our Issue Shares by way of Application Form, Electronic Share Application and/or Internet Share Application
Application Form(s)	: The printed application form(s) for the Application of our Issue Shares
ATM	: Automated Teller Machine
Authorised Financial Institution	: Authorised financial institution participating in the Internet Share Application with respects to payments for our IPO Shares
Beutea Holding	: Beutea Holding Sdn Bhd (Registration No. 202201014360 (1460057-M))
Board	: The Board of Directors of Oriental Kopi
Bumiputera	: In the context of: <ul style="list-style-type: none"> <li>(i) individuals – Malays and the aborigines and the natives of Sabah and Sarawak as specified in the Federal Constitution of Malaysia;</li> <li>(ii) companies – a company which fulfils, among others, the following criteria or such other criteria as may be imposed by the MITI: <ul style="list-style-type: none"> <li>(a) registered under the Act as a private company;</li> <li>(b) its shareholders are 100.00% Bumiputera; and</li> <li>(c) its board of directors (including its staff) are at least 51.00% Bumiputera; and</li> </ul> </li> <li>(iii) cooperatives – a cooperative whose shareholders or cooperative members are at least 95.00% Bumiputera or such other criteria as may be imposed by the MITI</li> </ul>
Bursa Depository	: Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
Bursa Securities	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
CAGR	: Compound annual growth rate
CCC or CF	: Certificate of completion and compliance or certificate of fitness for occupation or occupancy permit or such certificate by any other name or permit issued by the relevant authority in Malaysia under the relevant legislation applicable at the material time
CCTV	: Closed-circuit television
CDS	: Central Depository System
CDS Account(s)	: Account(s) established for a Depositor by Bursa Depository for the recording of deposits or withdrawals of securities and for dealings in such securities by the Depositor
CFO	: Chief Financial Officer

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**DEFINITIONS (Cont'd)**

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CMSA	: Capital Markets and Services Act 2007
Constitution	: The constitution of Oriental Kopi
COVID-19	: An infectious disease caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2)
Cunfry	: Cunfry International Sdn Bhd (202101013166 (1413465-M))
Depositor	: A holder of a CDS Account
Director(s)	: Director(s) of our Company and within the meaning given in Section 2 of the CMSA
Electronic Prospectus	: A copy of this Prospectus that is issued, circulated or disseminated via the Internet, and/or an electronic storage medium, including but not limited to CD-ROMs (compact disc read-only memory)
Electronic Share Application	: An application for the Issue Shares through Participating Financial Institutions' ATM
Eligible Persons	: Eligible Directors, employees, and persons who have contributed to the success of our Group, as further detailed in Section 4.1 of this Prospectus
EPF	: Employees Provident Fund
EPS	: Earnings per share
ERP	: Enterprise resource planning
Executive Director(s)	: Non-independent executive director(s) of Oriental Kopi, namely Dato' Chan Jian Chern, Chan Yen Min and Koay Song Leng
Financial Years Under Review	: FYE 2021, FYE 2022, FYE 2023 and FYE 2024, collectively
FMCG	: Fast moving consumer goods
FYE	: Financial year ended/ending 30 September, as the case may be
F&B	: Food and beverage
GDP	: Gross domestic product
GFA	: Gross floor area
GMP	: Good manufacturing practices
Golden Whale International	: Golden Whale International Sdn Bhd (201801041993 (1304025W))
GP	: Gross profit
HACCP	: Hazard analysis and critical control points
ICT	: Information and communications technology
IMR or Vital Factor	: Vital Factor Consulting Sdn Bhd (Registration No. 199301012059 (266797-T)), an independent business and market research consultant

## DEFINITIONS (Cont'd)

IMR Report	: Independent Assessment of the Food and Beverage Services, and Distribution and Retailing of Consumer-Branded Packaged Food Industries prepared by Vital Factor as set out in Section 7 of this Prospectus
Internet Participating Financial Institution(s) or Participating Securities Firm(s)	: Participating financial institution(s) or participating securities firm(s) for the Internet Share Application, as listed in Section 14 of this Prospectus
Internet Share Application	: Application for our IPO Shares through an online share application service provided by the Internet Participating Financial Institution(s) or Participating Securities Firm(s)
IPO	: Initial public offering of the IPO Shares in conjunction with the listing and quotation of our entire enlarged issued share capital on the ACE Market
IPO Price	: The price of RM0.44 per IPO Share
IPO Share(s) or Issue Share(s)	: 418,101,000 new Oriental Kopi Shares, representing 20.91% of our enlarged number of issued shares, which are to be issued pursuant to the Public Issue and subject to the terms and conditions of this Prospectus
IRB	: Inland Revenue Board of Malaysia
ISO	: International Organisation for Standardisation
Issuing House and Share Registrar	: Tricor Investor & Issuing House Services Sdn Bhd (Registration No. 197101000970 (11324-H))
Key Senior Management	: Key senior management of our Group comprising Goh Ting Keong, Ho Poh Chian, Debbie Liew Jing Yi, Chan Wei Jet and Koay Chor Leng
LAT	: Loss after taxation
LBT	: Loss before taxation
Listing	: The admission of Oriental Kopi to the Official List and the listing and quotation of our entire enlarged issued share capital of RM215,761,589.80 comprising 2,000,000,000 Shares on the ACE Market
Listing Requirements	: ACE Market Listing Requirements of Bursa Securities
Listing Scheme	: Comprising the Acquisitions, Public Issue, Share Transfer and Listing, collectively
LPD	: 9 December 2024, being the latest practicable date prior to the issuance of this Prospectus
LPS	: Loss per Share
Malaysian Public	: Citizens of Malaysia and companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia
Market Day(s)	: Any day(s) on which Bursa Securities is open for trading of securities, which may include a Surprise Holiday
MCCG	: Malaysian Code on Corporate Governance issued by the SC



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**DEFINITIONS (Cont'd)**


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MCO	: The nationwide Movement Control Order imposed by the Government of Malaysia under the Prevention and Control of Infectious Diseases Act 1988 and the Police Act 1967 as a measure to contain the outbreak of COVID-19 pandemic
MFRS	: Malaysian Financial Reporting Standards
MITI	: Ministry of Investment, Trade and Industry of Malaysia
MOH	: Ministry of Health Malaysia
N/A	: Not applicable or not available
NA	: Net assets
NBV	: Net book value
NIL	: None
Official List	: A list specifying all securities which have been admitted for listing on the ACE Market and not removed
Oriental Kopi Share(s) or Share(s)	: Ordinary share(s) in Oriental Kopi
Participating Financial Institution(s)	: Participating financial institution(s) for Electronic Share Application, as listed in Section 14 of this Prospectus
PAT	: Profit after taxation
Paradise Group	: Paradise Group Holdings Pte Ltd (Registration No. 200815151R)
PBT	: Profit before taxation
PE Multiple	: Price earnings multiple
Pink Form Allocation	: The allocation of 20,000,000 Issue Shares to the Eligible Persons pursuant to the Public Issue
POS	: Point-of-sales
PPE	: Property, plant and equipment
Prescribed Security	: Securities of a company that are prescribed by Bursa Securities to be deposited in the CDS subject to the provision of the SICDA and the Rules
Pre-Listing Investor	: Shu Ling Ling
Promoter(s)	: Dato' Chan Jian Chern, Chan Yen Min, Koay Song Leng and United Gomax, collectively
Prospectus	: This Prospectus dated 6 January 2025 in relation to the IPO
Prospectus Guidelines	: Prospectus Guidelines issued by the SC

## DEFINITIONS (Cont'd)

Public Issue	: Public issue of 418,101,000 Issue Shares at the IPO Price comprising: <ul style="list-style-type: none"> <li>(a) 60,000,000 Issue Shares, representing 3.00% of the enlarged number of issued shares of Oriental Kopi, made available for application by the Malaysian Public;</li> <li>(b) 20,000,000 Issue Shares, representing 1.00% of the enlarged number of issued shares of Oriental Kopi, made available for application by the Eligible Persons;</li> <li>(c) 88,101,000 Issue Shares, representing 4.41% of the enlarged number of issued shares of Oriental Kopi, made available by way of private placement to selected investors; and</li> <li>(d) 250,000,000 Issue Shares, representing 12.50% of the enlarged number of issued shares of Oriental Kopi, made available by way of private placement to selected Bumiputera investors approved by MITI</li> </ul>
Q1	: First quarter of the year
Q2	: Second quarter of the year
Q3	: Third quarter of the year
Q4	: Fourth quarter of the year
QC	: Quality control
Record of Depositors	: A record provided by Bursa Depository to the Company under the Rules of Bursa Depository
ROC	: Registrar of Companies
ROU	: Right-of-use
Rules	: Rules of Bursa Depository
SC	: Securities Commission Malaysia
Share Transfer	: Share transfer by Dato' Chan Jian Chern, Chan Yen Min, Koay Song Leng, Koay Chor Leng and Ho Poh Chian, of an aggregate of 1,466,997,157 Shares to United Gomax, an investment holding company held by them during the prescription period
SICDA	: Securities Industry (Central Depositories) Act, 1991
SKU(s)	: Stock keeping unit(s)
Specified Shareholders	: The shareholders whose Shares are subject to moratorium, namely Dato' Chan Jian Chern, Chan Yen Min, Koay Song Leng, Koay Chor Leng, Ho Poh Chian, Lim Pei San and United Gomax
SOCSSO	: Social Security Organisation, also known as PERKESO (Pertubuhan Keselamatan Sosial)
SOP(s)	: Standard operating procedure(s)

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**DEFINITIONS (Cont'd)**

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SSA	: Share sale agreement dated 10 May 2024, supplemental agreements dated 15 May 2024 and 30 October 2024 entered into between Oriental Kopi and OKG (wholly-owned subsidiary of Oriental Kopi) as the purchaser, and the respective shareholders of the companies under the Acquisitions
Surprise Holiday	: A day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year
Underwriting Agreement	: The underwriting agreement dated 12 December 2024 entered into between our Company and AIS pursuant to our IPO
United Gomax	: United Gomax Sdn Bhd (Registration No. 202401016402 (1562252-T))

**CURRENCY AND UNITS**

RM and sen	: Ringgit Malaysia and sen, respectively
SGD and cent	: Singaporean Dollar
°C	: Degree Celsius
kg	: Kilogram
sq. ft.	: Square feet
sq. m.	: Square metre

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## GLOSSARY OF TECHNICAL TERMS

Technical terms used in this Prospectus shall have the same meanings as set out below unless the term is defined otherwise or the context requires otherwise. This glossary contains explanation of certain terms used in this Prospectus in connection with the Oriental Kopi Group and its business. The terminologies and their meanings may not correspond to the standard industry meanings or usage of those terms:

- Cafe : In the context of this Prospectus, it refers to the *Oriental Kopi cafes*
- Jointly owned and operated cafe : It refers to cafes owned and operated by a joint-venture company, where Oriental Kopi Group entered into a joint-venture arrangement with a partner in Singapore
- Packaged foods : Refers to foods, including beverages, that are packed for retail, branded and targeted at consumers. Our packaged foods are marketed under our *Oriental* and *Oriental Kopi* brands. We do not distribute or retail any third-party brands of packaged foods
- Off-premises consumption : In the context of this Prospectus, it refers to the purchase of F&B from our cafe with the intention of consuming them in elsewhere such as at home or at another location away from our cafe
- Oriental : In the context of this Prospectus, it refers to the brand used to market our packaged foods, mainly spreads, pastries, instant noodles and others. The logo for *Oriental* brand is as below:



- Oriental Kopi : In the context of this Prospectus, it refers to the brand used to market our cafe chain operations or packaged foods, mainly packaged coffee and tea

The logo for *Oriental Kopi* brand for our cafe chain operations is as below:



The logo for *Oriental Kopi* brand for our packaged foods, mainly packaged coffee and tea is as below:



- Owned-operated cafe : It refers to cafes that are owned and operated by Oriental Kopi Group
- Paste : An intermediate food product which comprises a mixture of food ingredients in semi-liquid form according to a recipe. In the context of this Prospectus, the key ingredients for a food dish are mainly encapsulated in the paste which will provide the dish with its main cuisine
- Ready-to-cook : Food products are prepared such that they are ready to go through the final stage of cooking to convert them into consumable food products
- Ready-to-eat : Food products that are prepared such that they are ready to be consumed

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**TABLE OF CONTENTS**


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	<b>PAGE</b>
<b>1. CORPORATE DIRECTORY</b>	<b>1</b>
<b>2. APPROVALS AND CONDITIONS</b>	<b>6</b>
2.1 APPROVALS FROM RELEVANT AUTHORITIES	6
2.2 MORATORIUM ON OUR SHARES	7
<b>3. PROSPECTUS SUMMARY</b>	<b>10</b>
3.1 PRINCIPAL DETAILS OF OUR IPO	10
3.2 BACKGROUND INFORMATION OF OUR GROUP AND BUSINESS OPERATIONS	10
3.3 COMPETITIVE ADVANTAGES AND KEY STRENGTHS	12
3.4 BUSINESS STRATEGIES AND PLANS	12
3.5 RISK FACTORS	13
3.6 DIRECTORS AND KEY SENIOR MANAGEMENT OF OUR GROUP	14
3.7 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS OF OUR GROUP	15
3.8 USE OF PROCEEDS	17
3.9 FINANCIAL HIGHLIGHTS	17
3.10 DIVIDEND POLICY	18
<b>4. PARTICULARS OF OUR IPO</b>	<b>20</b>
4.1 DETAILS OF OUR IPO	20
4.2 BASIS OF ARRIVING AT THE IPO PRICE	31
4.3 DILUTION	32
4.4 USE OF PROCEEDS	33
4.5 BROKERAGE FEE, UNDERWRITING COMMISSION AND PLACEMENT FEE	40
4.6 SALIENT TERMS OF THE UNDERWRITING AGREEMENT	40
4.7 PLACEMENT	42
<b>5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT</b>	<b>43</b>
5.1 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS	43
5.2 DIRECTORS AND KEY SENIOR MANAGEMENT	49
5.3 BOARD PRACTICES	91
5.4 REMUNERATION OF DIRECTORS AND KEY SENIOR MANAGEMENT	96
5.5 MANAGEMENT REPORTING STRUCTURE	100
5.6 DECLARATIONS BY EACH PROMOTERS, DIRECTORS AND KEY SENIOR MANAGEMENT	101
5.7 FAMILY RELATIONSHIPS AND ASSOCIATIONS	101
5.8 SERVICE AGREEMENTS	101
<b>6. INFORMATION ON OUR GROUP</b>	<b>102</b>
6.1 INFORMATION ON OUR GROUP	102
6.2 INFORMATION ON OUR SUBSIDIARIES AND JOINT VENTURE	112
6.3 MATERIAL CAPITAL EXPENDITURE AND DIVESTITURES	132
6.4 BUSINESS OVERVIEW	134
6.5 BUSINESS ACTIVITIES, PRODUCTS AND SERVICES	142
6.6 OPERATIONAL FACILITIES	166
6.7 MAJOR MACHINERY AND EQUIPMENT	168
6.8 PRODUCTION CAPACITY, OUTPUT AND UTILISATION	168
6.9 PROCESS FLOW	169
6.10 RESEARCH AND DEVELOPMENT	175
6.11 TECHNOLOGIES USED	175
6.12 MARKETING STRATEGIES AND ACTIVITIES	176



**TABLE OF CONTENTS (Cont'd)**

	<b>PAGE</b>	
6.13	TYPES AND SOURCES OF INPUT MATERIALS	180
6.14	MAJOR CUSTOMERS	182
6.15	MAJOR SUPPLIERS	182
6.16	SEASONALITY	185
6.17	INTERRUPTIONS TO OUR BUSINESS AND OPERATIONS	185
6.18	BUSINESS STRATEGIES AND PLANS	186
6.19	EMPLOYEES	196
6.20	MAJOR APPROVALS, LICENCES AND PERMITS OBTAINED	200
6.21	INTELLECTUAL PROPERTY RIGHTS, PATENTS, TRADEMARKS AND REGISTRATIONS	261
6.22	MATERIAL DEPENDENCY ON COMMERCIAL CONTRACTS / AGREEMENTS / INTELLECTUAL PROPERTY RIGHTS / LICENCES OR PERMITS/BUSINESS PROCESSES	275
6.23	PROPERTIES, PLANT AND EQUIPMENT	275
6.24	GOVERNING LAWS AND REGULATIONS	277
6.25	ENVIRONMENTAL, SOCIAL AND GOVERNANCE	282
<b>7.</b>	<b>IMR REPORT</b>	<b>285</b>
<b>8.</b>	<b>RISK FACTORS</b>	<b>296</b>
8.1	RISKS RELATING TO THE BUSINESS AND OPERATIONS OF OUR GROUP	296
8.2	RISKS RELATING TO OUR INDUSTRY	304
8.3	RISKS RELATING TO INVESTMENT IN OUR SHARES	305
<b>9.</b>	<b>RELATED PARTY TRANSACTIONS</b>	<b>308</b>
9.1	RELATED PARTY TRANSACTIONS	308
9.2	MONITORING AND OVERSIGHT OF RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST	324
<b>10.</b>	<b>CONFLICT OF INTEREST</b>	<b>325</b>
10.1	CONFLICT OF INTEREST	325
10.2	DECLARATION BY ADVISERS ON CONFLICT OF INTEREST	333
<b>11.</b>	<b>FINANCIAL INFORMATION</b>	<b>334</b>
11.1	HISTORICAL AUDITED COMBINED FINANCIAL INFORMATION	334
11.2	CAPITALISATION AND INDEBTEDNESS	337
11.3	MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS	338
11.4	KEY FINANCIAL RATIOS	369
11.5	TREND INFORMATION	373
11.6	ORDER BOOK	373
11.7	SIGNIFICANT CHANGES	373
11.8	DIVIDEND POLICY	373
11.9	REPORTING ACCOUNTANTS' REPORT ON THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION	375
<b>12.</b>	<b>ACCOUNTANTS' REPORT</b>	<b>390</b>
<b>13.</b>	<b>ADDITIONAL INFORMATION</b>	<b>455</b>
13.1	EXTRACT OF OUR CONSTITUTION	455
13.2	SHARE CAPITAL	461
13.3	LIMITATION ON THE RIGHT TO OWN SECURITIES	461
13.4	PUBLIC TAKE-OVERS	461
13.5	REPATRIATION OF CAPITAL	462

**TABLE OF CONTENTS (Cont'd)**

	<b>PAGE</b>	
13.6	MATERIAL LITIGATION, CLAIMS AND ARBITRATION	462
13.7	MATERIAL CONTRACTS	462
13.8	CONSENTS	463
13.9	ADDITIONAL DISCLOSURES	464
13.10	RESPONSIBILITY STATEMENTS	465
13.11	DOCUMENTS FOR INSPECTION	465
<b>14.</b>	<b>SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE</b>	<b>466</b>
14.1	OPENING AND CLOSING OF APPLICATIONS	466
14.2	METHODS OF APPLICATIONS	466
14.3	ELIGIBILITY	467
14.4	PROCEDURES FOR APPLICATION BY WAY OF APPLICATION FORMS	468
14.5	PROCEDURES FOR APPLICATION BY WAY OF ELECTRONIC SHARE APPLICATIONS	469
14.6	PROCEDURES FOR APPLICATION BY WAY OF INTERNET SHARE APPLICATIONS	469
14.7	AUTHORITY OF OUR BOARD AND ISSUING HOUSE	469
14.8	OVER/UNDER SUBSCRIPTION	470
14.9	UNSUCCESSFUL/PARTIALLY SUCCESSFUL APPLICANTS	471
14.10	SUCCESSFUL APPLICANTS	472
14.11	ENQUIRIES	472

**1. CORPORATE DIRECTORY****BOARD OF DIRECTORS**

<b>Name/(Designation)</b>	<b>Address</b>	<b>Nationality</b>
Y.M. Tengku Dato' Hishammuddin Zaizi Bin Y.A.M. Tengku Bendahara Azman Shah Alhaj (M) <i>(Independent Non-Executive Chairman)</i>	Rumah Tengku Bendahara KM.3 Jalan Kota Raja 41000 Klang Selangor	Malaysian
Dato' Chan Jian Chern (M) <i>(Managing Director)</i>	No. 16, Jalan Limau Mata Taman Kota Jaya 81900 Kota Tinggi Johor	Malaysian
Chan Yen Min (F) <i>(Executive Director)</i>	No. 16, Jalan Limau Mata Taman Kota Jaya 81900 Kota Tinggi Johor	Malaysian
Koay Song Leng (M) <i>(Executive Director)</i>	No. 18, Jalan Bagan 4 Taman Bagan 13400 Butterworth Pulau Pinang	Malaysian
Datuk Christopher Wan Soo Kee (M) <i>(Independent Non-Executive Director)</i>	No. 51, Jalan SS 2/4 47300 Petaling Jaya Selangor	Malaysian
Datin Gan Kok Ling (F) <i>(Independent Non-Executive Director)</i>	No. 18, Jalan Mutiara Seputeh 2 Mutiara Seputeh, Taman Seputeh 58000 Kuala Lumpur Wilayah Persekutuan	Malaysian
Wong Pai Sent (F) <i>(Independent Non-Executive Director)</i>	T1-3-3A, South Brooks 7 Jalan Residen Utama Desa Parkcity 52200 Kuala Lumpur Wilayah Persekutuan	Malaysian

**Notes:**

(M) Male.

(F) Female.

**1. CORPORATE DIRECTORY (Cont'd)**

**AUDIT AND RISK MANAGEMENT COMMITTEE**

<b>Name</b>	<b>Designation</b>	<b>Directorship</b>
Wong Pai Sent	Chairperson	Independent Non-Executive Director
Datuk Christopher Wan Soo Kee	Member	Independent Non-Executive Director
Datin Gan Kok Ling	Member	Independent Non-Executive Director

**REMUNERATION COMMITTEE**

<b>Name</b>	<b>Designation</b>	<b>Directorship</b>
Datuk Christopher Wan Soo Kee	Chairperson	Independent Non-Executive Director
Datin Gan Kok Ling	Member	Independent Non-Executive Director
Wong Pai Sent	Member	Independent Non-Executive Director

**NOMINATION COMMITTEE**

<b>Name</b>	<b>Designation</b>	<b>Directorship</b>
Datin Gan Kok Ling	Chairperson	Independent Non-Executive Director
Datuk Christopher Wan Soo Kee	Member	Independent Non-Executive Director
Wong Pai Sent	Member	Independent Non-Executive Director

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**1. CORPORATE DIRECTORY (Cont'd)**

- COMPANY SECRETARIES** : Cospec Management Services Sdn. Bhd.  
(Registration No. 199301023725 (278463-H))  
Third Floor, No. 73, 75, 77, 79 & 81  
Jalan SS21/60, Damansara Utama  
47400 Petaling Jaya  
Selangor
- Telephone No. : (03) 7725 1777  
Facsimile No. : (03) 7722 3668
- Tea Sor Hua  
SSM Practicing : 201908001272  
Certificate No.  
Professional : Malaysian Association of Company Secretaries  
Qualification ("MACS")  
(Membership No.: MACS 01324)
- Lee Xiang Yee  
SSM Practicing : 202408000069  
Certificate No.  
Professional : Malaysian Institute of Chartered Secretaries and  
Qualification Administrators ("MAICSA")  
(Membership No.: MAICSA 7068124)
- REGISTERED OFFICE** : Third Floor, No. 77, 79 & 81  
Jalan SS21/60  
Damansara Utama  
47400 Petaling Jaya  
Selangor
- Telephone No. : (03) 7725 1777  
Facsimile No. : (03) 7722 3668  
Email : cms\_cospec@yahoo.com
- HEAD OFFICE** : No. 39, Jalan TPP 3  
Taman Perindustrian Putra  
47130 Puchong  
Selangor
- Telephone No. : (03) 8052 1566
- Website : <https://www.orientalkopi.asia>  
Email : hq@orientalkopi.asia
- PRINCIPAL ADVISER,  
SPONSOR, SOLE  
UNDERWRITER AND  
PLACEMENT AGENT** : Alliance Islamic Bank Berhad  
(Registration No. 200701018870 (776882-V))  
Level 3, Menara Multi-Purpose  
Capital Square  
8, Jalan Munshi Abdullah  
50100 Kuala Lumpur
- Telephone No. : (03) 2604 3333



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**1. CORPORATE DIRECTORY (Cont'd)**

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- AUDITORS AND REPORTING ACCOUNTANTS** : Crowe Malaysia PLT  
(201906000005 (LLP0018817-LCA) & AF 1018)  
E-2-3, Pusat Komersial Bayu Tasek  
Persiaran Southkey 1  
Kota Southkey  
80150 Johor Bahru  
Johor
- Telephone No. : (07) 288 6627  
Partner-in-charge : Piong Yew Peng  
Approval No. : 03070/06/2025J  
Professional Qualification : Fellow of CPA Australia  
(Membership No. 1860571); and  
Member of Malaysian Institute of Accountants  
(Membership No. 11430)
- SOLICITORS FOR THE LISTING IN RESPECT OF MALAYSIAN LAW** : Cheang & Ariff  
Loke Mansion  
273A, Jalan Medan Tuanku  
50300 Kuala Lumpur
- Telephone No. : (03) 2691 0803
- SOLICITORS FOR THE LISTING IN RESPECT OF SINGAPOREAN LAW** : Contigo Law LLC  
10 Anson Road  
#33-13A  
Singapore 079903
- Telephone No. : +65 9740 1569
- ISSUING HOUSE AND SHARE REGISTRAR** : Tricor Investor & Issuing House Services Sdn Bhd  
(Registration No. 197101000970 (11324-H))  
Unit 32-01, Level 32, Tower A  
Vertical Business Suite, Avenue 3  
Bangsar South  
No. 8, Jalan Kerinchi  
59200 Kuala Lumpur
- Telephone No. : (03) 2783 9299

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**1. CORPORATE DIRECTORY (Cont'd)**

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**INDEPENDENT  
BUSINESS AND MARKET  
RESEARCH  
CONSULTANT** : Vital Factor Consulting Sdn Bhd  
(Registration No. 199301012059 (266797-T))  
V Square @ PJ City Centre (VSQ)  
Block 6, Level 6  
Jalan Utara  
46200 Petaling Jaya  
Selangor

Telephone No. : (03) 7931 3188  
Person-in-charge : Wong Wai Ling

Qualification : Bachelor of Arts from Monash University,  
Australia

Graduate Diploma in Management Studies from  
the University of Melbourne, Australia

*(Please refer to Section 7 of this Prospectus for the profile of the firm  
and signing partner)*

**LISTING SOUGHT** : ACE Market of Bursa Securities

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## 2. APPROVALS AND CONDITIONS

### 2.1 APPROVALS FROM RELEVANT AUTHORITIES

#### 2.1.1 Bursa Securities

Bursa Securities had, vide its letter dated 3 October 2024, approved our admission to the Official List of the ACE Market and the listing of and quotation for its entire enlarged issued share capital of RM215,761,589.80 comprising 2,000,000,000 Shares on the ACE Market (“**Approval Letter**”). The approval from Bursa Securities is subject to the following conditions:

Details of conditions imposed	Status of compliance
<p>1. Submit the following information with respect to the moratorium of the shareholdings of the Specified Shareholders to Bursa Depository:</p> <p>(i) Name of shareholders;</p> <p>(ii) Number of shares; and</p> <p>(iii) Date of expiry of the moratorium for each block of shares</p>	To be complied prior to Listing.
<p>2. Confirm that approvals from other relevant authorities have been obtained for implementation of the listing proposal;</p>	Complied
<p>3. Bumiputera equity requirements for public listed companies as approved/exempted by the SC including any conditions imposed thereon;</p>	Complied
<p>4. Make the relevant announcements pursuant to Paragraphs 8.1 and 8.2 of Guidance Notes 15 of the Listing Requirements;</p>	To be complied prior to Listing.
<p>5. Furnish to Bursa Securities a copy of the schedule of distribution showing compliance with the public shareholding spread requirements based on the entire issued share capital of Oriental Kopi on the first day of Listing;</p>	To be complied upon Listing.
<p>6. In relation to the public offering to be undertaken by Oriental Kopi, to announce at least 2 Market Days prior to the Listing date, the result of the offering including the following:</p> <p>(i) Level of subscription of public balloting and placement;</p> <p>(ii) Basis of allotment/allocation;</p> <p>(iii) A table showing the distribution for placement tranche as per the format in Appendix I of the Approval Letter; and</p> <p>(iv) Disclosure of placees who become substantial shareholders of Oriental Kopi arising from the public offering, if any.</p> <p>AIS to ensure that the overall distribution of Oriental Kopi's securities is properly carried out to mitigate any disorderly trading in the secondary market; and</p>	To be complied prior to Listing.
<p>7. Oriental Kopi/AIS to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval upon the admission of Oriental Kopi to the Official List of the ACE Market.</p>	To be complied upon Listing.

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## 2. APPROVALS AND CONDITIONS (Cont'd)

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### 2.1.2 SC

Our Listing Scheme is an exempt transaction under Section 212(8) of the CMSA and is therefore not subject to the approval of the SC.

The SC had, vide its letter dated 18 October 2024, approved the resultant equity structure of Oriental Kopi under the Bumiputera equity requirement for public listed companies pursuant to our Listing, subject to our Company allocating Shares equivalent to 12.50% of our enlarged number of issued shares to Bumiputera investors to be approved by MITI. In addition, our Company is to make available at least 50.00% of the Shares offered to the Malaysian Public investors via balloting to Bumiputera public investors.

### 2.1.3 MITI

The MITI had, vide its letter dated 1 August 2024, taken note of and has no objection to our Listing.

## 2.2 MORATORIUM ON OUR SHARES

In compliance with Rule 3.19(1) of the Listing Requirements, a moratorium will be imposed on the sale, transfer or assignment of Shares held by our Specified Shareholders as follows:

- (i) the moratorium applies to our Specified Shareholders' entire shareholdings for a period of six (6) months from the date of our admission to the ACE Market ("**First six (6)-Month Moratorium**");
- (ii) upon the expiry of the First six (6)-Month Moratorium, we must ensure that our Specified Shareholders' aggregate shareholdings amounting to at least 45% of our total number of issued Shares (adjusted for any bonus issue or subdivision of shares) will remain under moratorium for a further six (6)-months ("**Second six (6)-Month Moratorium**"); and
- (iii) upon the expiry of the Second six (6)-Month Moratorium, our Specified Shareholders may sell, transfer or assign up to a maximum of one-third ( $\frac{1}{3}$ ) per annum (on a straight line basis) of their Shares held under moratorium ("**Subsequent Moratorium Period**").

In accordance with Rule 3.19A of the Listing Requirements, a moratorium will also be imposed on the sale, transfer or assignment of Shares held by the Pre-Listing Investor for a period of six (6) months from the date of admission of the Company to the Official List.

## 2. APPROVALS AND CONDITIONS (Cont'd)

Details of our Shares which will be subject to moratorium are as follows:

Name	Year 1 after Listing				Year 2 after Listing		Year 3 after Listing	
	Moratorium shares during the First 6-Month Moratorium		Moratorium shares during the Second 6-Month Moratorium		Moratorium shares		Moratorium shares	
	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>
United Gomax <sup>(2)</sup>	1,466,997,157	73.35	900,000,000	45.00	600,000,000	30.00	300,000,000	15.00
Pre-Listing Investor	24,254,471	1.21	-	-	-	-	-	-
Koay Chor Leng <sup>(3)</sup>	1,300,000	0.06	-	-	-	-	-	-
Ho Poh Chian <sup>(3)</sup>	1,300,000	0.06	-	-	-	-	-	-
Lim Pei San <sup>(3)(4)</sup>	595,000	0.03	-	-	-	-	-	-
<b>Total</b>	<b>1,494,446,628</b>	<b>74.71</b>	<b>900,000,000</b>	<b>45.00</b>	<b>600,000,000</b>	<b>30.00</b>	<b>300,000,000</b>	<b>15.00</b>

### Notes:

- (1) Based on the enlarged number of issued shares of 2,000,000,000 Shares after the IPO.
- (2) United Gomax's shareholders and their respective direct shareholdings in United Gomax are Dato' Chan Jian Chern (57.53%), Chan Yen Min (21.23%), Koay Song Leng (14.89%), Ho Poh Chian (3.19%) and Koay Chor Leng (3.16%).
- (3) Assuming our Eligible Persons will fully subscribe for their respective allocation under the Pink Form Allocation.
- (4) Lim Pei San is an employee of the Group and sister-in-law to Dato' Chan Jian Chern and Chan Yen Min.

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**2. APPROVALS AND CONDITIONS (Cont'd)**

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Our Specified Shareholders and Pre-Listing Investor have provided written undertakings that they will not sell, transfer or assign any part of their Shares during the moratorium period.

In accordance with Rule 3.19(2) of the Listing Requirements, where the specified shareholder is an unlisted corporation, all shareholders of the unlisted corporation must give undertakings to Bursa Securities that they will not sell, transfer or assign their shares in the unlisted corporation for the moratorium period. Pursuant thereto, the shareholders of United Gomax, namely Dato' Chan Jian Chern, Chan Yen Min, Koay Song Leng, Koay Chor Leng and Ho Poh Chian, will also undertake not to sell, transfer or assign any part of their shareholdings in United Gomax during the moratorium period.

The above moratorium, which is fully acknowledged and accepted by our Specified Shareholders and their respective shareholders, where applicable, as well as the Pre-Listing Investor will be specifically endorsed on the share certificates representing the entire shareholdings of our Specified Shareholders and the Pre-Listing Investor to ensure that our Share Registrar does not register any transfer that contravenes the above moratorium restrictions.

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### 3. PROSPECTUS SUMMARY

This Prospectus Summary only highlights the key information from other parts of this Prospectus. It does not contain all the information that may be important to you. You should read and understand the contents of the whole Prospectus prior to deciding on whether to invest in our Shares.

#### 3.1 PRINCIPAL DETAILS OF OUR IPO

The following details relating to our IPO are derived from the full text of this Prospectus and should be read in conjunction with that text:

<b>Number of Shares to be issued under the Public Issue</b>	<b>418,101,000</b>
- <i>Malaysian Public</i>	60,000,000
- <i>Eligible Persons</i>	20,000,000
- <i>Private placement to selected investors</i>	88,101,000
- <i>Private placement to selected Bumiputera investors</i>	250,000,000
Enlarged issued share capital upon Listing	RM215,761,589.80 comprising 2,000,000,000 Shares
IPO Price	RM0.44
Market capitalisation upon Listing <i>(based on the IPO Price and our enlarged issued share capital after the IPO)</i>	RM880,000,000

Our Specified Shareholder and the Pre-Listing Investor's entire shareholdings after IPO will be held under moratorium for six (6) months from the date of our Listing. Thereafter, our Specified Shareholder, United Gomax's shareholdings amounting to 45% of our total number of issued Shares (adjusted for any bonus issue or subdivision of shares) will remain under moratorium for another six (6) months. United Gomax may sell, transfer or assign up to a maximum of one-third ( $\frac{1}{3}$ ) per annum (on a straight line basis) of its Shares held under moratorium upon expiry of the second six (6)-month period. Further details on moratorium on our Shares and our IPO are set out in Sections 2.2 and 4.1 of this Prospectus, respectively.

#### 3.2 BACKGROUND INFORMATION OF OUR GROUP AND BUSINESS OPERATIONS

Our corporate Group structure as at the LPD is as follows:



Note:

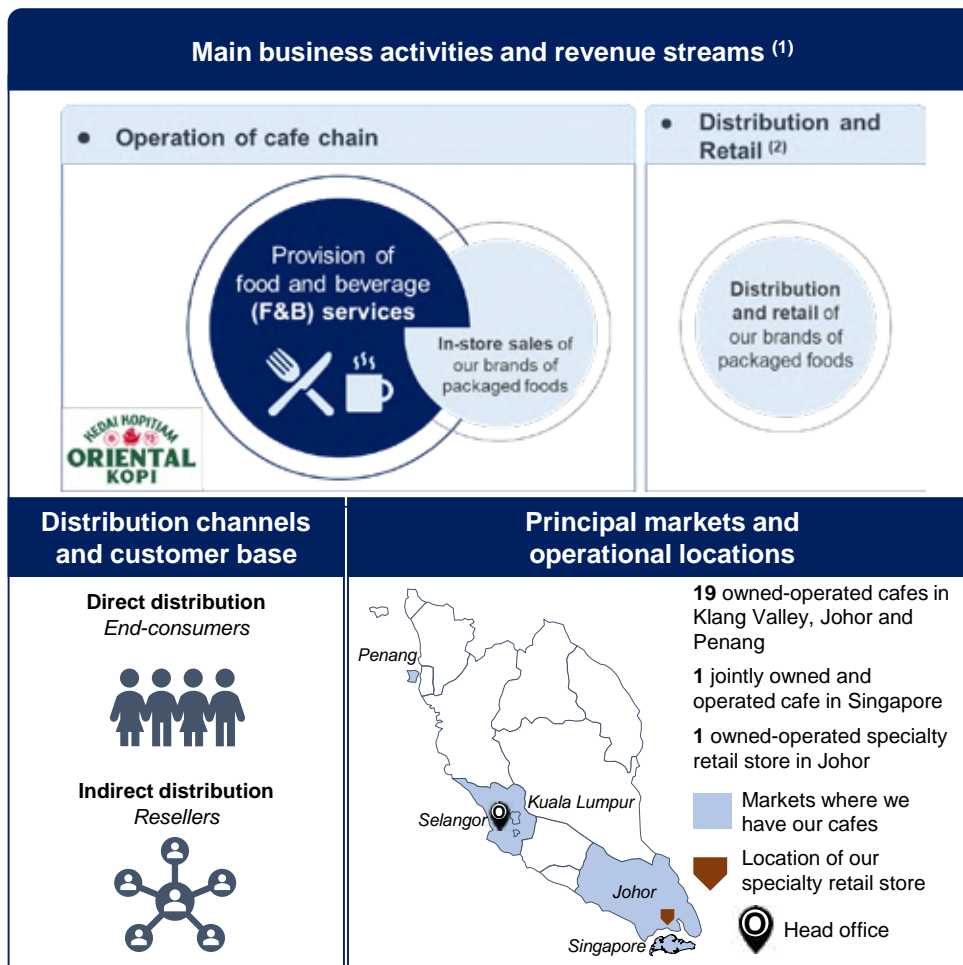
(1) Paradise Oriental is a joint venture company which our nominated subsidiary Oriental Kopi Global holds 30% shareholdings. Please see section 13.7 of this Prospectus for further details of the joint venture agreement.

### 3. PROSPECTUS SUMMARY (Cont'd)

Our Company was incorporated in Malaysia under the Act as a private limited company on 23 February 2024 under the name Oriental Kopi Holdings Sdn Bhd and was subsequently converted to a public limited company on 14 May 2024 under our present name Oriental Kopi Holdings Berhad. Our Company is an investment holding company.

Through our Subsidiaries, we are primarily involved in cafe chain operations as well as the distribution and retail of our brands packaged foods. Our cafe chain operates under the *Oriental Kopi* brand providing F&B services and in-store sales of our brands of packaged foods. Further details of our Subsidiaries are set out in Section 6.2 of this Prospectus.

Our Group's business model is depicted in the following diagram:



**Notes:**

- (1) Our main business activities are in the operation of cafe chain which accounted for more than 90.00% of our total revenue, and distribution and retail of our brands of packaged foods which accounted for 1.04%, 1.01%, 2.26%, and 4.16% of our total revenue for FYE 2021, FYE 2022, FYE 2023, and FYE 2024 respectively. In addition, a small proportion of our revenue were from trading of materials, consumables and equipment, which contributed 3.00% or less of our total revenue for the Financial Years Under Review. In April 2024, we have ceased our trading operations to related parties. Please refer to Section 9.1 of this Prospectus for further details.
- (2) Include sales of our brands of packaged foods through resellers, third party e-commerce platforms, our website as well as a specialty retail store. We commenced operations of our first specialty retail store in April 2024.



### 3. PROSPECTUS SUMMARY (Cont'd)

#### 3.3 COMPETITIVE ADVANTAGES AND KEY STRENGTHS

Our competitive advantages and key strengths are set out as follows:

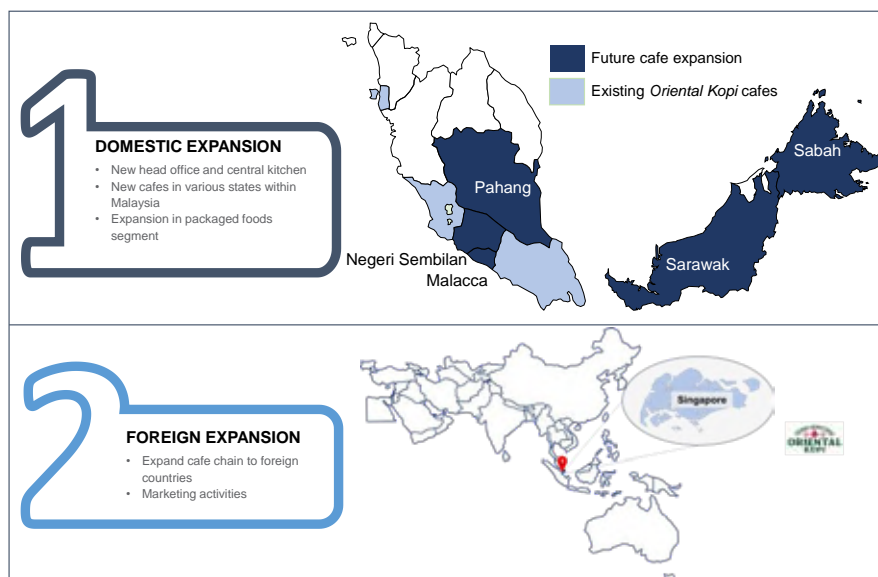
- (i) we have 2 pillars of business namely our cafe F&B services and packaged foods which provide us with two sources of revenue and diversity in product and service offerings;
- (ii) our business is modular and scalable thus facilitating prompt and simplified procedures to expand the number of our cafes;
- (iii) we have direct and indirect distribution channels to optimise our market access;
- (iv) our cafes are strategically located which enhances our brand visibility, thus driving our business growth;
- (v) we have a dedicated food recipe creation team to develop new and improved menus for our chain of cafes;
- (vi) we own and operate all our cafes in Malaysia, enabling us to have control over the quality of products and services; and
- (vii) we have experienced Directors and Key Senior Management team to sustain and continue developing the business.

Further details of our competitive advantages and key strengths are set out in Section 6.1.3 of this Prospectus.

#### 3.4 BUSINESS STRATEGIES AND PLANS

Moving forward, we will continue with our existing business activities and leverage our strengths to address potential opportunities by expanding our cafe chain operations and distribution and retail of our brands of packaged foods in Malaysia and in foreign countries.

A summary of our business strategies and plans is as follows:



Further details of our business strategies and plans are set out in Section 6.18 of this Prospectus.

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**3. PROSPECTUS SUMMARY (Cont'd)**

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**3.5 RISK FACTORS**

Our business is subject to a number of risk factors, many of which may have a material adverse impact on our business operations, financial position and performance. A summary of the key risk factors is set out below:

- (a) we are reliant on third-party suppliers to produce ingredients for our cafe operations and our brands of packaged food products;
- (b) we operate within the consumer industry, making our business susceptible to changes in consumer behaviour, trends, brand preferences as well as negative actions;
- (c) we may not be able to sustain the same level of growth rate and financial performance for our business in the future;
- (d) inflationary pressure or other cost increases may necessitate price increases for our products and services which may adversely affect our business performance;
- (e) our operations may be affected by adverse changes in the terms and conditions of our rental agreements, the performance of shopping malls and commercial areas, or the foot traffic where our cafes are located;
- (f) our business is exposed to product and public liability risks related to our products and the provision of food services in our cafes, as well as risks associated with legal matters, employment, consumer claims, and other dispute;
- (g) we are subject to operational risks including shortage of labour, disruptions in power supply and other adverse events which may cause interruptions to our business;
- (h) our recipes may be copied and this may result in loss of our competitive advantage or decrease in our market share;
- (i) our growth prospects may be limited if we are unable to effectively execute some of our business strategies and plans;
- (j) our business is dependent on our Managing Director, Executive Directors and Key Senior Management;
- (k) we are exposed to the risk of pilferage from our cafes;
- (l) our business operations are subject to risks of security breaches, malfunction of our ICT systems or unintended human errors;
- (m) there is no assurance that our insurance coverage will be adequate; and
- (n) our business operations and financial performance may be affected by prolonged epidemics or pandemics.

Further details on our risk factors are set out in Section 8 of this Prospectus which should be considered before investing in our Shares.

**3. PROSPECTUS SUMMARY (Cont'd)**

**3.6 DIRECTORS AND KEY SENIOR MANAGEMENT OF OUR GROUP**

As at the LPD, our Directors and Key Senior Management are as follows:

Name	Designation
<b><u>Directors</u></b>	
Y.M. Tengku Dato' Hishammuddin Zaizi Bin	Independent Non-Executive Chairman
Y.A.M. Tengku Bendahara Azman Shah Alhaj	
Dato' Chan Jian Chern	Managing Director
Chan Yen Min	Executive Director
Koay Song Leng	Executive Director
Datuk Christopher Wan Soo Kee	Independent Non-Executive Director
Datin Gan Kok Ling	Independent Non-Executive Director
Wong Pai Sent	Independent Non-Executive Director
<b><u>Key Senior Management</u></b>	
Goh Ting Keong	CFO
Ho Poh Chian	Head Chef
Chan Wei Jet	Business Development and FMCG Manager
Koay Chor Leng	Retail Operation Manager
Debbie Liew Jing Yi	Human Resource Manager

Further details of our Directors and Key Senior Management are set out in Section 5.2 of this Prospectus.

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### 3. PROSPECTUS SUMMARY (Cont'd)

#### 3.7 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS OF OUR GROUP

The details of our Promoters and substantial shareholders and their respective shareholdings in our Company before and after our IPO are as follows:

Name	Nationality/ Country of incorporation	Before the IPO <sup>(2)</sup>				After the Public Issue			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	% <sup>(3)</sup>	No. of Shares	% <sup>(3)</sup>	No. of Shares	% <sup>(5)</sup>	No. of Shares	% <sup>(5)</sup>
Dato' Chan Jian Chern	Malaysian	844,019,760	53.35	-	-	844,019,760	42.20	-	-
Chan Yen Min	Malaysian	311,450,210	19.69	218,445,978	13.81 <sup>(4)</sup>	311,450,210	15.57	218,445,978	10.92 <sup>(4)</sup>
Koay Song Leng	Malaysian	218,445,978	13.81	311,450,210	19.69 <sup>(4)</sup>	218,445,978	10.92	311,450,210	15.57 <sup>(4)</sup>
United Gomax <sup>(1)</sup>	Malaysia	-	-	-	-	-	-	-	-

Name	Nationality/ Country of incorporation	After the Share Transfer			
		Direct		Indirect	
		No. of Shares	% <sup>(5)</sup>	No. of Shares	% <sup>(5)</sup>
Dato' Chan Jian Chern	Malaysian	-	-	1,466,997,157	73.35 <sup>(6)</sup>
Chan Yen Min	Malaysian	-	-	1,466,997,157	73.35 <sup>(6)</sup>
Koay Song Leng	Malaysian	-	-	1,466,997,157	73.35 <sup>(7)</sup>
United Gomax <sup>(1)</sup>	Malaysia	1,466,997,157	73.35	-	-

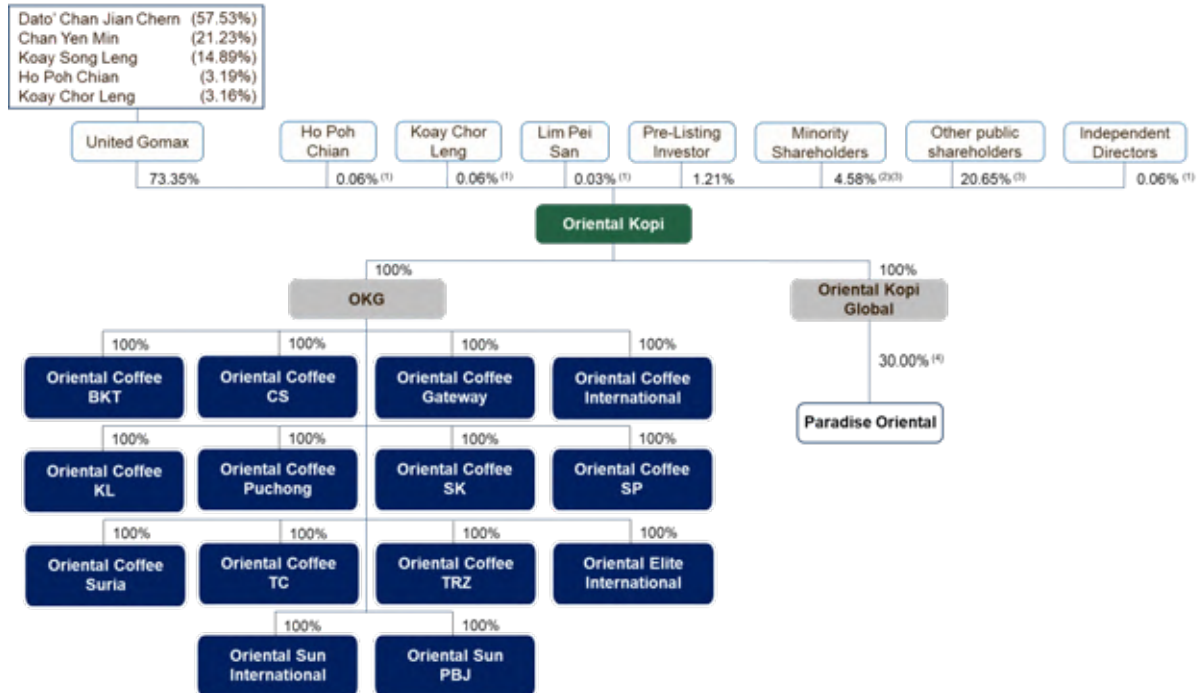
**Notes:**

- (1) United Gomax's shareholders and their respective direct shareholdings in United Gomax are Dato' Chan Jian Chern (57.53%), Chan Yen Min (21.23%), Koay Song Leng (14.89%), Ho Poh Chian (3.19%) and Koay Chor Leng (3.16%).
- (2) Assuming after the Acquisitions.
- (3) Based on the number of issued Shares of 1,581,899,000 Shares after the Acquisitions and before the IPO.
- (4) Deemed interested by virtue of his/her spouse's direct shareholdings in our Company pursuant to Section 8 of the Act.
- (5) Based on the enlarged number of issued Shares of 2,000,000,000 Shares after the IPO.
- (6) Deemed interested by virtue of their shareholdings in United Gomax pursuant to Section 8 of the Act.
- (7) Deemed interested by virtue of his spouse's direct shareholdings in United Gomax pursuant to Section 8 of the Act.

Further details of our Promoters and substantial shareholders and their shareholdings in our Company as well as moratorium imposed on their Shares are set out in Sections 5.1 and 2.2 of this Prospectus, respectively.

### 3. PROSPECTUS SUMMARY (Cont'd)

Upon completion of the Share Transfer, the shareholding structure of our Group will be as follows:



#### Notes:

- (1) Assuming our Eligible Persons will fully subscribe for their respective allocation under the Pink Form Allocation.
- (2) Consisting of Wong Ai Kuen (3.31%), Goh Ting Keong (0.57%), Ng Yee Heng (0.54%) and Wong Kang Xian (0.16%), collectively.
- (3) The public shareholding spread upon Listing is 25.23%.
- (4) On 2 May 2024, OKG had entered into a joint venture agreement with Paradise Group to establish a joint venture company in Singapore named Paradise Oriental to operate F&B outlets under our Group's brand in Singapore. On 30 July 2024, Paradise Group, OKG and Oriental Kopi Global entered into a novation agreement in relation to the joint venture agreement, where it was agreed that OKG will novate its rights, obligations and liabilities under the joint venture agreement to Oriental Kopi Global. As at the LPD, our Group, via our nominated subsidiary Oriental Kopi Global holds 30% shareholdings in Paradise Oriental, and Paradise Group holds 70% shareholdings.

**3. PROSPECTUS SUMMARY (Cont'd)****3.8 USE OF PROCEEDS**

Based on the IPO Price of RM0.44, the total gross proceeds of RM183,964,440 from our Public Issue will be utilised by our Group in the following manner:

<b>Purposes</b>	<b>RM'000</b>	<b>%</b>	<b>Estimated time frame for use (from our Listing date)</b>
Set up of new head office, central kitchen and warehouse	53,685	29.18	Within 36 months
Expansion of cafes in various states within Malaysia	36,400	19.79	Within 24 months
Expansion of our brands of packaged foods segment	5,000	2.72	Within 24 months
Marketing activities in foreign countries	5,500	2.99	Within 24 months
Working capital	75,779	41.19	Within 24 months
Estimated listing expenses	7,600	4.13	Within 3 months
<b>Total</b>	<b>183,964</b>	<b>100.00</b>	

There is no minimum subscription level in terms of the proceeds to be raised from our IPO. Further details on the use of proceeds from our IPO are set out in Section 4.4 of this Prospectus. The financial impact of the use of proceeds from our Public Issue is illustrated in our Pro Forma Combined Statements of Financial Position as at 30 September 2024 as set out in Section 11.9 of this Prospectus.

**3.9 FINANCIAL HIGHLIGHTS**

The following table sets out a summary of our Group's audited combined financial statements for the Financial Years Under Review:

	<b>Audited FYE</b>			
	<b>2021 RM'000</b>	<b>2022 RM'000</b>	<b>2023 RM'000</b>	<b>2024 RM'000</b>
Revenue	5,018	48,644	133,013	277,280
Cost of sales	(4,762)	(32,940)	(93,927)	(194,490)
GP	256	15,704	39,086	82,790
Other income	22	180	318	1,523
(LBT)/PBT	(477)	12,393	27,463	57,522
(LAT)/PAT	(490)	9,560	20,028	43,132
Total assets	8,516	48,397	110,719	181,476
Total equity	1,458	17,667	33,982	53,521
Total liabilities	7,058	30,730	76,737	127,955

**3. PROSPECTUS SUMMARY (Cont'd)**

The key financial ratios of our Group are as follows:

	Audited FYE			
	2021	2022	2023	2024
GP margin <sup>(1)</sup> (%)	5.10	32.28	29.39	29.86
(LBT)/PBT margin <sup>(2)</sup> (%)	(9.51)	25.48	20.65	20.75
(LAT)/PAT margin <sup>(3)</sup> (%)	(9.76)	19.65	15.06	15.56
Effective tax rate (%)	(2.73)	22.86	27.07	25.02
Trade receivables turnover period <sup>(4)</sup> (days)	3	2	4	3
Trade payables turnover period <sup>(5)</sup> (days)	13	5	5	7
Inventories turnover period <sup>(6)</sup> (days)	13	5	6	8
Current ratio <sup>(7)</sup> (times)	0.66	1.65	1.34	1.21
Gearing ratio <sup>(8)</sup> (times)	-	0.02	0.03	0.05

**Notes:**

- (1) GP margin is calculated based on GP divided by revenue.
- (2) (LBT)/PBT margin is calculated based on (LBT)/PBT divided by revenue.
- (3) (LAT)/PAT margin is calculated based on (LAT)/PAT divided by revenue.
- (4) Computed based on average trade receivables of the respective financial years over the revenue of the respective financial year, multiplied by 365 days.
- (5) Computed based on average trade payables of the respective financial years over the cost of sales of the respective financial year, multiplied by 365 days.
- (6) Computed based on average inventories of the respective financial year over the cost of sales of the respective financial year, multiplied by 365 days.
- (7) Computed based on current assets divided by current liabilities.
- (8) Computed based on total borrowings (excluding lease liabilities) divided by total equity.

Further details of our Group's financial information are set out in Section 11 of this Prospectus.

**3.10 DIVIDEND POLICY**

It is the intention of our Board to recommend and distribute a dividend of 30.00% of the profit attributable to the owners of our Company after the Listing. Nevertheless, our Group's ability to distribute dividends or make other distributions to our shareholders is subject to various factors, such as profits recorded and excess of funds not required to be retained for working capital of our business.

Investors should note that the intention to recommend dividends should not be treated as a legal obligation on our Company to do so. The level of dividends should also not be treated as an indication of our Company's future dividend policy. There can be no assurance that dividends will be paid out in the future or on timing of any dividends that are to be paid in the future. In determining dividends in respect of subsequent financial years, consideration will be given to maximising shareholders' value. There is no dividend restriction being imposed on our Group currently.

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**3. PROSPECTUS SUMMARY (Cont'd)**

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Our Company did not declare any dividend for the FYE 2021. Our Company had declared and paid dividend amounting to RM2.54 million, RM11.02 million and RM21.00 million in respect of the FYE 2022, FYE 2023 and FYE 2024 respectively.

Further details of our dividend policy are set out in Section 11.8 of this Prospectus.

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## 4. PARTICULARS OF OUR IPO

### 4.1 DETAILS OF OUR IPO

#### 4.1.1 Listing Scheme

Our Listing Scheme in conjunction with and as an integral part of the listing of and quotation for our entire enlarged number of issued Shares on the ACE Market involves the following:

- (i) Acquisitions;
- (ii) Public Issue;
- (iii) Share Transfer; and
- (iv) Listing.

##### 4.1.1.1 Acquisitions

Our Company and OKG (our wholly-owned subsidiary) entered into a share sale agreement dated 10 May 2024, supplemental agreements dated 15 May 2024 and 30 October 2024 (collectively referred to as the SSA) for the following:

##### (a) Acquisitions

OKG pursuant to the SSA acquired the entire issued share capital of the companies set out below from their respective shareholders for an aggregate purchase consideration of RM31,796,149.80. The purchase consideration was entirely satisfied by the issuance of 1,581,898,000 new Oriental Kopi Shares in aggregate at an issue price of RM0.0201 per Oriental Kopi Share to the respective shareholders of the companies.

Companies	Total interests acquired	Purchase consideration	
	(%)	(RM)	No. of Oriental Kopi Shares issued
Oriental Coffee BKT	100.00	369,598.80	18,388,000
Oriental Coffee CS	100.00	551,885.70	27,457,000
Oriental Coffee Gateway	100.00	758,594.10	37,741,000
Oriental Coffee International	100.00	4,756,685.10	236,651,000
Oriental Coffee KL	100.00	2,542,489.20	126,492,000
Oriental Coffee Puchong	100.00	4,494,299.70	223,597,000
Oriental Coffee SK	100.00	4,183,091.40	208,114,000
Oriental Coffee SP	100.00	2,267,481.00	112,810,000
Oriental Coffee Suria	100.00	80.40	4,000
Oriental Coffee TC	100.00	1,270,480.80	63,208,000
Oriental Coffee TRZ	100.00	80.40	4,000
Oriental Elite International	100.00	2,897,495.40	144,154,000
Oriental Sun International	100.00	3,742,499.40	186,194,000
Oriental Sun PBJ	100.00	3,961,388.40	197,084,000
<b>Total</b>		<b>31,796,149.80</b>	<b>1,581,898,000</b>

The conditions precedent of the SSA include among others, the approval-in-principle of Bursa Securities for the Listing, Equity Compliance Unit of the SC, MITI's approvals or notifications set out in Section 2.1 of this Prospectus.

**4. PARTICULARS OF OUR IPO (Cont'd)**

The aggregate purchase consideration of RM31,796,149.80 was arrived at on a willing buyer-willing seller basis taking into account the audited NA of the above companies as at 30 September 2023 adjusted for the following:

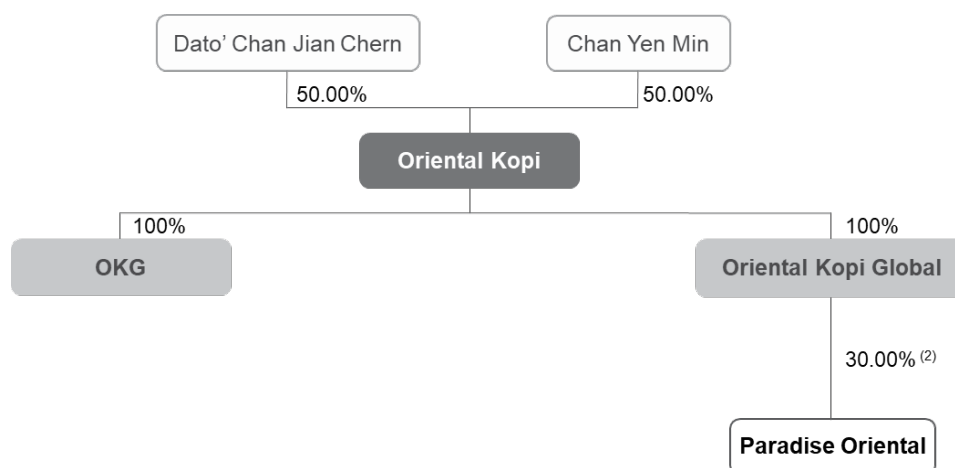
- (i) in relation to Oriental Coffee Gateway and Oriental Coffee International, subsequent increase in their issued share capital after 30 September 2023; and
- (ii) in relation to Oriental Coffee International, Oriental Coffee SK, Oriental Coffee KL, Oriental Coffee SP, Oriental Elite International and Oriental Sun PBJ respectively, dividends in respect of the FYE 2023 declared and paid after 30 September 2023.

The Acquisitions were completed on 22 November 2024 and the companies subsequently became wholly-owned subsidiaries of OKG.

Upon completion of the Acquisitions, the issued share capital of our Company increased to RM31,797,149.80 comprising 1,581,899,000 Shares.

The changes on the Group and shareholdings structure before and after the Acquisitions are illustrated below:

**Before the Acquisitions<sup>(1)</sup>**



**Notes:**

- (1) Based on Oriental Kopi's number of issued shares of 1,000 Shares before the Acquisitions.
- (2) On 2 May 2024, OKG had entered into a joint venture agreement with Paradise Group to establish a joint venture company in Singapore named Paradise Oriental to operate F&B outlets under our Group's brand in Singapore. On 30 July 2024, Paradise Group, OKG and Oriental Kopi Global entered into a novation agreement in relation to the joint venture agreement, where it was agreed that OKG will novate its rights, obligations and liabilities under the joint venture agreement to Oriental Kopi Global. As at the LPD, our Group, via our nominated subsidiary Oriental Kopi Global holds 30% shareholdings in Paradise Oriental, and Paradise Group holds 70% shareholdings.

**4. PARTICULARS OF OUR IPO (Cont'd)**

The shareholders and their shareholdings held in the respective companies before the Acquisitions and the new Oriental Kopi Shares to be issued pursuant to the Acquisitions are as follows:

<b>Companies</b>	<b>Vendors</b>	<b>Shareholdings held (%)</b>	<b>No. of Oriental Kopi Shares to be issued</b>
Oriental Coffee BKT	Dato' Chan Jian Chern	53.00	9,745,640
	Chan Yen Min	21.00	3,861,480
	Koay Song Leng	15.00	2,758,200
	Wong Ai Kuen	5.00	919,400
	Ho Poh Chian	3.00	551,640
	Koay Chor Leng	3.00	551,640
Oriental Coffee CS	Dato' Chan Jian Chern	53.00	14,552,210
	Chan Yen Min	21.00	5,765,970
	Koay Song Leng	15.00	4,118,550
	Wong Ai Kuen	5.00	1,372,850
	Ho Poh Chian	3.00	823,710
	Koay Chor Leng	3.00	823,710
Oriental Coffee Gateway	Dato' Chan Jian Chern	53.00	20,002,730
	Chan Yen Min	21.00	7,925,610
	Koay Song Leng	15.00	5,661,150
	Wong Ai Kuen	5.00	1,887,050
	Ho Poh Chian	3.00	1,132,230
	Koay Chor Leng	3.00	1,132,230
Oriental Coffee International	Dato' Chan Jian Chern	55.00	130,158,050
	Chan Yen Min	20.00	47,330,200
	Koay Song Leng	14.00	33,131,140
	Wong Ai Kuen	5.00	11,832,550
	Ho Poh Chian	3.00	7,099,530
	Koay Chor Leng	3.00	7,099,530
Oriental Coffee KL	Dato' Chan Jian Chern	52.00	65,775,840
	Chan Yen Min	20.00	25,298,400
	Koay Song Leng	14.00	17,708,880
	Wong Ai Kuen	5.00	6,324,600
	Ho Poh Chian	3.00	3,794,760
	Koay Chor Leng	3.00	3,794,760
	Goh Ting Keong	1.00	1,264,920
	Ng Yee Heng	1.00	1,264,920
	Wong Kang Xian	1.00	1,264,920
Oriental Coffee Puchong	Dato' Chan Jian Chern	55.00	122,978,350
	Chan Yen Min	20.00	44,719,400
	Koay Song Leng	14.00	31,303,580
	Wong Ai Kuen	3.00	6,707,910
	Ho Poh Chian	3.00	6,707,910
	Koay Chor Leng	3.00	6,707,910
	Goh Ting Keong	1.00	2,235,970
	Ng Yee Heng	1.00	2,235,970
	Oriental Coffee SK	Dato' Chan Jian Chern	55.00
Chan Yen Min		20.00	41,622,800
Koay Song Leng		14.00	29,135,960
Wong Ai Kuen		3.00	6,243,420
Ho Poh Chian		3.00	6,243,420
Koay Chor Leng		3.00	6,243,420
Goh Ting Keong		1.00	2,081,140
Ng Yee Heng		1.00	2,081,140

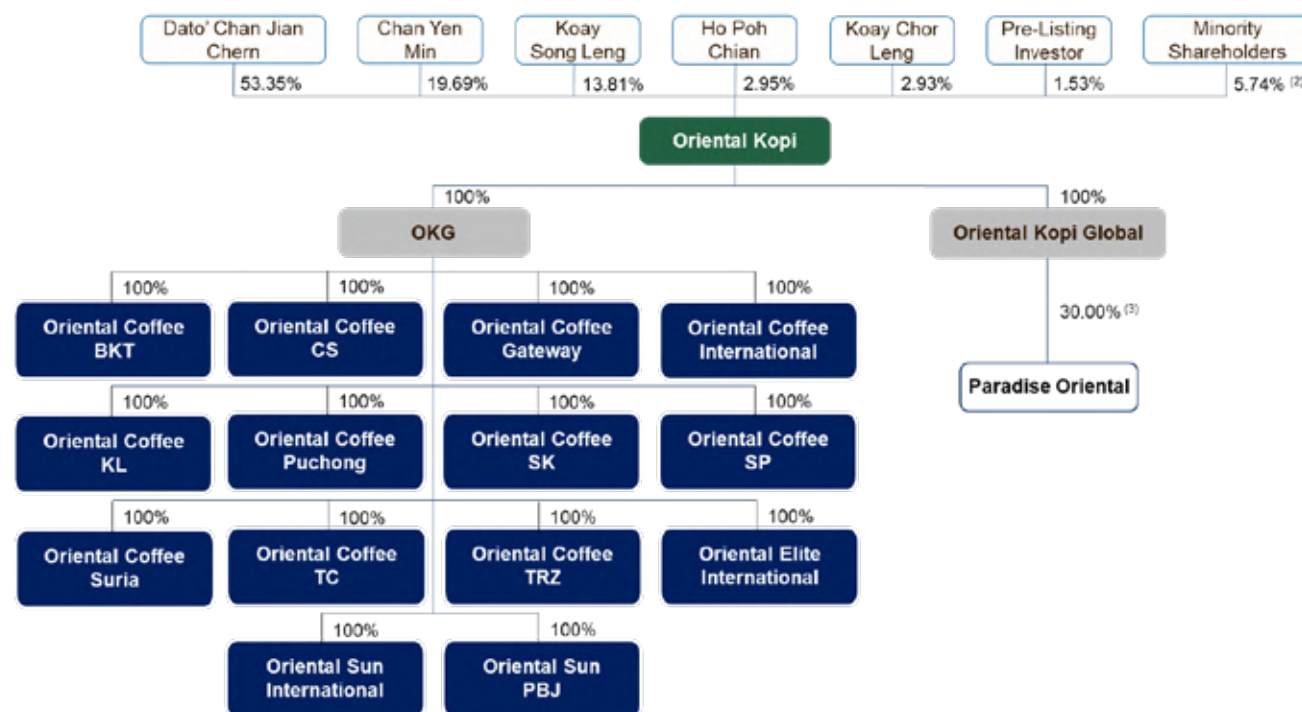
**4. PARTICULARS OF OUR IPO (Cont'd)**

<b>Companies</b>	<b>Vendors</b>	<b>Shareholdings held (%)</b>	<b>No. of Oriental Kopi Shares to be issued</b>
Oriental Coffee SP	Dato' Chan Jian Chern	55.00	62,045,500
	Chan Yen Min	20.00	22,562,000
	Koay Song Leng	14.00	15,793,400
	Wong Ai Kuen	5.00	5,640,500
	Ho Poh Chian	3.00	3,384,300
	Koay Chor Leng	3.00	3,384,300
Oriental Coffee Suria	Dato' Chan Jian Chern	53.00	2,120
	Chan Yen Min	21.00	840
	Koay Song Leng	15.00	600
	Wong Ai Kuen	5.00	200
	Ho Poh Chian	3.00	120
	Koay Chor Leng	3.00	120
Oriental Coffee TC	Dato' Chan Jian Chern	53.00	33,500,240
	Chan Yen Min	21.00	13,273,680
	Koay Song Leng	15.00	9,481,200
	Wong Ai Kuen	5.00	3,160,400
	Ho Poh Chian	3.00	1,896,240
	Koay Chor Leng	3.00	1,896,240
Oriental Coffee TRZ	Dato' Chan Jian Chern	53.00	2,120
	Chan Yen Min	21.00	840
	Koay Song Leng	15.00	600
	Wong Ai Kuen	5.00	200
	Ho Poh Chian	3.00	120
	Koay Chor Leng	3.00	120
Oriental Elite International	Dato' Chan Jian Chern	52.10	75,100,634
	Chan Yen Min	18.92	27,281,156
	Koay Song Leng	13.25	19,096,782
	Wong Ai Kuen	8.00	11,530,497
	Ho Poh Chian	3.00	4,324,620
	Koay Chor Leng	2.73	3,937,231
	Goh Ting Keong	1.00	1,441,540
	Ng Yee Heng	1.00	1,441,540
Oriental Sun International	Dato' Chan Jian Chern	55.00	102,406,700
	Chan Yen Min	20.00	37,238,800
	Koay Song Leng	14.00	26,067,160
	Wong Ai Kuen	3.00	5,585,820
	Ho Poh Chian	3.00	5,585,820
	Koay Chor Leng	3.00	5,585,820
	Goh Ting Keong	1.00	1,861,940
	Ng Yee Heng	1.00	1,861,940
Oriental Sun PBJ	Dato' Chan Jian Chern	47.33	93,286,426
	Chan Yen Min	17.54	34,568,534
	Koay Song Leng	12.27	24,188,776
	Pre-Listing Investor	12.31	24,254,471
	Ho Poh Chian	2.64	5,189,879
	Koay Chor Leng	2.64	5,189,879
	Wong Ai Kuen	2.48	4,887,683
	Wong Kang Xian	0.97	1,918,284
	Goh Ting Keong	0.91	1,800,034
	Ng Yee Heng	0.91	1,800,034

4. PARTICULARS OF OUR IPO (Cont'd)

**After the Acquisitions<sup>(1)</sup>**

Upon completion of the Acquisitions, the shareholding structure of our Group will be as follows:



**Notes:**

- (1) Based on the number of issued shares of 1,581,899,000 Shares after the Acquisitions and before the IPO.
- (2) Consisting of Wong Ai Kuen (4.18%), Goh Ting Keong (0.68%), Ng Yee Heng (0.68%) and Wong Kang Xian (0.20%), collectively.
- (3) On 2 May 2024, OKG had entered into a joint venture agreement with Paradise Group to establish a joint venture company in Singapore named Paradise Oriental to operate F&B outlets under our Group's brand in Singapore. On 30 July 2024, Paradise Group, OKG and Oriental Kopi Global entered into a novation agreement in relation to the joint venture agreement, where it was agreed that OKG will novate its rights, obligations and liabilities under the joint venture agreement to Oriental Kopi Global. As at the LPD, our Group, via our nominated subsidiary Oriental Kopi Global holds 30% shareholdings in Paradise Oriental, and Paradise Group holds 70% shareholdings.

#### 4. PARTICULARS OF OUR IPO (Cont'd)

##### 4.1.1.2 Public Issue

The Public Issue of 418,101,000 new Issue Shares, representing approximately 20.91% of our enlarged number of issued Shares upon Listing, at the IPO Price, is payable in full on Application upon such terms and conditions as set out in this Prospectus and will be allocated and allotted in the following manner:

##### (a) Malaysian Public

60,000,000 new Shares, representing 3.00% of our enlarged number of issued Shares, will be made available for application by the Malaysian Public via balloting, of which at least 50.00% is to be set aside strictly for Bumiputera investors. Any Issue Shares reserved under the Malaysian Public balloting portion which are not fully subscribed for by the Malaysian Public will be made available for subscription as follows:

- (i) firstly, by the Eligible Persons (excluding the eligible Directors) under the Pink Form Allocation as described in Section 4.1.1.2(b) of this Prospectus;
- (ii) secondly, by our selected investors as described in Section 4.1.1.2(c) of this Prospectus; and
- (iii) lastly, by our Sole Underwriter based on the terms of the Underwriting Agreement.

##### (b) Eligible Persons

20,000,000 new Issue Shares, representing 1.00% of our enlarged number of issued Shares, will be made available for application by the Eligible Persons.

We will allocate the Issue Shares to the Eligible Persons in the following manner:

Eligibility	No. of persons	Aggregate number of Issue Shares allocated
Directors of Oriental Kopi <sup>(1)</sup>	4	1,200,000
Employees <sup>(2)</sup>	Up to 85	6,600,000
Persons who have contributed to the success of our Group <sup>(3)</sup>	Up to 40	12,200,000
<b>Total</b>	<b>Up to 129</b>	<b>20,000,000</b>

##### Notes:

- (1) The criteria of allocation to our eligible Directors are based on, among others, their respective roles and responsibilities in our Group.

**4. PARTICULARS OF OUR IPO (Cont'd)**

The number of Issue Shares to be allocated to our Directors (save for our Managing Director and Executive Directors) are as follows:

<b>Name</b>	<b>Designation</b>	<b>Number of Issue Shares allocated</b>
Y.M. Tengku Dato' Hishammuddin Zaizi Bin Y.A.M. Tengku Bendahara Azman Shah Alhaj	Independent Non-Executive Chairman	300,000
Datuk Christopher Wan Soo Kee	Independent Non-Executive Director	300,000
Datin Gan Kok Ling	Independent Non-Executive Director	300,000
Wong Pai Sent	Independent Non-Executive Director	300,000
<b>Total</b>		<b>1,200,000</b>

(2) The criteria of allocation to the eligible employees of our Group (as approved by our Board) are based on, among others, the following factors:

- (i) the employee must be a full-time employee and on the payroll of our Group; and
- (ii) the number of Issue Shares allocated to the eligible employees is based on their position, their length of service and their past performance/contribution as well as other factors deemed relevant by our Board.

The number of Issue Shares to be allocated to our Key Senior Management are as follows:

<b>Name</b>	<b>Designation</b>	<b>Number of Issue Shares allocated</b>
Goh Ting Keong	CFO	800,000
Ho Poh Chian	Head Chef	1,300,000
Chan Wei Jet	Business Development and FMCG Manager	800,000
Koay Chor Leng	Retail Operation Manager	1,300,000
Debbie Liew Jing Yi	Human Resource Manager	600,000
<b>Total</b>		<b>4,800,000</b>

(3) The Issue Shares to be allocated to the persons who have contributed to the success of our Group, comprising our business contacts, suppliers and customers, shall be based on their contribution to our Group and as approved by our Board.

**4. PARTICULARS OF OUR IPO (Cont'd)**

Any Issue Shares reserved under the Pink Form Allocation which are not taken up will be made available for subscription as follows (subject always to the availability of the Issue Shares):

- (i) firstly, by other Eligible Persons (excluding the eligible Directors);
- (ii) secondly, by the Malaysian Public and our selected investors as described in Sections 4.1.1.2(a) and 4.1.1.2(c) of this Prospectus, respectively; and
- (iii) lastly, by our Sole Underwriter based on the terms of the Underwriting Agreement.

As at the LPD, save as disclosed in Section 4.3 of this Prospectus, to the extent known to our Company:

- (i) there are no substantial shareholders, Directors or Key Senior Management of our Company who have indicated to us that they intend to subscribe for the Issue Shares; and
- (ii) there are no persons who have indicated to us that they intend to subscribe for more than 5.00% of the Issue Shares.

**(c) Private placement to selected investors**

88,101,000 new Issue Shares, representing 4.41% of our enlarged number of issued Shares, will be made available by way of private placement to selected investors.

In the event of undersubscription of the Issue Shares by the selected investors under the private placement, the remaining portion will be clawed back and reallocated to the Malaysian Public as part of the balloting process on a fair and equitable manner.

**(d) Private placement to Bumiputera investors approved by the MITI**

250,000,000 new Issue Shares, representing 12.50% of our enlarged number of issued shares, will be allocated by way of private placement to Bumiputera investors approved by the MITI ("**MITI Tranche**").

In the event of under-subscription of the MITI Tranche by the Bumiputera investors approved by the MITI and subject to a corresponding over-subscription by selected investors or over-subscription by the Malaysian Public, the remaining portion will be clawed-back and be placed to the investors as follows:

- (a) firstly, the selected investors under Section 4.1.1.2(c) of this Prospectus (whom are Malaysian institutional investors); and
- (b) secondly, the Bumiputera public investors under Section 4.1.1.2(a) of this Prospectus.

Any remaining portion from the MITI Tranche which are not taken up by the selected investors and the Bumiputera public investors will be made available to the other Malaysian Public investors under Section 4.1.1.2(a) of this Prospectus or will be made available by way of private placement to selected investors to be identified under Section 4.1.1.2(c) of this Prospectus.



**4. PARTICULARS OF OUR IPO (Cont'd)**

**(e) Minimum requirements**

The basis of allocation of our Issue Shares shall take into account the desirability of distributing our Issue Shares to a reasonable number of applicants with a view of broadening the shareholding base of our Company to meet the public spread requirements and to establish a liquid and adequate market for our Shares. Applicants will be selected on a fair and equitable manner.

**(f) Minimum subscription level**

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

Under the Listing Requirements, we are required to have a minimum of 25.00% of our Shares held by at least 200 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 8.3.4 of this Prospectus for further details in the event there is a delay in or cancellation of our Listing.

There is no over-allotment or “greenshoe” option that will result in an increase in the amount of our Issue Shares.

The salient terms of the Underwriting Agreement are set out in Section 4.6 of this Prospectus.

**4.1.1.3 Share Transfer**

During the prescription period (one (1) day after the launching date of the Prospectus up to a period of 30 days), Dato’ Chan Jian Chern, Chan Yen Min, Koay Song Leng, Koay Chor Leng and Ho Poh Chian, will transfer their respective shareholdings in Oriental Kopi as set out below in conjunction with the IPO, amounting to an aggregate of 1,466,997,157 Shares, to United Gomax. Further details of the Share Transfer are set out below:

<b>Transferor</b>	<b>No. of Shares held before Share Transfer to United Gomax</b>	<b>%</b>	<b>No. of Shares to be transferred to United Gomax</b>	<b>%</b>	<b>No. of Shares held after Share Transfer to United Gomax</b>	<b>%</b>
Dato’ Chan Jian Chern	844,019,760	42.20	844,019,760	42.20	-	-
Chan Yen Min	311,450,210	15.57	311,450,210	15.57	-	-
Koay Song Leng	218,445,978	10.92	218,445,978	10.92	-	-
Koay Chor Leng	47,646,910	2.38 <sup>(1)</sup>	46,346,910	2.32	1,300,000	0.06 <sup>(1)</sup>
Ho Poh Chian	48,034,299	2.40 <sup>(1)</sup>	46,734,299	2.34	1,300,000	0.06 <sup>(1)</sup>
<b>Total</b>	<b>1,469,597,157</b>	<b>73.47</b>	<b>1,466,997,157</b>	<b>73.35</b>	<b>2,600,000</b>	<b>0.12</b>

**Note:**

(1) Assuming our Key Senior Management will fully subscribe for their respective allocation under the Pink Form Allocation.

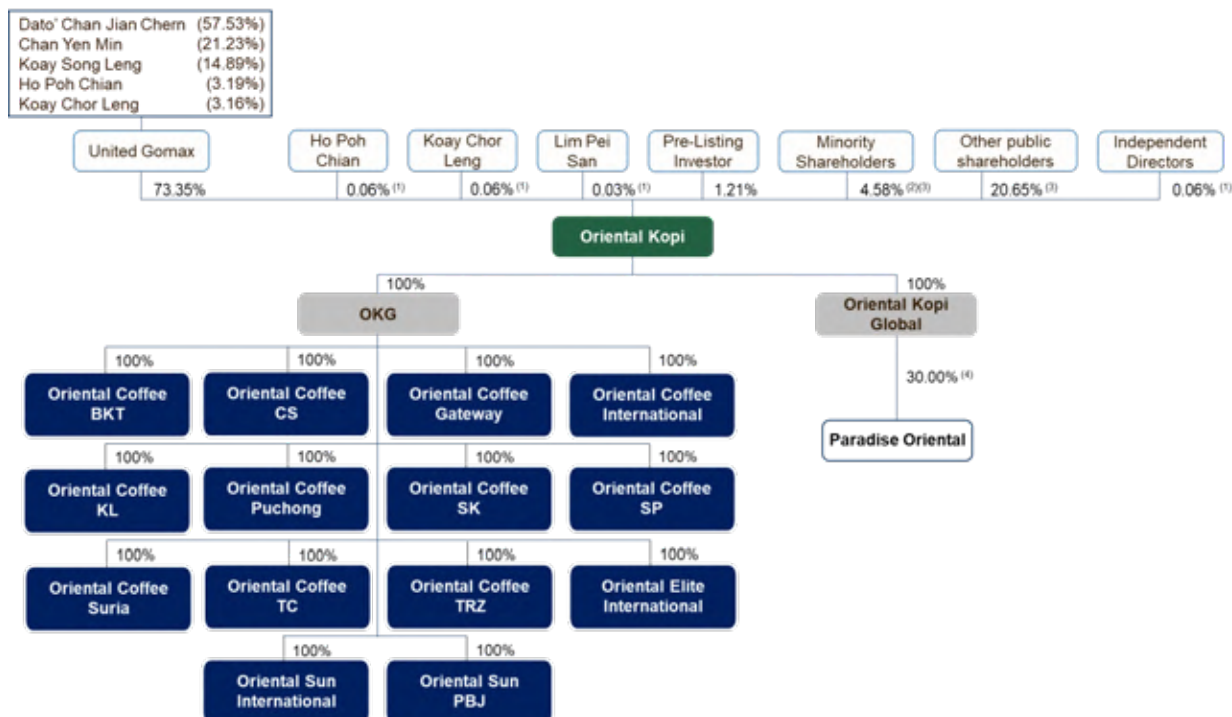
#### 4. PARTICULARS OF OUR IPO (Cont'd)

United Gomax is an investment holding company held by the shareholders above, and their respective direct shareholdings in United Gomax are Dato' Chan Jian Chern (57.53%), Chan Yen Min (21.23%), Koay Song Leng (14.89%), Ho Poh Chian (3.19%) and Koay Chor Leng (3.16%).

The Share Transfer to United Gomax will enable 73.35% shareholdings in our Company to be held collectively via United Gomax.

Please refer to Section 5.1.2(iv) of this Prospectus for further details on United Gomax.

Upon completion of the Share Transfer, our Group structure after the Listing is as follows:



#### Notes:

- (1) Assuming our Eligible Persons will fully subscribe for their respective allocation under the Pink Form Allocation.
- (2) Consisting of Wong Ai Kuen (3.31%), Goh Ting Keong (0.57%), Ng Yee Heng (0.54%) and Wong Kang Xian (0.16%), collectively.
- (3) The public shareholding spread upon Listing is 25.23%.
- (4) On 2 May 2024, OKG had entered into a joint venture agreement with Paradise Group to establish a joint venture company in Singapore named Paradise Oriental to operate F&B outlets under our Group's brand in Singapore. On 30 July 2024, Paradise Group, OKG and Oriental Kopi Global entered into a novation agreement in relation to the joint venture agreement, where it was agreed that OKG will novate its rights, obligations and liabilities under the joint venture agreement to Oriental Kopi Global. As at the LPD, our Group, via our nominated subsidiary Oriental Kopi Global holds 30% shareholdings in Paradise Oriental, and Paradise Group holds 70% shareholdings.

#### 4. PARTICULARS OF OUR IPO (Cont'd)

##### 4.1.1.4 Listing

The admission of our Company to the Official List and the listing of and quotation for our entire enlarged issued share capital of RM215,761,589.80 comprising 2,000,000,000 Shares on the ACE Market have been approved by Bursa Securities.

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

	No. of Shares	Share capital (RM)
Issued share capital as at the date of this Prospectus	1,581,899,000	31,797,149.80
New Shares to be offered pursuant to the Public Issue	418,101,000	183,964,440.00
<b>Enlarged issued share capital upon Listing</b>	<b>2,000,000,000</b>	<b>215,761,589.80</b>
<b>IPO Price</b>		<b>0.44</b>
<b>Pro forma combined NA per Share as at 30 September 2024</b> <i>(based on our enlarged number of issued Shares after our IPO and after the use of proceeds raised from our Public Issue)</i>		<b>0.11</b>
<b>Market capitalisation upon Listing</b> <i>(based on the IPO Price and our enlarged number of issued Shares after our IPO)</i>		<b>880,000,000</b>

The IPO Price is payable in full upon Application.

##### 4.1.2 Classes of shares and ranking

We only have one (1) class of shares, being ordinary shares, all of which rank equally with each other. Our Issue Shares will, upon allotment and issuance, rank equally in all respects with our existing issued share capital, including voting rights and rights to all dividends and distributions that may be declared subsequent to the date of allotment of our Issue Shares.

Subject to special rights attaching to any Share which may be issued by us in the future, our shareholders shall, in proportion to the Shares held by them, be entitled to share in the whole of the profits paid out by us as dividends and other distributions, and the whole of any surplus in the event of our liquidation, such surplus to be distributed among the members in proportion to the issued share capital at the commencement of the liquidation, in accordance with our Constitution and provisions of the Act.

At any general meeting of our Company, each shareholder shall be entitled to vote in person, by proxy or by attorney or by a duly authorised representative under the instrument of proxy or certificate of appointment of corporate representative or power of attorney ("**Authorised Representative**"). Subject to the Listing Requirements, any resolution put to vote in the meeting shall be decided by way of poll. On a vote by way of poll, each present shareholder either in person, by proxy, by attorney or Authorised Representative shall have one (1) vote for each Share held or represented. On a vote by show of hands, each present shareholder either in person, by proxy, by attorney or Authorised Representative shall have one (1) vote. A proxy may, but need not be, a shareholder of our Company.

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**4. PARTICULARS OF OUR IPO (Cont'd)**


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**4.2 BASIS OF ARRIVING AT THE IPO PRICE**

Our IPO Price was determined and agreed by our Directors and Promoters and together with AIS, being our Principal Adviser, Sponsor, Sole Underwriter and Placement Agent after taking into consideration the following factors:

**(1) Financial and operating history**

Based on the historical combined statements of profit or loss and other comprehensive income of our Group for the FYE 2024, we recorded a PAT of RM43.13 million representing an EPS of 2.73 sen (based on the existing number of issued shares of 1,581,899,000 Shares) and 2.16 sen (based on the enlarged number of issued shares of 2,000,000,000 Shares upon Listing) resulting in PE Multiple of 16.12 times and 20.37 times, respectively.

Our detailed operating and financial history is outlined in Sections 6 and 11 of this Prospectus, respectively.

**(2) Growth in our revenue and PAT**

High growth in our revenue and PAT which was demonstrated by the following:

- (i) revenue increased at a CAGR of 280.89% from RM5.02 million in FYE 2021 to RM277.28 million in FYE 2024; and
- (ii) PAT increased at a CAGR of 112.41% from RM9.56 million in FYE 2022 to RM43.13 million in FYE 2024.

**(3) Business strategies**

Our business strategies and plans as outlined in Section 6.18 of this Prospectus.

**(4) Competitive advantages, key strengths, and industry overview**

Our competitive advantages and key strengths as outlined in Section 6.1.3 of this Prospectus, and the industry overview and prospects as set out in the IMR Report in Section 7 of this Prospectus.

**(5) Pro forma combined NA**

The pro forma combined NA per Share as at 30 September 2024 of RM0.11 based on the enlarged number of issued Shares of 2,000,000,000 Shares in our Company upon Listing and after the use of proceeds from our Public Issue as set out in Section 4.4 of this Prospectus.

You should note that the market price of our Shares upon and subsequent to our Listing is subject to the vagaries of market forces and other uncertainties, which may affect the market price of our Shares. You should form your own views on the valuation of our IPO Shares and reasonableness of the bases used before deciding to invest in our IPO Shares. You are also reminded to consider carefully the risk factors set out in Section 8 of this Prospectus.

#### 4. PARTICULARS OF OUR IPO (Cont'd)

##### 4.3 DILUTION

Dilution is computed as the difference between our IPO Price paid by investors for our IPO Shares and the pro forma combined NA per Share of our Group immediately after our IPO. The following table illustrates the effect in our Group's pro forma combined NA per Share to our shareholders:

	RM
IPO Price	0.44
Pro forma combined NA per Share as at 30 September 2024 before the Public Issue	0.03
Pro forma combined NA per Share as at 30 September 2024 after the Public Issue and use of proceeds	0.11
Increase in NA per Share attributable to existing shareholders	0.08
Dilution in NA per Share to new investors	0.33
Dilution in NA per Share as a percentage of the IPO Price	75.00%

Further details of our Group's pro forma combined NA per Share as at 30 September 2024 are set out in Section 11.9 of this Prospectus.

Save as disclosed below, there has been no acquisition of any of our Shares by our Promoters, Directors, substantial shareholders and/or Key Senior Management, or persons connected with them, or any transaction entered into by them which grants them the right to acquire any of our Shares since our incorporation up to the LPD:

Name	(1) No. of Shares held before our IPO	(2) No. of Shares held from our IPO	Total consideration  (RM)	Effective cost per Share  (RM)
<b>Promoters, substantial shareholders and Directors</b>				
Dato' Chan Jian Chern	844,019,760	-	16,965,287	0.02
Chan Yen Min	311,450,210	-	6,260,639	0.02
Koay Song Leng	218,445,978	-	4,390,764	0.02
<b>Other Promoters and substantial shareholder</b>				
United Gomax	-	1,466,997,157	645,478,749	0.44
<b>Other Directors</b>				
Y.M. Tengku Dato' Hishammuddin Zaizi Bin Y.A.M. Tengku Bendahara Azman Shah Alhaj	-	300,000	132,000	0.44
Datuk Christopher Wan Soo Kee	-	300,000	132,000	0.44
Datin Gan Kok Ling	-	300,000	132,000	0.44
Wong Pai Sent	-	300,000	132,000	0.44
<b>Key Senior Management</b>				
Goh Ting Keong	10,685,544	800,000	566,779	0.05
Ho Poh Chian	46,734,299	1,300,000	1,511,359	0.03
Chan Wei Jet	-	800,000	352,000	0.44
Koay Chor Leng	46,346,910	1,300,000	1,503,573	0.03

**4. PARTICULARS OF OUR IPO (Cont'd)**

Name	(1) No. of Shares held before our IPO	(2) No. of Shares held from our IPO	Total consideration (RM)	Effective cost per Share (RM)
Debbie Liew Jing Yi	-	600,000	264,000	0.44
<b>Persons connected to Promoters, substantial shareholders and Directors</b>				
Lim Pei San <sup>(3)</sup>	-	595,000	261,800	0.44

**Notes:**

- (1) After the completion of the Acquisitions but before our IPO.
- (2) After the Share Transfer and assuming our Independent Non-Executive Directors/Key Senior Management will fully subscribe for their respective allocation under the Pink Form Allocation.
- (3) Lim Pei San is an employee of the Group and sister-in-law to Dato' Chan Jian Chern and Chan Yen Min.

**4.4 USE OF PROCEEDS**

The total gross proceeds from the Public Issue will amount to RM183,964,440 based on the IPO Price. We expect the proceeds to be used in the following manner:

Purposes	RM'000	%	Estimated time frame for use (from the Listing date)
Set up of new head office, central kitchen and warehouse	53,685	29.18	Within 36 months
Expansion of cafes in various states within Malaysia	36,400	19.79	Within 24 months
Expansion of our brands of packaged foods segment	5,000	2.72	Within 24 months
Marketing activities in foreign countries	5,500	2.99	Within 24 months
Working capital	75,779	41.19	Within 24 months
Estimated listing expenses	7,600	4.13	Within 3 months
<b>Total</b>	<b>183,964</b>	<b>100.00</b>	

There is no minimum subscription to be raised from the IPO.

Pending the eventual use of proceeds raised from our Public Issue, the proceeds will be placed in interest-bearing short-term deposits and/or money market instruments/funds with licensed financial institutions.

#### 4. PARTICULARS OF OUR IPO (Cont'd)

##### 4.4.1 Set up of new head office, central kitchen and warehouse

We intend to allocate RM53.69 million, representing approximately 29.18% of the gross proceeds from our Public Issue, to set up a 3-storey new operational facility in Selangor with an estimated total built-up area of approximately 108,448 sq. ft. for our new head office, central kitchen and warehouse (“**New Operational Facility**”) within 36 months from the Listing date. The New Operational Facility will be entirely utilised by our Group as our head office, central kitchen and warehouse.

The estimated breakdown of the IPO proceeds used for setting up the New Operational Facility are as follows:

	RM'000
Acquisition of land	9,185
Building construction	30,000
New head office	6,500
New central kitchen and warehouse	8,000
<b>Total</b>	<b>53,685</b>

##### (i) Acquisition of land and building construction

As at the LPD, we have identified a leasehold land with a total land area of approximately 3 acres in Puchong, Selangor to establish the New Operational Facility. The estimated cost for the acquisition of the land is approximately RM18.37 million, which will be funded via bank borrowings and IPO proceeds. We intend to allocate RM9.19 million of the proceeds from our Public Issue to pay part of the purchase consideration of the land and the remaining purchase consideration will be funded via bank borrowings. As at the LPD, we have not entered into a sale and purchase agreement with the land owner.

A building will be constructed on the land to accommodate the New Operational Facility. The estimated cost for the building construction is approximately RM30.00 million which will be funded using IPO proceeds.

##### (ii) New head office

We intend to allocate RM6.50 million of the proceeds from our Public Issue, to fund the cost of setting up a new head office as follows:

	RM'000
Renovation and fit-out for all functions areas	3,000
Purchases of equipment for offices <sup>(1)</sup>	1,500
Purchases of equipment for ICT command centre <sup>(2)</sup>	2,000
<b>Total</b>	<b>6,500</b>

##### Notes:

- (1) Include the purchase of computer equipment and integration of local area network and related equipment as well as ERP and warehouse management systems for the corporate office.
- (2) Include the purchase of CCTV surveillance systems and related devices.

**4. PARTICULARS OF OUR IPO (Cont'd)**

By setting up a new head office, we will be able to house/accommodate our office staff and equipment, ICT personnel to monitor information from all cafes and to carry out R&D for new or enhanced recipes and products. We will relocate our existing head office at No. 39, Jalan TPP 3, Taman Perindustrian Putra, 47130 Puchong (“**TPP3**”) to this New Operational Facility upon the completion of the building by Q4 2026.

**(iii) New central kitchen and warehouse**

We intend to allocate RM8.00 million of the proceeds from our Public Issue, including but not limited, to purchase the following key equipment for the central kitchen and warehouse:

	<b>RM'000</b>
Preparation, cooking and cleaning equipment	3,000
Delivery trucks and forklifts	2,200
Storage and temperature control equipment	2,200
Packaging and labelling equipment	500
R&D equipment	100
<b>Total</b>	<b>8,000</b>

By setting up a new central kitchen, we will be able to carry out as much as possible the preparation and cooking of F&B to reduce the workload of our existing cafes as well as impending new cafes to be established. With the central kitchen, the cafes will only carry out minimal final preparation, cooking and plating to complete the dish ready to be consumed in the cafes. The central kitchen is also expected to improve our operational efficiency, quality and food safety as well as optimise the usage of space, equipment, kitchen workers and production. In addition, we intend to relocate our existing warehouse at TPP3 to this New Operational Facility upon the completion of the building by Q4 2026. It will be equipped with racking system and forklifts to cater for the temporary storage of foods and ingredients before delivering to our respective cafes as well as our brands of packaged foods, consumables and other materials.

Any excess amount required for the above costs will be funded by internally generated funds and/or bank borrowings. Conversely, if the actual amount for the above costs is lower than budgeted, the excess will be used for working capital purposes to purchase materials for F&B services and distribution and retail of our brands of packaged foods. Please refer to Section 6.18.1.1 of this Prospectus for further details.

The implementation of the new head office, central kitchen and warehouse is subject to various factors such as regulatory and other industry impediments, suitability of the property and negotiation of terms with the relevant land owner. Please refer to Section 8.1.9 of this Prospectus for further details for the risk relating to the implementation of our business strategies and plans.

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**4. PARTICULARS OF OUR IPO (Cont'd)****4.4.2 Expansion of cafes in various states within Malaysia**

As part of our business strategies and plans to expand our cafe chain operations in Malaysia, we propose to set up a total of 14 new owned-operated cafes progressively between 2024 and 2026 in various states, the details of which are as follows:

<b>Additional owned-operated cafes</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>TOTAL</b>
<b>Peninsular Malaysia</b>	-	<b>9</b>	<b>3</b>	<b>12</b>
<u>Central region</u>				
- Klang Valley	-	4	1	5
- Negeri Sembilan	-	-	1	1
<u>Northern region</u>				
- Penang	-	2	-	2
<u>Southern region</u>				
- Johor	-	2	-	2
- Malacca	-	1	-	1
<u>East coast region</u>				
- Pahang	-	-	1	1
<b>East Malaysia</b>	<b>1</b>	<b>1</b>	-	<b>2</b>
- Sabah	-	1	-	1
- Sarawak	1	-	-	1
<b>Total</b>	<b>1</b>	<b>10</b>	<b>3</b>	<b>14</b>
<b>Estimated costs (RM'000)</b>	<b>2,800</b>	<b>28,000</b>	<b>8,400</b>	<b>39,200</b>
Source of fund	Internal generated funds	IPO proceeds	IPO proceeds	

As at the LPD, we have identified the locations for the 5 new cafes to be established in 2024 and 2025 in Sarawak, Klang Valley, Penang and Johor. We have entered into a letter of offer and/or tenancy agreement with the respective landlords of the aforementioned new cafes.

Pursuant to the above, we intend to allocate RM36.40 million, representing approximately 19.79% of the gross proceeds from our Public Issue, for the setting up of additional 13 *Oriental Kopi* cafes, within 24 months from the Listing date between 2025 and 2026. For avoidance of doubt, the *Oriental Kopi* cafes to be set up in 2024 prior to the Listing will be funded via internal generated funds.

Any excess amount required for the above costs will be funded by internally generated funds and/or bank borrowings. Conversely, if the actual amount for the above costs is lower than budgeted, the excess will be used for working capital purposes to purchase materials for F&B and distribution and retail of our brands of packaged foods. Please refer to Section 6.18.1.2 of this Prospectus for further details.

**4.4.3 Expansion of our brands of packaged foods segment****(i) Set up new specialty retail store within Malaysia**

We intend to allocate RM2.00 million, representing approximately 1.09% of the gross proceeds from our Public Issue, to set up an additional 4 specialty retail stores in the central region of Peninsular Malaysia and Johor, within 24 months from the Listing date between 2025 and 2026.

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**4. PARTICULARS OF OUR IPO (Cont'd)**

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The operating of the specialty stores is expected to increase our overall brand awareness to benefit our cafe chain, which can showcase the full range of our brands of packaged foods to cater to domestic and foreign tourists.

**(ii) Marketing activities in Malaysia**

We intend to allocate RM3.00 million, representing approximately 1.63% of the gross proceeds from our Public Issue, for the marketing expenses for our brands of packaged foods segment in Malaysia, within 24 months from the Listing date.

The marketing activities is to enhance our brand awareness and recognitions as well as creating positive brand image and quality, brand loyalty and enhance customer satisfactions to promote our *Oriental* and *Oriental Kopi* brands of cafe and our brands of packaged foods to the mass market in Malaysia. We will continue to utilise digital marketing to carry out advertisements and promotions on social media and other digital platforms as well as carry out in-store and joint promotions. The marketing activities are on-going initiatives and the breakdown of which is unable to be determined now.

Any excess amount required for the above costs will be funded by internally generated funds and/or bank borrowings. Conversely, if the actual amount for the above costs is lower than budgeted, the excess will be used for working capital purposes to purchase materials for F&B services and distribution and retail of our brands of packaged foods. Please refer to Section 6.18.1.3 of this Prospectus for further details.

**4.4.4 Marketing activities in foreign countries**

We intend to allocate RM5.50 million, representing approximately 2.99% of the gross proceeds from our Public Issue, for the marketing expenses in foreign countries, within 24 months from the Listing date.

We intend to expand our brands of packaged foods' market reach in foreign countries to provide diversification. We will carry out proactive marketing activities in foreign countries to create brand awareness in countries where we are not currently present, thereby giving us the opportunity to address potential markets. This will take into consideration, among others, the population size, demographics, lifestyle and the potential market acceptance of our brand and product offerings.

As at the LPD, we have yet to finalise the marketing activities in foreign countries. We will participate in F&B exhibitions and events as well as other marketing activities to showcase our brands of packaged foods to secure resellers and increase our brand awareness. RM1.50 million of the IPO proceeds will be used to fund the marketing and promotional activities in Singapore, whereas the remaining RM4.00 million of the IPO proceeds will be used to fund the marketing activities in other foreign countries in Asia such as Hong Kong to promote our brands of packaged foods.

Any excess amount required for the above costs will be funded by internally generated funds and/or bank borrowings. Conversely, if the actual amount for the above costs is lower than budgeted, the excess will be used for working capital purposes to purchase materials for F&B services and distribution and retail of our brands of packaged foods. Please refer to Section 6.18.2.2 of this Prospectus for further details.

**4. PARTICULARS OF OUR IPO (Cont'd)****4.4.5 Working capital**

Our Group's working capital requirements are expected to increase in tandem with the expected growth in our business. We intend to allocate RM75.78 million, representing approximately 41.19% of the gross proceeds from our Public Issue, to supplement the working capital requirements of our Group as follows:

	<b>RM'000</b>
Staff costs, rental and utilities <sup>(1)</sup>	30,000
Purchase of materials for F&B services and distribution and retail of our brands of packaged foods <sup>(2)</sup>	45,779
<b>Total</b>	<b>75,779</b>

**Notes:**

- (1) Our Group targets to expand our cafe chain operations in Malaysia by setting up a total of 14 new owned-operated cafes progressively between 2024 and 2026 in various states. As such, our staff costs are expected to increase in tandem as more retail operation staffs will be hired for the new cafes as well as the rental and utilities expenses to be incurred for the new cafes. We intend to allocate RM30.00 million of the proceeds from our IPO for the defrayment of staff costs, rental and utilities expenses of our Group, within 24 months from the Listing date.
- (2) In addition to the setting up of new cafes, our Group also intends to expand our brands of packaged foods segment, including to extend the product range of our brands of packaged foods, setting up additional 4 specialty retail stores as well as to export our brands of packaged foods to foreign countries via resellers. As such, the cost of purchases of materials is expected to increase to cater to the business expansions. We intend to allocate RM45.78 million of the proceeds from our IPO for the cost of purchases of materials for F&B services and distribution and retail of our brands of packaged foods, within 24 months from the Listing date.

Our Group had in the past and currently been funding our working capital from internally generated funds. Therefore, the above working capital allocation from our Public Issue is expected to enhance our Group's liquidity and cash flow position to support the expected growth in our daily operations.

**4.4.6 Estimated listing expenses**

Our listing expenses are estimated to be RM7.60 million, details of which are as follows:

	<b>RM'000</b>
Professional fees <sup>(1)</sup>	2,970
Fees to authorities	90
Estimated underwriting, placement and brokerage fees	4,120
Printing and advertising	200
Contingencies <sup>(2)</sup>	220
<b>Total</b>	<b>7,600</b>

**Notes:**

- (1) Includes professional and advisory fees for, among others, Principal Adviser, Solicitors, Reporting Accountants and IMR.

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**4. PARTICULARS OF OUR IPO (Cont'd)**

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- (2) Other incidental or related expenses in connection with our IPO, which include fee to translators, media related expenses and IPO event expenses.

If the actual listing expenses are higher than budgeted, the deficit will be funded by the amount allocated for working capital purposes. Conversely, if the actual listing expenses are lower than budgeted, the excess will be used for working capital purposes to purchase materials for F&B services and distribution and retail of our brands of packaged foods.

The financial impact of the use of proceeds from our Public Issue is illustrated in the Pro Forma Combined Statements of Financial Position as at FYE 2024 set out in Section 11.9 of this Prospectus.

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**4. PARTICULARS OF OUR IPO (Cont'd)**

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**4.5 BROKERAGE FEE, UNDERWRITING COMMISSION AND PLACEMENT FEE****4.5.1 Brokerage fee**

We will bear the brokerage fees to be incurred on the issue of the 80,000,000 Issue Shares pursuant to our IPO under Sections 4.1.1.2(a) and 4.1.1.2(b) of this Prospectus at the rate of 1.00% of the IPO Price in respect of successful Applications which bear the stamp of AIS, participating organisations of Bursa Securities, members of the Association of Banks in Malaysia, members of the Malaysian Investment Banking Association or the Issuing House.

**4.5.2 Underwriting commission**

AIS, as our Sole Underwriter has agreed to underwrite 80,000,000 Issue Shares as set out in Sections 4.1.1.2(a) and 4.1.1.2(b) of this Prospectus. We will pay our Sole Underwriter an underwriting commission of 2.25% of the total value of the Shares underwritten at the IPO Price.

**4.5.3 Placement fee**

Our Placement Agent has agreed to place out 338,101,000 Issue Shares available under the placement to selected investors as well as Bumiputera Investors approved by the MITI as set out in Sections 4.1.1.2(c) and 4.1.1.2(d) of this Prospectus, at the rate of 2.00% of the IPO Price for each Issue Share to be placed out by the Placement Agent.

**4.6 SALIENT TERMS OF THE UNDERWRITING AGREEMENT**

On 12 December 2024, we have entered into the Underwriting Agreement with the Sole Underwriter to underwrite 80,000,000 Issue Shares ("**Underwritten Shares**"), upon the terms and subject to the conditions as set out in the Underwriting Agreement.

The salient terms of the Underwriting Agreement are as follows:

- (a) The Sole Underwriter may by notice in writing to the Company given at any time before the last date and time for the receipt of applications and payment for the Issue Shares in accordance with the Prospectus ("**Closing Date**") or the extended Closing Date as the Company and the Sole Underwriter may mutually agree upon consultation with Bursa Securities, as the case may be, terminate, cancel and withdraw its commitment to underwrite the Underwritten Shares if:
- (i) the approval of Bursa Securities for the Listing is revoked, withdrawn or procured but subject to the conditions not acceptable to the Sole Underwriter;
  - (ii) there is any material breach by the Company of any of the representations, warranties or undertakings contained in the Underwriting Agreement, which is not capable of remedy or, if capable of remedy, is not remedied within such number of days as stipulated in the notice given to the Company;
  - (iii) there is a material failure on the part of the Company to perform any of its obligations contained in the Underwriting Agreement;
  - (iv) there is withholding of information of a material nature from the Sole Underwriter which is required to be disclosed pursuant to the Underwriting Agreement which, in the reasonable opinion of the Sole Underwriter, would have or can reasonably be expected to have, a material adverse effect on the business or operations of the Group, the Public Issue or Listing, or the distribution or sale of the Issue Shares;

**4. PARTICULARS OF OUR IPO (Cont'd)**

- (v) there shall have occurred, or happened, in the reasonable opinion of the Sole Underwriter, any material and adverse change in the business or financial condition of the Group;
- (vi) the Listing does not take place within 3 months from the date of the Underwriting Agreement or such other extended date as may be agreed by the Sole Underwriter;
- (vii) the imposition of any moratorium, suspension or material restriction on trading in securities generally on the ACE Market due to exceptional financial circumstances or otherwise which, in the reasonable opinion of the Sole Underwriter, would have or can reasonably be expected to have, a material adverse effect on the business or operations of the Group, the Public Issue or Listing, or the distribution or sale of the Issue Shares;
- (viii) a material adverse change in the stock market condition occurs, and for the purposes of this clause, a material adverse change in the stock market condition shall be deemed to have occurred if the FTSE Bursa Malaysia KLCI Index ("**Index**") is, at the close of normal trading on Bursa Securities, on any Market Day:
  - (aa) on or after the date of the Underwriting Agreement; and
  - (bb) prior to the close of the offering of the Public Issue,
 

lower than 85% of the level of Index at the last close of normal trading on Bursa Securities on the Market Day immediately prior to the date of the Underwriting Agreement and remains at or below that level for at least 3 consecutive Market Days or any other adverse change in the market conditions which the parties mutually agree to be sufficiently material and adverse to render it to be a terminating event; or
- (ix) there shall have occurred, or happened, in the reasonable opinion of the Sole Underwriter any of the following circumstances:
  - (aa) any material change, or any development involving a prospective change, in national or international monetary, financial, economic or political conditions (including but not limited to conditions on the stock market, in Malaysia or overseas, foreign exchange market or money market or with regard to inter-bank offer or interest rates both in Malaysia and overseas) or foreign exchange controls or the occurrence of any combination of any of the foregoing; or
  - (bb) any change in law, regulation, directive, policy or ruling in any jurisdiction or any event or series of events beyond the reasonable control of the Sole Underwriter (including without limitation, pandemics / epidemics, natural disasters, acts of God, acts of terrorism, strikes, lock-outs, fire, explosion, flooding, civil commotion, sabotage, acts of war or accidents);

which, would have or can reasonably be expected to have, a material adverse effect on, and/or materially prejudice the business or the operations of the Group as a whole or the Public Issue or Listing which has or is likely to have the effect of making any material part of the Underwriting Agreement incapable of performance in accordance with its terms.

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**4. PARTICULARS OF OUR IPO (Cont'd)**

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- (b) In the event that the Underwriting Agreement is terminated pursuant to paragraph (a) above, the Sole Underwriter and the Company may confer with a view to deferring the Public Issue by amending the terms of the Underwriting Agreement and entering into a new underwriting agreement accordingly, but neither the Sole Underwriter nor the Company shall be under any obligation to enter into a fresh agreement.
- (c) Upon any such notice(s) being given pursuant to paragraph (a) above, the Sole Underwriter shall be released and discharged from their obligations under the Underwriting Agreement whereupon the following shall take place within 3 Market Days of the receipt of such notice:
  - (i) the Company shall make payment of underwriting commission to the Sole Underwriter in accordance with the Underwriting Agreement;
  - (ii) the Company shall pay or reimburse to the Sole Underwriter the costs and expenses referred to in the Underwriting Agreement; and
  - (iii) each party shall return all other monies (in the case of the Sole Underwriter, after deducting the underwriting commission due and owing to the Sole Underwriter under the Underwriting Agreement) including but not limited to the subscription monies paid to the other under the Underwriting Agreement (except for monies paid by the Company for the payment of the expenses as provided under the Underwriting Agreement);

and thereafter, the Underwriting Agreement shall be terminated and of no further force and effect and none of the parties shall have a claim against the other save and except in respect of any antecedent breaches.

**4.7 PLACEMENT**

Our Company expects to enter into the placement agreement with the Placement Agent pursuant to our IPO in relation to the private placement to selected investors and MITI Tranche. Our Company will be requested to provide various representations, warranties and undertakings and to indemnify the Placement Agent against certain liabilities in relation to the IPO.

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## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

### 5.1 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

#### 5.1.1 Promoters' and substantial shareholders' shareholdings

The details of our Promoters and substantial shareholders and their respective shareholdings in our Company before and after our IPO are as follows:

Name	Nationality/ Country of incorporation	Before the IPO <sup>(2)</sup>				After the Public Issue			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	% <sup>(3)</sup>	No. of Shares	% <sup>(3)</sup>	No. of Shares	% <sup>(5)</sup>	No. of Shares	% <sup>(5)</sup>
Dato' Chan Jian Chern	Malaysian	844,019,760	53.35	-	-	844,019,760	42.20	-	-
Chan Yen Min	Malaysian	311,450,210	19.69	218,445,978	13.81 <sup>(4)</sup>	311,450,210	15.57	218,445,978	10.92 <sup>(4)</sup>
Koay Song Leng	Malaysian	218,445,978	13.81	311,450,210	19.69 <sup>(4)</sup>	218,445,978	10.92	311,450,210	15.57 <sup>(4)</sup>
United Gomax <sup>(1)</sup>	Malaysia	-	-	-	-	-	-	-	-

Name	Nationality/ Country of incorporation	After the Share Transfer			
		Direct		Indirect	
		No. of Shares	% <sup>(5)</sup>	No. of Shares	% <sup>(5)</sup>
Dato' Chan Jian Chern	Malaysian	-	-	1,466,997,157	73.35 <sup>(6)</sup>
Chan Yen Min	Malaysian	-	-	1,466,997,157	73.35 <sup>(6)</sup>
Koay Song Leng	Malaysian	-	-	1,466,997,157	73.35 <sup>(7)</sup>
United Gomax <sup>(1)</sup>	Malaysia	1,466,997,157	73.35	-	-

#### Notes:

- (1) United Gomax's shareholders and their respective direct shareholdings in United Gomax are Dato' Chan Jian Chern (57.53%), Chan Yen Min (21.23%), Koay Song Leng (14.89%), Ho Poh Chian (3.19%) and Koay Chor Leng (3.16%).
- (2) Assuming after the Acquisitions.
- (3) Based on the number of issued Shares of 1,581,899,000 Shares after the Acquisitions and before the IPO.
- (4) Deemed interested by virtue of his/her spouse's direct shareholdings in our Company pursuant to Section 8 of the Act.
- (5) Based on the enlarged number of issued Shares of 2,000,000,000 Shares after the IPO.
- (6) Deemed interested by virtue of their shareholdings in United Gomax pursuant to Section 8 of the Act.
- (7) Deemed interested by virtue of his spouse's direct shareholdings in United Gomax pursuant to Section 8 of the Act.



## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*Cont'd*)

### 5.1.2 Profile of Promoters and substantial shareholders

#### (i) **Dato' Chan Jian Chern**

*Promoter, Specified Shareholder, substantial shareholder and Managing Director*

Dato' Chan Jian Chern, Malaysian, aged 42, is our Promoter, Specified Shareholder, substantial shareholder and Managing Director. He was appointed to our Board on 23 February 2024.

Dato' Chan Jian Chern completed his secondary education in 1999. In 1999, he began his career with Digiworld Enterprise as a salesperson of mobile phone and accessories. From 2001 to 2007, he was a partner in Digiworld Enterprise. In 2003, he ventured into this area of trade by setting up a sole proprietorship, known as Tenggara Telecentre Trading, adopting a business-to-consumer (B2C) model. In 2014, he set up Tenggara Telecentre Sdn Bhd to carry on the business of Tenggara Telecentre Trading under a private limited company. In 2009, he set up Mars Mobile Distribution Sdn Bhd, which is a wholesaler and retailer of among others, handphones, computers and telecommunication equipment where he was primarily responsible for developing the business growth and expansion of the company. In 2014, he set up Leagoo (M) Sdn Bhd, which is a wholesaler and retailer of among others, handphones, computers and telecommunication equipment under the brand "Leagoo" and his responsibilities included overseeing the distribution business of mobile phones and accessories for the company. Since 2018, he was no longer involved in the management of the mobile phone and accessories businesses via Tenggara Telecentre Sdn Bhd, Mars Mobile Distribution Sdn Bhd and Leagoo (M) Sdn Bhd.

In 2018, he co-founded Golden Whale International with Chan Yen Min, which is in the business of a bubble tea retail chain under the "Black Whale" brand. During his tenure, he led the team and executed the business strategies and marketing plans of the company. He was also able to acquire knowledge and management experience, as well as build business networks within the F&B industry. In 2021, he was less active in the Black Whale beverage business to focus on our Oriental Kopi Group's business which he co-founded with Chan Yen Min and Koay Song Leng in 2020. Between 2018 and 2023, he held various directorships and shareholdings in companies involved in the Black Whale beverage business, which are further set out in Section 5.2.4(ii) of this Prospectus.

Since the establishment of our first *Oriental Kopi* cafe in Johor Jaya, Johor in 2020, he has led our Group's business to further expand to 20 cafes (including Singapore) as at LPD. During the initial stages of our Group's business, he was responsible for the Group's overall management including operations, cafes expansion, branding and marketing. Currently, he is primarily responsible for the formulation of the business strategies, including corporate plans, branding and marketing strategies, contributing to the growth of our Group. He is also overseeing the business segment of distribution and retailing of our brands of packaged foods.

In 2016, he was awarded Malaysia Top Entrepreneur of the Year Awards Malaysia Top 20 Young Entrepreneur Awards 2016. In 2021, he was awarded the Certificate of Achievement as Honoree for Business, Economic and/or Entrepreneurial Accomplishment of the 2020 JCI Ten Outstanding Young Malaysians Award.

Dato' Chan Jian Chern as an entrepreneur was also previously involved in several businesses such as, as a shareholder in Cunfry from 2021 to 2023, which is involved principally in distribution and trading of beverage ingredients, packaging and snacks for Korean style fast food restaurants. He was also a director from 2022 to 2024, and a founding shareholder since 2022 till to-date, of the Beutea beverage chain operator group of companies which are principally involved in the beverage business of retail of tea drinks and snacks under the "Beutea" brand. Please refer to Section 10.1.1 of this Prospectus for further details of his involvement.

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*Cont'd*)

He is the brother of the Executive Director, Chan Yen Min, and the brother-in-law of the Executive Director, Koay Song Leng. He is also the cousin of our Group's Business Development and FMCG Manager, Chan Wei Jet.

Further details of his principal business activities at present, and directorships in any other corporations outside of our Group at present and in the past five (5) years preceding the LPD are as set out in Section 5.2.4(ii) of this Prospectus.

### (ii) Chan Yen Min

*Promoter, Specified Shareholder, substantial shareholder and Executive Director*

Chan Yen Min, Malaysian, aged 33, is our Promoter, Specified Shareholder, substantial shareholder and Executive Director. She was appointed to our Board on 23 February 2024.

She obtained a Bachelor of Engineering (Honours) in Chemical Engineering from Taylor's University in 2015.

In 2015, she began her career with Yokogawa Electric (Malaysia) Sdn Bhd, a company involved in trading and installation of process control instruments, test measuring instruments and provision of related services, as a Product Sales Engineer where she was responsible for the preparation and negotiation of tender documents, providing consultation to clients on process control instrumentation, and preparing sales engineering reports.

She left Yokogawa Electric (Malaysia) Sdn Bhd in 2016 and joined Petron Malaysia Refining and Marketing Berhad ("**Petron Malaysia**") as an Industrial Fuels Territory Manager. Petron Malaysia is a company listed on the Main Market of Bursa Securities and is in the business of marketing and manufacturing of petroleum and related products, and refining of crude oil. Her responsibilities consisted of executing industrial fuel plans for distribution to industrial customers, managing customer portfolios, and identifying areas for further expansion and growth. She left Petron Malaysia in 2018.

In 2018, she co-founded Golden Whale International, which is in the business of a bubble tea retail chain under the "Black Whale" brand with Dato' Chan Jian Chern. During her tenure, she was responsible for procurement, retail outlet management, human resource and administration. Concurrent with her term in Golden Whale International, in 2020, she co-founded our Group together with Dato' Chan Jian Chern and Koay Song Leng and assumed her current position as Executive Director, where she is responsible for overseeing the finance, procurement, human resource and administration functions of our Group.

Chan Yen Min had also in the past gained experience in the F&B industry through her involvement in other business ventures. From 2021 to 2023, she was a director and shareholder in Cunfry, principally involved in the distribution and trading of beverage ingredients, packaging and snacks for Korean style fast food restaurants. She was also a director from 2022 to 2024, and a shareholder since 2022 till to-date, of the Beutea beverage chain operator group of companies which are principally involved in the beverage business of retail of tea drinks and snacks under the "Beutea" brand. Please refer to Section 10.1.1 of this Prospectus for further details of her involvement.

In 2023, Chan Yen Min ceased her involvement in Golden Whale International and Cunfry to focus on our Group's business.

She is the sister of our Managing Director, Dato' Chan Jian Chern, and the spouse of our Executive Director, Koay Song Leng. She is also the sister-in-law of our Retail Operation Manager, Koay Chor Leng, and the cousin of our Group's Business Development and FMCG Manager, Chan Wei Jet.

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**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

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Further details of her principal business activities at present, and directorships in any other corporations outside of our Group at present and in the past five (5) years preceding the LPD are as set out in Section 5.2.4(iii) of this Prospectus.

**(iii) Koay Song Leng**

*Promoter, Specified Shareholder, substantial shareholder and Executive Director*

Koay Song Leng, Malaysian, aged 34, is our Promoter, Specified Shareholder, substantial shareholder and Executive Director. He was appointed to our Board on 23 February 2024.

He obtained a Bachelor of Engineering (Honours) in Mechanical Engineering from Taylor's University in 2015.

In 2015, he started his career with Foster Asia Pacific Pte Ltd (Singapore), a company that provides thermal insulation materials, where he was mainly involved in monitoring the piping insulation progress, conducting risk assessments, and overseeing the project planning to ensure quality and safety and left in 2016. In 2016, he joined Grundfos (Singapore) Pte Ltd, a water pump manufacturer, as a Sales and Application Engineer where he was responsible for negotiating the terms of tender proposals, advising customers on water pump solutions and training contractors. In 2018, he was promoted to Business Development Specialist and was responsible for conducting seminars for consultants and end-users in relation to new products and their technical specifications. He left Grundfos (Singapore) Pte Ltd in 2019.

In 2019, he joined Golden Whale International, which is in the business of a bubble tea retail chain under the "Black Whale" brand. During his tenure, he was responsible for warehousing and logistics, outlets expansion and general outlet maintenance. Concurrent with his term in Golden Whale International, in 2020, together with Dato' Chan Jian Chern and Chan Yen Min, he co-founded our Group and assumed his current position as Executive Director, where he is responsible for overseeing retail outlet management (including kitchen operations), warehousing and logistics management.

Koay Song Leng also gained experience in the F&B industry through his involvement previously in other business ventures. He was a director and shareholder in Cunfry, which is involved principally in the distribution and trading of beverage ingredients, packaging and snacks for Korean fast food restaurants from 2021 to 2023. He was also a director from 2022 to 2024, and a shareholder since 2022 till to-date, of the Beutea beverage chain operator group of companies which are principally involved in the beverage business of retail of tea drinks and snacks under the "Beutea" brand. Please refer to Section 10.1.1 of this Prospectus for further details of his involvement.

In 2023, he ceased his involvement in Golden Whale International and Cunfry to focus on our Group's business.

He is the brother-in-law of our Managing Director, Dato' Chan Jian Chern, and the spouse of our Executive Director, Chan Yen Min. He is also the brother of our Retail Operation Manager, Koay Chor Leng.

Further details of his principal business activities at present, and directorships in any other corporations outside of our Group at present and in the past five (5) years preceding the LPD are as set out in Section 5.2.4(iv) of this Prospectus.

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**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**


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**(iv) United Gomax**  
*Promoter, Specified Shareholder and substantial shareholder*

United Gomax was incorporated in Malaysia under the Act on 26 April 2024. As at the LPD, the issued share capital of United Gomax is RM11,000 comprising 20,000 ordinary shares. United Gomax is principally an investment holding company and was incorporated with the objective to hold 73.35% shareholdings in the Company held by the shareholders set out below pursuant to the Share Transfer to United Gomax.

As at the LPD, the shareholders of United Gomax and their respective shareholdings in United Gomax are as follows:

Shareholders	Direct interest in United Gomax	
	No. of ordinary shares	%
Dato' Chan Jian Chern	11,506	57.53
Chan Yen Min	4,246	21.23
Koay Song Leng	2,978	14.89
Ho Poh Chian	638	3.19
Koay Chor Leng	632	3.16
<b>Total</b>	<b>20,000</b>	<b>100.00</b>

As at the LPD, the directors of United Gomax are Dato' Chan Jian Chern and Chan Yen Min.

Please see Section 5.7 of this Prospectus for further details of the family relationship between the Promoters, substantial shareholders, Directors and Key Senior Management.

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**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

**5.1.3 Changes in our Promoters' and substantial shareholders' shareholdings**

The changes in our Promoters' and substantial shareholders' shareholdings in our Company since incorporation up to the LPD are as follows:

Name	As at 23 February 2024 (Date of incorporation)				Upon completion of the Acquisitions and as at the LPD			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(1) %	No. of Shares	(1) %	No. of Shares	(2) %	No. of Shares	(2) %
Dato' Chan Jian Chern	500	50.00	-	-	844,019,760	53.35	-	-
Chan Yen Min	500	50.00	-	-	311,450,210	19.69	218,445,978	13.81 <sup>(3)</sup>
Koay Song Leng	-	-	500 <sup>(3)</sup>	50.00 <sup>(3)</sup>	218,445,978	13.81	311,450,210	19.69 <sup>(3)</sup>
United Gomax <sup>(4)</sup>	-	-	-	-	-	-	-	-

**Notes:**

- (1) Based on our number of issued Shares of 1,000 Shares as at the date of incorporation.
- (2) Based on our number of issued Shares of 1,581,899,000 Shares after the Acquisitions but before our IPO.
- (3) Deemed interested by virtue of his/her spouse's direct shareholdings in our Company pursuant to Section 8 of the Act.
- (4) United Gomax's shareholders and their respective direct shareholdings in United Gomax are Dato' Chan Jian Chern (57.53%), Chan Yen Min (21.23%), Koay Song Leng (14.89%), Ho Poh Chian (3.19%) and Koay Chor Leng (3.16%). Dato' Chan Jian Chern and Chan Yen Min are siblings. Chan Yen Min and Koay Song Leng are spouses. Koay Song Leng and Koay Chor Leng are siblings. Please see Section 5.7 of this Prospectus for further details of the family relationship between the Promoters, substantial shareholders, Directors and Key Senior Management.

As at the LPD, our Promoters and substantial shareholders have the same voting rights with the other shareholders of our Group and there is no arrangement between our Company and its shareholders with any third parties, the operation of which may at a subsequent date result in a change in control of our Company.

Save as disclosed above, we are not aware of any persons who are able to, directly or indirectly, jointly or severally, exercise control over our Company.

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*Cont'd*)

### 5.1.4 Promoters and substantial shareholders' remuneration and benefits

Save for the dividends to be paid or proposed to be paid, if any, to our Promoters and substantial shareholders and the aggregate remuneration and benefits paid or proposed to be paid to our Promoters and substantial shareholders for services rendered to our Group in all capacities for the FYE 2023, FYE 2024 and proposed to be paid for FYE 2025 as set out in Section 5.4 of this Prospectus, there are no other amounts or benefits that have been paid or intended to be paid to our Promoters and substantial shareholders within the two (2) years preceding the date of this Prospectus.

## 5.2 DIRECTORS AND KEY SENIOR MANAGEMENT

### 5.2.1 Directors

Our Board comprises the following members:

Name	Age	Nationality	Date of appointment	Designation
Y.M. Tengku Dato' Hishammuddin Zaizi Bin Y.A.M Tengku Bendahara Azman Shah Alhaj ( <i>M</i> )	61	Malaysian	17 May 2024	Independent Non-Executive Chairman
Dato' Chan Jian Chern ( <i>M</i> )	42	Malaysian	23 February 2024	Managing Director
Chan Yen Min ( <i>F</i> )	33	Malaysian	23 February 2024	Executive Director
Koay Song Leng ( <i>M</i> )	34	Malaysian	23 February 2024	Executive Director
Datuk Christopher Wan Soo Kee ( <i>M</i> )	73	Malaysian	17 May 2024	Independent Non-Executive Director
Datin Gan Kok Ling ( <i>F</i> )	48	Malaysian	17 May 2024	Independent Non-Executive Director
Wong Pai Sent ( <i>F</i> )	48	Malaysian	17 May 2024	Independent Non-Executive Director

#### Notes:

(M) Male.

(F) Female.

None of our Directors represents any corporate shareholder on our Board. For details on the association of family relationship between our Promoters, substantial shareholders, Directors and Key Senior Management, please refer to Section 5.7 of this Prospectus.

Our Board acknowledges and takes cognisance of the MCCG which contains best practices and guidance for listed companies to improve upon or to enhance their corporate governance as it forms an integral part of their business operations and culture.

Our Board believes that our current Board composition provides an appropriate balance in terms of skills, knowledge and experience to promote the interest of all shareholders and to govern our Group effectively. Our Company has adopted the recommendations under the MCCG that at least half of the Board comprises Independent Non-Executive Directors, that our chairperson of the Board should not be a member of our Audit and Risk Management Committee, Nomination Committee or Remuneration Committee, and to have at least 30% women directors on our Board.

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

In accordance to our Company's Constitution, all Directors shall retire from office at the first AGM and an election of Directors shall take place every year. At every subsequent AGM, one-third (1/3) of the Directors for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office and be eligible for re-election, provided that all Directors shall retire from office at least once in every three (3) years. A Director retiring at a meeting shall retain office until the conclusion of the meeting.

The Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the conclusion of the next AGM, and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors to retire by rotation at such meeting.

Within the limits set by our Constitution, our Board is responsible for the governance and management of our Group. To ensure the effective discharge of its functions, our Board have set out the following key responsibilities in the Board charter:

- (a) overseeing and evaluating the conduct and sustainability of the businesses of our Group;
- (b) reviewing and adopting the overall strategic direction, business plans, and annual budgets of our Group, including major capital commitments;
- (c) establishing key performance indicators and succession plans;
- (d) reviewing and approving new ventures, major acquisitions and disposal of undertakings and properties;
- (e) identifying and understanding the principal risks of our Company's business and ensuring the implementation of appropriate internal control systems and mitigation measures to manage these risks;
- (f) reviewing the adequacy and integrity of our Group's internal control systems and management information systems;
- (g) overseeing the development and implementation of the shareholder communications policy for our Company;
- (h) ensuring our Group's core values, vision and mission and shareholders' interests are met;
- (i) ensuring all significant systems and procedures are in place for our Group to run effectively, efficiently, and meet all legal and contractual requirements;
- (j) ensuring that our Group has appropriate corporate governance in place including standards of ethical behaviour and promoting a culture of corporate responsibility;
- (k) supervising and assessing the performance of the senior management to determine whether the business is being properly managed and ensuring that appropriate measures are in place against which the senior management's performance can be assessed;
- (l) monitoring compliance with established policies and procedures;
- (m) complying with environment, safety and health legislation by understanding the operations being carried out by employees and the hazards and risks associated with such operations; and
- (n) ensuring the senior management has the necessary skills and experience and there are measures in place to provide for the orderly succession of Board and senior management.

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*Cont'd*)

### 5.2.2 Profile of Directors

The profiles of our Managing Director, Dato' Chan Jian Chern and Executive Directors, Chan Yen Min and Koay Song Leng, who are also our Promoters and substantial shareholders are disclosed in Section 5.1.2 of this Prospectus.

The profiles of our other Directors are as follows:

- (i) **Y.M. Tengku Dato' Hishammuddin Zaizi Bin Y.A.M. Tengku Bendahara Azman Shah Alhaj** (“**Tengku Hishammuddin Zaizi**”)  
*Independent Non-Executive Chairman*

Tengku Hishammuddin Zaizi, Malaysian, aged 61, is the Independent Non-Executive Chairman of Oriental Kopi. He was appointed to our Board on 17 May 2024.

He obtained a Bachelor of Arts in 1990 from the Flinders University of South Australia.

He joined iKHASAS group of companies in 2003 via Saidina Ventures Sdn Bhd as a director. iKHASAS group of companies is principally a property developer and also involved in the operations of single standalone F&B outlets (Japanese, Korean, steamboat, English breakfast cafe restaurants and family karaoke). His responsibilities in the iKHASAS group of companies include contributing to the leadership, strategic direction and growth of the group companies, which also involves meeting and networking with investors and clients.

Tengku Hishammuddin Zaizi also lends his support and actively contributes to social, environmental, sports and education causes. For example, he is presently the Patron to Ocean Hero Conservation, a sustainable program initiative in helping to promote the conservation of marine life, especially towards no single-use plastics, eradication of the hunt, sale and consumption of fisheries, turtle meat and eggs, including others marine life such as dolphins and dugongs' extinction. He is also the Special Advisor to Kuala Lumpur City Football Club, where he serves as the guardian and adviser pertaining to the Kuala Lumpur City Football Club's matter, including involved in decision-making processes, attending matches and events, and engaging with the club's players, coaching staff and other members of the organisation. Tengku Hishammuddin Zaizi is also the Patron of the Malaysia Scuba Diving Association, an association that promotes inbound diving and shape Malaysia's diving industry's future, as well as to assist dive operators to comply with the international standards of scuba diving and create more economic benefits and employment for local communities. He is also the President of the Malaysia Ice Hockey Federation, the governing body of ice hockey in Malaysia.

Tengku Hishammuddin Zaizi has also been recently appointed as the CEO@PTJ (*Pusat Tanggungjawab / Responsibility Center*) for the School of Business and Economics for Universiti Putra Malaysia for the term of 2024 to 2025. The appointment is under the university's CEO@PTJ programme that brings together Chief Executive Officers and local and international industry leaders to universities in Malaysia to share their knowledge and experience with students and the university community.

Tengku Hishammuddin Zaizi held the position as an adviser to Oriental Coffee International since June 2023 until May 2024 before he was appointed as our Independent Non-Executive Chairman.

Further details of his principal business activities at present, and directorships in any other corporations outside of our Group at present and in the past five (5) years preceding the LPD are as set out in Section 5.2.4(i) of this Prospectus.



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**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**


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**(ii) Datuk Christopher Wan Soo Kee**  
*Independent Non-Executive Director*

Datuk Christopher Wan Soo Kee, Malaysian, aged 73 is the Independent Non-Executive Director of our Group. He was appointed to our Board on 17 May 2024.

He graduated from the Royal Melbourne Institute of Technology, Australia (now known as RMIT University) with a Bachelor in Business (Business Administration) in 1997. He subsequently completed his Master of Business Administration in Training and Human Resource Development from Newport University, United States of America in 1999.

He began his career with the Royal Malaysia Police in 1969 as an Inspector where he served as the Special Branch Officer and his duties were primarily on intelligence procurement. He rose through the ranks over the years and held the rank of Superintendent by 1992 before he was promoted to Assistant Commissioner of Police and served as Deputy Director of Management in 1997. In 2000, he was promoted to Senior Assistant Commissioner II and was made Head of Special Branch in Kuala Lumpur. In 2002, he was promoted to Senior Assistant Commissioner I and became the Chief Police Officer of Melaka. He was then promoted to Deputy Commissioner of Police and was assigned to be the Chief Police Officer of Penang in 2005. In 2006, he was made Commissioner of Police and was appointed as the Director of the Criminal Investigation Department in charge of national criminal investigation.

He retired from the Royal Malaysia Police in 2007 after 38 years of service. He was conferred the Panglima Jasa Negara (PJN) in 2007 by the Yang-di-Pertuan Agong in recognition of his service to the country.

After his retirement, he was appointed as the Director of the Criminal Investigation Department on contract from 2007 to 2008. He was appointed as a member of the Election Commission of Malaysia as Commissioner in 2008 and he subsequently retired in 2017. He was also an International Election Observer. He is currently a Director of Development in Mestari Adjusters Sdn Bhd, a company involved in the provision of services as insurance adjusters and investigators where he provides advice and support on business development.

He presently sits on the board of HE Group Berhad (appointed since 26 May 2023) as the Independent Non-Executive Chairman. HE Group Berhad is a company listed on the ACE Market of Bursa Securities.

Further details of his principal business activities at present, and directorships in any other corporations outside of our Group at present and in the past five (5) years preceding the LPD are as set out in Section 5.2.4(v) of this Prospectus.

**(iii) Datin Gan Kok Ling**  
*Independent Non-Executive Director*

Datin Gan Kok Ling, Malaysian, aged 48, is our Independent Non-Executive Director. She was appointed to our Board on 17 May 2024.

She obtained a Bachelor of Laws LLB (Hons) from the University of Nottingham, England in 1997. She was admitted as an advocate and solicitor of the High Court of Malaya in 1999. She has more than 24 years of experience as an advocate and solicitor in Malaysia and is currently a Partner in the banking and finance department of Messrs. Adnan Sundra & Low, Kuala Lumpur. She began her career with Cheang & Ariff as a Legal Assistant in 1999 and left Cheang & Ariff in 2001. In the same year, she joined Messrs. Adnan Sundra & Low as a Legal Assistant and was later promoted to Partner in 2008.

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*Cont'd*)

In the first 2 years of her practice, she was extensively involved in corporate work including mergers and acquisitions, joint ventures and corporate restructuring exercises, as well as real estate matters. Since 2002, she has been primarily involved in banking and finance (including Islamic finance) and debt capital market transactions.

Some of her notable banking and finance and debt capital markets experience includes advising on the issue of debt securities for the financing of several infrastructure and energy projects in Malaysia.

She is currently an Independent Non-Executive Director of CYL Corporation Berhad (appointed since 27 January 2022) and ELK-Desa Resources Berhad (appointed since 19 August 2022). CYL Corporation Berhad and ELK-Desa Resources Berhad are companies listed on the Main Market of Bursa Securities.

Further details of her principal business activities at present, and directorships in any other corporations outside of our Group, at present and in the past five (5) years preceding the LPD are as set out in Section 5.2.4(vi) of this Prospectus.

### (iv) **Wong Pai Sent**

*Independent Non-Executive Director*

Wong Pai Sent, Malaysian, aged 48, is our Independent Non-Executive Director. She was appointed to our Board on 17 May 2024.

She obtained a Bachelor of Commerce (Accounting) from Curtin University of Technology, Australia in 1997. Further, she obtained an Executive MBA in at Nanyang Business School, Nanyang Technological University, Singapore in 2017. She is also a member of CPA Australia and the Malaysian Institute of Accountants.

She began her career with BDO Binder, an accounting firm, as an Audit Semi Senior in 1998, focusing on compliance audit for companies ranging from small and medium enterprises to public listed companies. In 2003, she moved to BDO Capital Consultants Sdn Bhd, a company providing consultancy services, as a Consultant, where she dealt with corporate finance, recovery, and distressed management, a position she held until 2007. In 2007, Wong Pai Sent joined PricewaterhouseCoopers Malaysia, an accounting firm, as an Assistant Manager in Corporate Finance and left in 2008 to join as Manager in Corporate Finance at KPMG Corporate Services Sdn Bhd. She specialized in valuation and business advisory services. She left KPMG Corporate Services Sdn Bhd in 2011. She joined Ekuiti Nasional Berhad in 2012 as the Investment Manager and was later promoted to Associate Director of Investment in 2016 before she left in 2018. Ekuiti Nasional Berhad is a private equity fund management company established by the Government, focusing on investments in various sectors such as F&B, wellness and healthcare. In 2022, she joined Kairos Capital Sdn Bhd as an Investment Director, where she oversaw special projects and portfolio monitoring of investee companies until 2023.

She has recently in 2024 taken up the position of Director of Strategic Accounts at Marcum Asia CPAs LLP, an audit, accounting and consulting firm.

Presently, she does not hold any directorships nor is involved in any business activities outside of our Group.

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

**5.2.3 Directors' shareholdings**

The direct and indirect shareholdings of our Directors as at the LPD and after the IPO are as follows:

Director	<sup>(1)</sup> Before our IPO/As at the LPD				<sup>(2)</sup> After our IPO and Share Transfer			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	<sup>(3)</sup> %	No. of Shares	%
Tengku Hishammuddin Zaizi	-	-	-	-	300,000	0.015	-	-
Dato' Chan Jian Chern	844,019,760	53.35	-	-	-	-	1,466,997,157	73.35 <sup>(5)</sup>
Chan Yen Min	311,450,210	19.69	218,445,978	13.81 <sup>(4)</sup>	-	-	1,466,997,157	73.35 <sup>(5)</sup>
Koay Song Leng	218,445,978	13.81	311,450,210	19.69 <sup>(4)</sup>	-	-	1,466,997,157	73.35 <sup>(6)</sup>
Datuk Christopher Wan Soo Kee	-	-	-	-	300,000	0.015	-	-
Datin Gan Kok Ling	-	-	-	-	300,000	0.015	-	-
Wong Pai Sent	-	-	-	-	300,000	0.015	-	-

**Notes:**

- (1) Based on our number of issued Shares of 1,581,899,000 Shares after the Acquisitions but before our IPO.
- (2) Based on our enlarged number of issued Shares of 2,000,000,000 Shares after our IPO.
- (3) Assuming our eligible Directors will fully subscribe for their respective allocation under the Pink Form Allocation.
- (4) Deemed interested by virtue of his/her spouse's direct shareholdings in our Company pursuant to Section 8 of the Act.
- (5) Deemed interested by virtue of their shareholdings in United Gomax pursuant to Section 8 of the Act.
- (6) Deemed interested by virtue of his spouse's direct shareholdings in United Gomax pursuant to Section 8 of the Act.

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

**5.2.4 Principal business activities as at the LPD and directorships in other corporations outside of our Group for the past five (5) years**

The principal business activities performed by our Directors outside our Group as at the LPD, and the directorships held by our Directors outside our Group at present and in the past five (5) years preceding the LPD are set out below:

**(i) Tengku Hishammuddin Zaizi**

<b>Company</b>	<b>Position held</b>	<b>Date appointed as Director/Date of joining as partner</b>	<b>Date resigned as Director/partner</b>	<b>Direct and indirect equity interest as at the LPD (%)</b>	<b>Principal activities</b>
<b>Present involvement</b>					
Amaliya Enterprise	Partner	13 April 2023	-	-	Fashion & accessories, entertainment, event management, trading of food, health & beauty products
Astanas Craft & Fashion	Partner	3 October 2024	-	-	Handmade crafts, batik products and fashion products and accessories
Venue of Muse Empire	Partner	16 November 2023	-	-	Management consultancy for business branding, marketing & sales activities for fashion, entertainment, event and trading of food, health & beauty products
Tengku Azman Shah Management & Consultancy Services Sdn Bhd	Director	10 April 1990	-	-	To provide management and consultancy services
Ikhasas Sdn Bhd	Director	15 August 2016	-	-	Engaged in renting out its properties, thus deriving rental income and providing management services to its subsidiaries; engaged as transportation agent
Kota Krai Development Sdn Bhd	Director	31 March 2021	-	-	- Property development - Letting of properties
Iisy Land Sdn Bhd	Director	14 December 2021	-	-	Property development
Gagasan Semenanjung Sdn Bhd	Director	8 October 2024	-	-	All kind of sub contract works, contractor and cargo handling, palm oil plantation and management services

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

<b>Company</b>	<b>Position held</b>	<b>Date appointed as Director/Date of joining as partner</b>	<b>Date resigned as Director/partner</b>	<b>Direct and indirect equity interest as at the LPD (%)</b>	<b>Principal activities</b>
Nusantara Security Sdn Bhd	Director / Shareholder	23 November 2010	-	Direct: 70	Provision of security services
Ulster Waves Sdn Bhd	Director	20 May 2013	-	-	Hotel operator to provide hotel & hospitality accommodation, food & beverages, event functions, spa and other hotel facilities
Ikhasas Land Sdn Bhd	Director	15 August 2016	-	-	<ul style="list-style-type: none"> <li>- Hotel operator to provide travel accommodation</li> <li>- Property development</li> <li>- Property investment</li> </ul>
Ikhasas Land Transit Sdn Bhd	Director	3 November 2015	-	-	<ul style="list-style-type: none"> <li>- Hotel operator to provide hotel and hospitality accommodation, food and beverages, event functions, spa and other hotel facilities</li> <li>- Property management</li> <li>- Property investment</li> </ul>
Knights Project Management Sdn Bhd	Director	28 November 2016	-	-	Provision of civil and structural consultancy services
Liquid Palm Grower Sdn Bhd	Director	29 May 2020	-	-	<ul style="list-style-type: none"> <li>- Business of oil palm cultivation, palm oil milling and palm fibre processing</li> <li>- Swiftlet house operator and manufacture, production and processing of bird nest product for trading</li> </ul>
Liquid Palm Miller Sdn Bhd	Director	29 May 2020	-	-	<ul style="list-style-type: none"> <li>- To construct, operate, manage and own palm oil mills, compost plant, livestock feed mills and of any kind</li> <li>- To cultivate oil palm, rubber and any crops in any estates or lands acquired or to be acquired by the company</li> <li>- To purchase or otherwise acquire for investment lands, houses</li> </ul>

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

<b>Company</b>	<b>Position held</b>	<b>Date appointed as Director/Date of joining as partner</b>	<b>Date resigned as Director/partner</b>	<b>Direct and indirect equity interest as at the LPD (%)</b>	<b>Principal activities</b>
linfra Sdn Bhd	Director	1 September 2020	-	-	Contractor in the construction industry
THZ Alliance Sdn Bhd	Director / Shareholder	10 December 2019	-	Direct: 51	Business management consultancy services; activities of holding companies
Musclemaniadclub.com Sdn Bhd	Director	23 December 2020	-	-	Supplements and health foods, property and other business
Nagaria Sdn Bhd	Director / Shareholder	13 October 2020	-	Direct: 45	Wholesale and retail sale of motorcycles; construction of building; ICT system security
Al Ehsan Resources Sdn Bhd	Director / Shareholder	4 January 2021	-	Direct: 40	Development of building projects for own operation, i.e. for renting of space in these buildings; other retail sale in non-specialized stores.; construction of building
linfra Makmur Sdn Bhd	Director	16 December 2021	-	-	Construction of other engineering projects, construction of building, water main and line construction
THZ Versatilo Solutions Sdn Bhd	Director / Shareholder	31 July 2024	-	Direct: 50	Other information technology service activities; wholesale of a variety of good without any particular specialisation
Ikhasas Galian Sdn Bhd (In midst of winding up)	Director	3 August 2020	-	-	<ul style="list-style-type: none"> <li>- Mining activities</li> <li>- Sale, marketing and export of mining products</li> <li>- General trading</li> </ul>
<b>Past directorship</b>					
Saidina Ventures Sdn Bhd	Director	15 September 2003	26 November 2020	-	Engaged in building construction
MBW Capital Sdn Bhd	Director	5 September 2018	2 December 2019	-	Research and development on ICT; computer programming activities

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

<b>Company</b>	<b>Position held</b>	<b>Date appointed as Director/Date of joining as partner</b>	<b>Date resigned as Director/partner</b>	<b>Direct and indirect equity interest as at the LPD (%)</b>	<b>Principal activities</b>
Primekeeper Malaysia Sdn Bhd	Director	12 April 2016	28 January 2020	-	Financial technology, merchant acquiring services
Ikhasas F&B Sdn Bhd	Director	18 February 2013	4 July 2024	-	Engaged in the business in operating a restaurant operating karaoke bar and selling foods and beverage
Fabulicious Sdn Bhd	Director	1 March 2013	4 July 2024	-	Engaged in the business in operating cafes and restaurants

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**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

**(ii) Dato' Chan Jian Chern**

<b>Company</b>	<b>Position held</b>	<b>Date appointed as Director/Date of joining as partner</b>	<b>Date resigned as Director/partner</b>	<b>Direct and indirect equity interest as at the LPD (%)</b>	<b>Principal activities</b>
<b>Present involvement</b>					
Brilliant Elite Sdn Bhd	Director / Shareholder	4 April 2023	-	Direct: 56	Activities of holding company (in property)
Brilliant Legend Sdn Bhd	Director / Shareholder	17 August 2023	-	Direct: 47	Dormant <sup>(1)</sup>
Beutea (1U) Sdn Bhd	Shareholder	-	-	Direct: 19.8	To carry on the business of retail of tea drinks and snacks
Beutea (CTS) Sdn Bhd	Shareholder	-	-	Direct: 26.4	To carry on the business of retail of tea drinks and snacks
Beutea (Kepong) Sdn Bhd	Shareholder	-	-	Direct: 23.1	To carry on the business of retail of tea drinks and snacks
Beutea (Klang) Sdn Bhd	Shareholder	-	-	Direct: 19.8	To carry on the business of retail of tea drinks and snacks
Beutea (PDH) Sdn Bhd	Shareholder	-	-	Direct: 19.8	To carry on the business of retail of tea drinks and snacks
Beutea (PKT) Sdn Bhd	Shareholder	-	-	Direct: 19.8	To carry on the business of retail of tea drinks and snacks
Beutea (Puchong) Sdn Bhd	Shareholder	-	-	Direct: 19.8	To carry on the business of retail of tea drinks and snacks
Beutea (SK) Sdn Bhd	Shareholder	-	-	Direct: 19.8	To carry on the business of retail of tea drinks and snacks



**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

<b>Company</b>	<b>Position held</b>	<b>Date appointed as Director/Date of joining as partner</b>	<b>Date resigned as Director/partner</b>	<b>Direct and indirect equity interest as at the LPD (%)</b>	<b>Principal activities</b>
Beutea (SP) Sdn Bhd	Shareholder	-	-	Direct: 33	To carry on the business of retail of tea drinks and snacks
Beutea (SS15) Sdn Bhd	Shareholder	-	-	Direct: 19.8	To carry on the business of retail of tea drinks and snacks
Beutea (TC) Sdn Bhd	Shareholder	-	-	Direct: 19.8	To carry on the business of retail of tea drinks and snacks
Beutea (TRZ) Sdn Bhd	Shareholder	-	-	Direct: 33	To carry on the business of retail of tea drinks and snacks
Beutea Elite Sdn Bhd	Shareholder	-	-	Direct: 19.8	To carry on the business of retail of tea drinks and snacks
Beutea Holding	Shareholder	-	-	Direct: 24.5	- To carry on the business of retail of tea drinks and snacks - Export, import and distribution of food and beverage material
Beutea International Sdn Bhd	Shareholder	-	-	Direct: 33	To carry on the business of retail of tea drinks and snacks
Yu Qi International Sdn Bhd	Shareholder	-	-	Direct: 19.8	To carry on the business of retail of tea drinks and snacks

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

<b>Company</b>	<b>Position held</b>	<b>Date appointed as Director/Date of joining as partner</b>	<b>Date resigned as Director/partner</b>	<b>Direct and indirect equity interest as at the LPD (%)</b>	<b>Principal activities</b>
Leagoo (M) Sdn Bhd	Shareholder	-	-	Direct: 39.6 Indirect: 60.0	<ul style="list-style-type: none"> <li>- To carry on the business as wholesale &amp; retailer of handphone, computer (including of pc &amp; laptop), telecommunication equipment, electrical products, telco &amp; repairer of hand phone, phone part, accessories &amp; computer</li> <li>- To carry on the business as retailer of health care products (i.e: hand sanitizer, face mask, thermometer)</li> <li>- To carry on the business as online seller of handphone, computer (including of pc &amp; laptop), telecommunication equipment, electrical products, telco, phone part, accessories &amp; health care products (i.e: hand sanitizer, face mask, thermometer)</li> </ul>
Mars Mobile Distribution Sdn Bhd	Shareholder	-	-	Direct: 78	<ul style="list-style-type: none"> <li>- To carry on the business as wholesale &amp; retailer of handphone, computer (including of PC &amp; laptop), telecommunication equipment, electrical products, telco &amp; repairer of hand phone, phone part, accessories &amp; computer. To carry on the business as retailer of health care products (i.e: hand sanitizer, face mask, thermometer)</li> <li>- To carry on the business as online seller of handphone, computer (including of PC &amp; laptop), telecommunication equipment, electrical products, telco, phone part, accessories &amp; health care products (i.e: hand sanitizer, face mask, thermometer)</li> </ul>
United Trimax Holdings Sdn Bhd	Shareholder	-	-	Direct: 32.5	Investment holdings (in shares)
Tenggara Telecentre Trading	Partner	13 May 2003	-	-	Sale of mobile phone and phone accessories

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

<b>Company</b>	<b>Position held</b>	<b>Date appointed as Director/Date of joining as partner</b>	<b>Date resigned as Director/partner</b>	<b>Direct and indirect equity interest as at the LPD (%)</b>	<b>Principal activities</b>
Tenggara Telecentre Sdn Bhd	Shareholder	-	-	Direct: 79	Handphone & accessories retailer. To carry on the business as retail sale of handphone, computer (including of PC & laptop), telecommunication equipment, electrical products, telco, face mask, hand sanitizer & thermometer. Repairer of handphone & computer. Online seller of handphone, telco, computer, telecommunication equipment, electrical products, face mask, hand sanitizer & thermometer
United Gomax	Director/Shareholder	26 April 2024	-	Direct: 57.53	Investment holding (in shares)
Sunday Mobile Sdn Bhd	Shareholder	-	-	Direct: 80	Wholesale of hand phones & accessories
Beusiss Sdn Bhd	Shareholder	-	-	Indirect: 30	To carry on the business of retail of tea drinks and snacks
<b>Past directorships</b>					
Beutea (GH) Sdn Bhd	Director	22 December 2022	11 October 2023	-	To carry on the business of retail of tea drinks and snacks
Beutea International Sdn Bhd	Director	3 February 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea Holding	Director	20 April 2022	12 April 2024	-	<ul style="list-style-type: none"> <li>- To carry on the business of retail of tea drinks and snacks</li> <li>- Export, import and distribution of food and beverage material</li> </ul>
Beutea Elite Sdn Bhd	Director	5 October 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (SK) Sdn Bhd	Director	15 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

<b>Company</b>	<b>Position held</b>	<b>Date appointed as Director/Date of joining as partner</b>	<b>Date resigned as Director/partner</b>	<b>Direct and indirect equity interest as at the LPD (%)</b>	<b>Principal activities</b>
Beutea (Kepong) Sdn Bhd	Director	19 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (TC) Sdn Bhd	Director	19 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (PKT) Sdn Bhd	Director	19 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (SS15) Sdn Bhd	Director	19 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (Klang) Sdn Bhd	Director	19 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (CTS) Sdn Bhd	Director	19 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (1U) Sdn Bhd	Director	22 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (SP) Sdn Bhd	Director	22 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (PDH) Sdn Bhd	Director	23 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (TRZ) Sdn Bhd	Director	23 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (Puchong) Sdn Bhd	Director	23 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

<b>Company</b>	<b>Position held</b>	<b>Date appointed as Director/Date of joining as partner</b>	<b>Date resigned as Director/partner</b>	<b>Direct and indirect equity interest as at the LPD (%)</b>	<b>Principal activities</b>
Golden Tea International Sdn Bhd	Director	6 May 2019	31 May 2023	-	Importers, exporter, manufacturing, processing wholesalers, distributing and trading in all kinds of food and beverages. Food and beverage serving activities providing complete meals or drinks for immediate consumptions
Golden Whale (Gateway) Sdn Bhd	Director	1 July 2020	31 May 2023	-	To carry on the business as food and beverage serving activities, providing complete meals and drinks for immediate consumption
Golden Whale (Paradigm) Sdn Bhd	Director	13 July 2020	31 May 2023	-	To carry on the business as food and beverage serving activities providing complete meals and drinks for immediate consumption
Golden Whale International	Director	16 November 2018	14 September 2021	-	Importer, exporter, manufacturing, process, wholesale, distribute and trading food and beverages, serving food and beverages activities; consultancy services
Modern F&B STK Sdn Bhd	Director	30 June 2021	24 February 2023	-	To carry on the business as food and beverage serving activities providing complete meals and drinks for immediate consumption
Modern F&B SJ Sdn Bhd	Director	17 December 2021	24 February 2023	-	To carry on the business as food and beverage serving activities providing complete meals and drinks for immediate consumption
Modern F&B Sdn Bhd	Director	4 June 2019	24 February 2023	-	Foods and beverage serving activities providing complete meals and drinks.
Modern F&B PJ Sdn Bhd	Director	11 November 2021	24 February 2023	-	To carry on the business as food and beverage serving activities providing complete meals and drinks for immediate consumption

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

<b>Company</b>	<b>Position held</b>	<b>Date appointed as Director/Date of joining as partner</b>	<b>Date resigned as Director/partner</b>	<b>Direct and indirect equity interest as at the LPD (%)</b>	<b>Principal activities</b>
Modern F&B KPG Sdn Bhd	Director	30 June 2021	24 February 2023	-	To carry on the business as food and beverage serving activities providing complete meals and drinks for immediate consumption
Modern F&B GBK Sdn Bhd	Director	8 July 2021	24 February 2023	-	To carry on the business as food and beverage serving activities providing complete meals and drinks for immediate consumption
YKGI Investment Pte Ltd (previously known as Oriental Kopi (Singapore) Pte Ltd) <sup>(2)</sup>	Director	15 August 2023	26 January 2024	-	Restaurants and cafes
Leagoo (M) Sdn Bhd	Director	28 August 2014	15 April 2024	-	To carry on the business as wholesale & retailer of handphone, computer (including of pc & laptop), telecommunication equipment, electrical products, telco & repairer of hand phone, phone part, accessories & computer. To carry on the business as retailer of health care products (i.e: hand sanitizer, face mask, thermometer). To carry on the business as online seller of handphone, computer (including of pc & laptop), telecommunication equipment, electrical products, telco, phone part, accessories & health care products (i.e: hand sanitizer, face mask, thermometer)
Mars Mobile Distribution Sdn Bhd	Director	22 May 2009	9 January 2024	-	To carry on the business as wholesale & retailer of handphone, computer (including of PC & laptop), telecommunication equipment, electrical products, telco & repairer of hand phone, phone part, accessories & computer. To carry on the business as retailer of health care products (i.e: hand sanitizer, face mask, thermometer). To carry on the business as online seller of handphone, computer (including of PC & laptop), telecommunication equipment, electrical products, telco, phone

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

<b>Company</b>	<b>Position held</b>	<b>Date appointed as Director/Date of joining as partner</b>	<b>Date resigned as Director/partner</b>	<b>Direct and indirect equity interest as at the LPD (%)</b>	<b>Principal activities</b>
Sunday Mobile Sdn Bhd	Director	27 November 2014	15 April 2024	-	part, accessories & helath care products (i.e: hand sanitizer, face mask, thermometer) Wholesale of hand phones & accessories
Tenggara Telecentre Sdn Bhd	Director	10 December 2014	15 April 2024	-	Handphone & accessories retailer. To carry on the business as retail sale of handphone, computer (including of PC & laptop), telecommunication equipment, electrical products, telco, face mask, hand sanitizer & thermometer. Repairer of handphone & computer. Online seller of handphone, telco, computer, telecommunication equipment, electrical products, face mask, hand sanitizer & thermometer
United Trimax Holdings Sdn Bhd	Director	16 December 2014	15 April 2024	-	Investment holdings (in shares)
Yu Qi International Sdn Bhd	Director	13 January 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks

**Notes:**

- (1) Brilliant Legend Sdn Bhd has been dormant since incorporation and there is no immediate plan for this company currently.
- (2) Dato' Chan Jian Chern's past directorship in this company arose pursuant to a proposed joint venture with YKGI Ventures Pte Ltd in 2023. The joint venture has since been terminated in January 2024. Please refer to Section 13.7(ii) of this Prospectus for further details.

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

**(iii) Chan Yen Min**

<b>Company</b>	<b>Position held</b>	<b>Date appointed as Director/Date of joining as partner</b>	<b>Date resigned as Director/partner</b>	<b>Direct and indirect equity interest as at the LPD (%)</b>	<b>Principal activities</b>
<b>Present involvement</b>					
Brilliant Elite Sdn Bhd	Director / Shareholder	4 April 2023	-	Direct: 22*	Activities of holding company (in property)
Brilliant Legend Sdn Bhd	Director / Shareholder	17 August 2023	-	Direct: 35*	Dormant <sup>(1)</sup>
Beutea (1U) Sdn Bhd	Shareholder	-	-	Direct: 8.4	To carry on the business of retail of tea drinks and snacks
Beutea (CTS) Sdn Bhd	Shareholder	-	-	Direct: 11.2	To carry on the business of retail of tea drinks and snacks
Beutea (GH) Sdn Bhd	Shareholder	-	-	Direct: 47	To carry on the business of retail of tea drinks and snacks
Beutea (Kepong) Sdn Bhd	Shareholder	-	-	Direct: 9.8	To carry on the business of retail of tea drinks and snacks
Beutea (Klang) Sdn Bhd	Shareholder	-	-	Direct: 8.4	To carry on the business of retail of tea drinks and snacks
Beutea (PDH) Sdn Bhd	Shareholder	-	-	Direct: 8.4	To carry on the business of retail of tea drinks and snacks
Beutea (PKT) Sdn Bhd	Shareholder	-	-	Direct: 8.4	To carry on the business of retail of tea drinks and snacks
Beutea (Puchong) Sdn Bhd	Shareholder	-	-	Direct: 8.4	To carry on the business of retail of tea drinks and snacks
Beutea (SK) Sdn Bhd	Shareholder	-	-	Direct: 8.4	To carry on the business of retail of tea drinks and snacks



**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

<b>Company</b>	<b>Position held</b>	<b>Date appointed as Director/Date of joining as partner</b>	<b>Date resigned as Director/partner</b>	<b>Direct and indirect equity interest as at the LPD (%)</b>	<b>Principal activities</b>
Beutea (SP) Sdn Bhd	Shareholder	-	-	Direct: 14	To carry on the business of retail of tea drinks and snacks
Beutea (SS15) Sdn Bhd	Shareholder	-	-	Direct: 8.4	To carry on the business of retail of tea drinks and snacks
Beutea (TC) Sdn Bhd	Shareholder	-	-	Direct: 8.4	To carry on the business of retail of tea drinks and snacks
Beutea (TRZ) Sdn Bhd	Shareholder	-	-	Direct: 14	To carry on the business of retail of tea drinks and snacks
Beutea Elite Sdn Bhd	Shareholder	-	-	Direct: 8.4	To carry on the business of retail of tea drinks and snacks
Beutea Holding	Shareholder	-	-	Direct: 10.4	- To carry on the business of retail of tea drinks and snacks - Export, import and distribution of food and beverage material
Beutea International Sdn Bhd	Shareholder	-	-	Direct: 14	To carry on the business of retail of tea drinks and snacks
Yu Qi International Sdn Bhd	Shareholder	-	-	Direct: 8.4	To carry on the business of retail of tea drinks and snacks
United Gomax	Director/ Shareholder	26 April 2024	-	Direct: 21.23*	Investment holding (in shares)
<b>Past directorships</b>					
Beutea International Sdn Bhd	Director	3 February 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

<b>Company</b>	<b>Position held</b>	<b>Date appointed as Director/Date of joining as partner</b>	<b>Date resigned as Director/partner</b>	<b>Direct and indirect equity interest as at the LPD (%)</b>	<b>Principal activities</b>
Beutea Holding	Director	20 April 2022	12 April 2024	-	- To carry on the business of retail of tea drinks and snacks - Export, import and distribution of food and beverage material
Beutea Elite Sdn Bhd	Director	5 October 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (SK) Sdn Bhd	Director	15 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (Kepong) Sdn Bhd	Director	19 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (TC) Sdn Bhd	Director	19 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (PKT) Sdn Bhd	Director	19 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (SS15) Sdn Bhd	Director	19 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (Klang) Sdn Bhd	Director	19 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (CTS) Sdn Bhd	Director	19 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (GH) Sdn Bhd	Director	22 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (1U) Sdn Bhd	Director	22 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

<b>Company</b>	<b>Position held</b>	<b>Date appointed as Director/Date of joining as partner</b>	<b>Date resigned as Director/partner</b>	<b>Direct and indirect equity interest as at the LPD (%)</b>	<b>Principal activities</b>
Beutea (SP) Sdn Bhd	Director	22 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (PDH) Sdn Bhd	Director	23 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (TRZ) Sdn Bhd	Director	23 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (Puchong) Sdn Bhd	Director	23 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Golden Whale International	Director	16 November 2018	29 September 2023	-	Importer, exporter, manufacturing, process, wholesale, distribute and trading food and beverages, serving food and beverages activities; consultancy services
Golden Tea International Sdn Bhd	Director	6 May 2019	31 May 2023	-	Importers, exporter, manufacturing, processing wholesalers, distributing and trading in all kinds of food and beverages. Food and beverage serving activities providing complete meals or drinks for immediate consumptions
Golden Whale (Gateway) Sdn Bhd	Director	1 July 2020	31 May 2023	-	To carry on the business as food and beverage serving activities, providing complete meals and drinks for immediate consumption.
Golden Whale (Paradigm) Sdn Bhd	Director	13 July 2020	31 May 2023	-	To carry on the business as food and beverage serving activities providing complete meals and drinks for immediate consumption
Golden Boba Sdn Bhd	Director	20 July 2020	8 August 2023	-	Retail sale of tea, coffee, soft drinks, mineral water and other beverages

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

<b>Company</b>	<b>Position held</b>	<b>Date appointed as Director/Date of joining as partner</b>	<b>Date resigned as Director/partner</b>	<b>Direct and indirect equity interest as at the LPD (%)</b>	<b>Principal activities</b>
Cunfry	Director	9 April 2021	31 May 2023	-	Distribution and trading of beverage ingredients, packaging and snacks for Korean style fast food restaurants
Yu Qi International Sdn Bhd	Director	13 January 2022	12 April 2024	-	Export and import of other food products.; retail sale of tea, coffee, soft drinks, mineral water and other beverages

**Notes:**

- \* Chan Yen Min also holds shares indirectly by virtue of her spouse, Koay Song Leng's direct shareholdings in these companies pursuant to Section 8 of the Act. The details of her indirect shareholdings in these companies are further detailed in her spouse's involvement in other businesses set out in Section 5.2.4(iv) of this Prospectus.
- (1) Brilliant Legend Sdn Bhd has been dormant since incorporation and there is no immediate plan for this company currently.

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**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

**(iv) Koay Song Leng**

<b>Company</b>	<b>Position held</b>	<b>Date appointed as Director/Date of joining as partner</b>	<b>Date resigned as Director/partner</b>	<b>Direct and indirect equity interest as at the LPD (%)</b>	<b>Principal activities</b>
<b>Present involvement</b>					
Brilliant Elite Sdn Bhd	Director / Shareholder	4 April 2023	-	Direct: 16*	Activities of holding company (in property)
Brilliant Legend Sdn Bhd	Director / Shareholder	17 August 2023	-	Direct: 15*	Dormant <sup>(1)</sup>
Beutea (CTS) Sdn Bhd	Shareholder	-	-	Direct: 8	To carry on the business of retail of tea drinks and snacks
Beutea (GH) Sdn Bhd	Shareholder	-	-	Direct: 10	To carry on the business of retail of tea drinks and snacks
Beutea (Kepong) Sdn Bhd	Shareholder	-	-	Direct: 7	To carry on the business of retail of tea drinks and snacks
Beutea (Klang) Sdn Bhd	Shareholder	-	-	Direct: 6	To carry on the business of retail of tea drinks and snacks
Beutea (PDH) Sdn Bhd	Shareholder	-	-	Direct: 6	To carry on the business of retail of tea drinks and snacks
Beutea (PKT) Sdn Bhd	Shareholder	-	-	Direct: 6	To carry on the business of retail of tea drinks and snacks
Beutea (Puchong) Sdn Bhd	Shareholder	-	-	Direct: 6	To carry on the business of retail of tea drinks and snacks
Beutea (SK) Sdn Bhd	Shareholder	-	-	Direct: 6	To carry on the business of retail of tea drinks and snacks
Beutea (SP) Sdn Bhd	Shareholder	-	-	Direct: 10	To carry on the business of retail of tea drinks and snacks

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

<b>Company</b>	<b>Position held</b>	<b>Date appointed as Director/Date of joining as partner</b>	<b>Date resigned as Director/partner</b>	<b>Direct and indirect equity interest as at the LPD (%)</b>	<b>Principal activities</b>
Beutea (SS15) Sdn Bhd	Shareholder	-	-	Direct: 6	To carry on the business of retail of tea drinks and snacks
Beutea (TC) Sdn Bhd	Shareholder	-	-	Direct: 6	To carry on the business of retail of tea drinks and snacks
Beutea (1U) Sdn Bhd	Shareholder	-	-	Direct: 6	To carry on the business of retail of tea drinks and snacks
Beutea (TRZ) Sdn Bhd	Shareholder	-	-	Direct: 10	To carry on the business of retail of tea drinks and snacks
Beutea Elite Sdn Bhd	Shareholder	-	-	Direct: 6	To carry on the business of retail of tea drinks and snacks
Beutea Holding	Shareholder	-	-	Direct: 7.4	- To carry on the business of retail of tea drinks and snacks - Export, import and distribution of food and beverage material
Beutea International Sdn Bhd	Shareholder	-	-	Direct: 10	To carry on the business of retail of tea drinks and snacks
Yu Qi International Sdn Bhd	Shareholder	-	-	Direct: 6	To carry on the business of retail of tea drinks and snacks
United Gomax	Shareholder	-	-	Direct: 14.89*	Investment holding (in shares)
<b>Past directorships</b>					
Beutea (CTS) Sdn Bhd	Director	19 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (GH) Sdn Bhd	Director	22 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

<b>Company</b>	<b>Position held</b>	<b>Date appointed as Director/Date of joining as partner</b>	<b>Date resigned as Director/partner</b>	<b>Direct and indirect equity interest as at the LPD (%)</b>	<b>Principal activities</b>
Beutea (Kepong) Sdn Bhd	Director	19 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (Klang) Sdn Bhd	Director	19 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (PDH) Sdn Bhd	Director	23 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (PKT) Sdn Bhd	Director	19 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (Puchong) Sdn Bhd	Director	23 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (SK) Sdn Bhd	Director	15 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (SP) Sdn Bhd	Director	22 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (SS15) Sdn Bhd	Director	19 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea (TC) Sdn Bhd	Director	19 December 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea Elite Sdn Bhd	Director	5 October 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Beutea Holding	Director	20 April 2022	12 April 2024	-	- To carry on the business of retail of tea drinks and snacks - Export, import and distribution of food and beverage material

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

<b>Company</b>	<b>Position held</b>	<b>Date appointed as Director/Date of joining as partner</b>	<b>Date resigned as Director/partner</b>	<b>Direct and indirect equity interest as at the LPD (%)</b>	<b>Principal activities</b>
Beutea International Sdn Bhd	Director	3 February 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks
Black Whale SP Sdn Bhd	Director	6 November 2020	30 September 2023	-	Importer, exporter, manufacturing, processing, wholesales, distributing, trading in all kinds of food and beverage serving activities providing complete meals or drinks fit for immediate consumption
Cunfry	Director	9 April 2021	31 May 2023	-	Distribution and trading of beverage ingredients, packaging and snacks for Korean style fast food restaurants
Golden Whale East Sdn Bhd	Director	25 November 2020	31 May 2023	-	Importer, exporter, manufacturing, processing, wholesales, distributing, trading in all kinds of food and beverage serving activities providing complete meals or drinks fit for immediate consumption
Golden Whale International	Director	21 April 2021	14 September 2021	-	Importer, exporter, manufacturing, process, wholesale, distribute and trading food and beverages, serving food and beverages activities ; consultancy services
Golden Whale Pyramid Sdn Bhd	Director	28 August 2019	30 September 2023	-	Retail sale of tea, coffee, soft drinks, mineral water and other beverages
Golden Whale (Gateway) Sdn Bhd	Director	1 July 2020	31 May 2023	-	To carry on the business as food and beverage serving activities, providing complete meals and drinks for immediate consumption
Golden Whale (Paradigm) Sdn Bhd	Director	13 July 2020	31 May 2023	-	To carry on the business as food and beverage serving activities providing complete meals and drinks for immediate consumption



**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

<b>Company</b>	<b>Position held</b>	<b>Date appointed as Director/Date of joining as partner</b>	<b>Date resigned as Director/partner</b>	<b>Direct and indirect equity interest as at the LPD (%)</b>	<b>Principal activities</b>
Yu Qi International Sdn Bhd	Director	13 January 2022	12 April 2024	-	To carry on the business of retail of tea drinks and snacks

**Notes:**

- \* Koay Song Leng also holds shares indirectly by virtue of his spouse, Chan Yen Min's direct shareholdings in these companies pursuant to Section 8 of the Act. The details of his indirect shareholdings in these companies are further detailed in his spouse's involvement in other businesses set out in Section 5.2.4(iii) of this Prospectus.
- (1) Brilliant Legend Sdn Bhd has been dormant since incorporation and there is no immediate plan for this company currently.

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**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

**(v) Datuk Christopher Wan Soo Kee**

<b>Company</b>	<b>Position held</b>	<b>Date appointed as Director/Date of joining as partner</b>	<b>Date resigned as Director/partner</b>	<b>Direct and indirect equity interest as at the LPD (%)</b>	<b>Principal activities</b>
<b>Present involvement</b>					
HE Group Berhad <sup>(1)</sup>	Independent Non-Executive Chairman	26 May 2023	-	Direct: 0.011	Activities of holding companies – a mechanical, electrical and process contractor company listed on the ACE Market of Bursa Securities
<b>Past directorship</b>					
OS Setia Security Sdn Bhd	Director	1 August 2023	30 October 2023	-	Private security activities; other building and industrial cleaning activities

**Note:**

(1) A company listed on the ACE Market of Bursa Securities.

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**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

**(vi) Datin Gan Kok Ling**

Company	Position held	Date appointed as Director/Date of joining as partner	Date resigned as Director/partner	Direct and indirect equity interest as at the LPD (%)	Principal activities
<b>Present Involvement</b>					
CYL Corporation Berhad <sup>(1)</sup>	Independent Non-Executive Director	27 January 2022	-	-	Investment holding company involved in plastic packaging industry via its subsidiary
ELK-Desa Resources Berhad <sup>(1)</sup>	Independent Non-Executive Director	19 August 2022	-	-	Investment holding company involved in business of hire purchase financing for used motor vehicles as well as selling general insurance policies as an insurance agent, and also in the business of trading and wholesaling of home furniture via its subsidiaries
Famous Five Foods Sdn Bhd	Director / shareholder	3 July 2015	-	Indirect: 25 <sup>(2)</sup>	Investment holding company involved in a standalone fine dining restaurant/bar business
Famous Five Ventures Sdn Bhd	Director / Shareholder	17 April 2015	-	Direct: 25	Investment holding (in shares)
<b>Past directorship</b>					
Binasat Communications Berhad <sup>(3)</sup>	Independent Non-Executive Director	1 January 2023	1 April 2024	-	Investment holding company involved in the provision of supporting services for VSAT (very small aperture terminal) network engineering services, mobile network engineering services, fiber network engineering services, satellite hub / teleport & digital satellite news gathering services via its subsidiaries

**Notes:**

- (1) A company listed on the Main Market of Bursa Securities.
- (2) Deemed interested through shares held in Famous Five Ventures Sdn Bhd.
- (3) A company listed on the ACE Market of Bursa Securities.

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

### 5.2.5 Involvement of our Promoters and Substantial Shareholders, Managing Director and Executive Director in other businesses or corporations

Save as disclosed in Section 5.2.4 of this Prospectus, our Managing Director Dato' Chan Jian Chern, and Executive Directors (namely Chan Yen Min and Koay Song Leng) who are also our Promoters and substantial shareholders are not involved in other businesses or corporations. Their involvement in other businesses or corporations is not expected to affect the operations of our Group as their involvement in the aforesaid companies are minimal as these companies are either investment holding of shares or properties, or such businesses' or corporations' operations do not require their involvement on a day-to-day basis. In addition, these businesses or corporations are managed by or operated by the other shareholders and/or directors and/or have their own management team. Their present involvement in the business or corporations set out in Section 5.2.4 of this Prospectus does not give rise to any conflict or potential conflict of interest with our business save as set out in Section 10.1.1 of this Prospectus. Hence, our Board is of the view that this would not affect their contribution and performance in our Group.

Please refer to Section 10.1.1 of this Prospectus for further details of our Managing Director and Executive Directors' involvement in businesses or corporations that carry on a similar trade as that of our Group.

### 5.2.6 Key Senior Management

Our Key Senior Management comprises the following:

Name	Age	Nationality	Designation
Goh Ting Keong (M)	52	Malaysian	CFO
Ho Poh Chian (M)	46	Malaysian	Head Chef
Chan Wei Jet (M)	38	Malaysian	Business Development and FMCG Manager
Koay Chor Leng (F)	42	Malaysian	Retail Operation Manager
Debbie Liew Jing Yi (F)	30	Malaysian	Human Resource Manager

**Notes:**

(M) Male.

(F) Female.

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

**5.2.7 Key Senior Management's shareholdings**

The direct and indirect shareholdings of our Key Senior Management in our Company as at the LPD and after our IPO are as follows:

Name	Before our IPO/As at the LPD				After our IPO and Share Transfer			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(1) %	No. of Shares	(1) %	No. of Shares	(2) (3) %	No. of Shares	(3) %
Goh Ting Keong	10,685,544	0.68	-	-	11,485,544	0.57	-	-
Ho Poh Chian <sup>(4)</sup>	46,734,299	2.95	-	-	1,300,000	0.06	-	-
Chan Wei Jet	-	-	-	-	800,000	0.04	-	-
Koay Chor Leng <sup>(4)</sup>	46,346,910	2.93	-	-	1,300,000	0.06	-	-
Debbie Liew Jing Yi	-	-	-	-	600,000	0.03	-	-

**Notes:**

- (1) Based on our number of issued Shares of 1,581,899,000 Shares after the Acquisitions but before our IPO.
- (2) Based on our enlarged number of issued Shares of 2,000,000,000 Shares after our IPO.
- (3) Assuming that the Pink Form Allocation will be fully subscribed.
- (4) Ho Poh Chian and Koay Chor Leng respectively hold 3.19% and 3.16% in United Gomax. After the Acquisitions, their respective shareholdings in our Company will be transferred to United Gomax pursuant to the Share Transfer further detailed in Section 4.1.1.3 of this Prospectus.

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**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

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**5.2.8 Profile of Key Senior Management**

The profiles of the Key Senior Management of our Group are as follows:

**(i) Goh Ting Keong**  
*CFO*

Goh Ting Keong, Malaysian aged 52, is our CFO. He obtained a Diploma in Commerce (Financial Accounting) from Tunku Abdul Rahman College in 1996.

In 2000, he was admitted as a member of the Association of Chartered Certified Accountants. In 2003, he became a member of the Malaysian Institute of Accountants. Subsequent to that, he obtained a Master of Business Administration in 2006 from Universiti Utara Malaysia. In 2016, he qualified as a certified financial planner with the Financial Planning Association of Malaysia. In 2018, he was admitted as a member of the Malaysian Institute of Chartered Secretaries and Administrators. He has over 27 years of experience in audit and financial roles via his involvement in multiple companies.

He began his career with Khoo, Wong & Chan, an audit firm as an audit assistant in 1997. His responsibilities included auditing for small and medium enterprises. Later in 1998, he left Khoo, Wong & Chan and joined S.S. Ang & Co, an audit firm as an audit assistant and was promoted to be an audit semi senior in 2000. He was responsible for planning and conducting audits. In 2000, he had left S.S. Ang & Co to join Rohan Mah & Partners, an audit firm as an audit senior and left in 2002. During his time with Rohan Mah & Partners, his responsibilities revolved around conducting audits of private companies involved in a range of business activities including investment holding, shipping, manufacturing and trading. From 2003 to 2008, he was a Finance Manager at Lean Kee Chan Sdn Bhd, a company focusing in FMCG wholesale and distribution of household consumer goods where he was responsible for overseeing the accounting functions of the business, implementing an Enterprise Resources Planning (ERP) system and improving the company's standard of procedure. In 2008, he joined GKY Machinery (M) Sdn Bhd, a company involved in the business of importing, exporting, wholesale and distribution of heavy machineries, as the financial controller, where he was responsible for overseeing accounting functions including cashflow, budgeting, improvement of the company's standard of procedure and assist in implementing an ERP system.

After leaving GKY Machinery (M) Sdn Bhd in 2010, he became a director and shareholder of SL Machinery and Equipment Sdn Bhd, a company involved in the business of importing, wholesale and distribution of heavy machineries where he also held the role of CFO for 5 years between 2010 and 2015. He was responsible for the accounting department of the company and its financial strategies including internal control, capital management and financial planning. He resigned as a director in 2017 and disposed his shares in SL Machinery and Equipment Sdn Bhd in 2018. In 2016, he set up a sole proprietorship by the name of Bizway Management Services, which was engaged in business activities of financial planning and management consultation including providing accounting and secretarial services. He subsequently set up Bizway Management Sdn Bhd in 2019 and was responsible for the overall accounting, secretarial and taxation functions. He also set up Bizway Accounting Sdn Bhd in 2019 and Bizway Taxation Sdn Bhd in 2020. In 2024, he ceased directorships and disposed his shareholdings in these companies to focus on his role in our Group.

In 2023, he was appointed as our CFO and is responsible for the cashflow and financial management of our Group and the implementation of ERP system. He also oversees the accounting, taxation, company secretarial matters, and internal control functions of our Group.

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*Cont'd*)

Further details of his principal business activities at present, and directorships in any other corporations outside of our Group, at present and in the past five (5) years preceding the LPD are as set out in Section 5.2.9(i) of this Prospectus.

**(ii) Ho Poh Chian**  
*Head Chef*

Ho Poh Chian, Malaysian, aged 46, is the Head Chef of Oriental Kopi.

In 1995, he began his career in Singapore with Bao Bao Seafood working as a chef. His responsibilities mainly concerned food preparation in the kitchen. In 1998, he set up a restaurant called Restaurant Man Xiang in Muar Malaysia to engage in the business of serving seafood and Chinese cuisine. In 2001, he joined Golden Caffe Cafe in Singapore as a chef where he accumulated 10 years of experience from leading and managing the culinary team. In 2012, he was appointed as a chef in Bay Street 66. His responsibilities included creating ingredient prep lists for the kitchen. In 2016, he left Bay Street 66 and set up New York Café at Johor Bahru, Malaysia. Appointed as director of New York Café, he was in charge of ensuring compliance with health regulations and maintaining standards in relation to food storage, quality, rotation and appearance.

In 2017, he set up H3T Holdings Sdn Bhd and started a restaurant business under the name HT Kitchen in Johor as a director and chef where his responsibilities included establishing maintenance and cleaning schedules for equipment, storage and work areas, as well as participating in the interview and selection process of kitchen staff. H3T Holdings Sdn Bhd has been dissolved.

In 2020, he was appointed as our Head Chef and is responsible for the management of our kitchen staff, ordering of ingredients and inspection of our outlets to ensure standard operating procedures, hygiene standards and food quality are maintained. He is also involved in the research and development of our menus.

Further details of his principal business activities at present, and directorships in any other corporations outside of our Group, at present and in the past five (5) years preceding the LPD are as set out in Section 5.2.9(ii) of this Prospectus.

**(iii) Chan Wei Jet**  
*Business Development and FMCG Manager*

Chan Wei Jet, Malaysian, aged 38 is our Business Development and FMCG Manager.

He began his career with Tenggara Telecentre Trading as a Sales Executive in 2006. His responsibilities at the time included promoting mobile phones and network data plans to customers. In 2014, Tenggara Telecentre Sdn Bhd was set up by Dato' Chan Jian Chern to carry on the business of Tenggara Telecentre Trading under a private limited company. In 2015, he worked as a Sales Manager at Tenggara Telecentre Sdn Bhd where he was responsible to lead sales executives and monitor sales performance in relation to mobile phones, accessories and mobile network data plans. He left Tenggara Telecentre Sdn Bhd in 2016 to join Leagoo (M) Sdn Bhd, a wholesaler and retailer of among others, handphones, computers and telecommunication equipment and was appointed as Sales Manager, being in charge of managing the key accounts of master dealers of mobile phones under the brand of "Leagoo" and strategy planning to enhance sales of the master dealers. He left Leagoo (M) Sdn Bhd in 2021. In 2022, he joined Golden Whale International, which is in the business of a bubble tea retail chain under the "Black Whale" brand, as a Sales Manager and was responsible for implementing sales and marketing strategies. In 2023, he left Golden Whale International and was appointed as our Business Development and FMCG Manager. His responsibilities include managing the key account customer portfolios and ensuring sustainable growth of our brands of packaged foods sales by exploring new markets.

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

He is the cousin of our Managing Director, Dato' Chan Jian Chern and Executive Director, Chan Yen Min.

Further details of his principal business activities at present, and directorships in any other corporations outside of our Group, at present and in the past five (5) years preceding the LPD are as set out in Section 5.2.9(iii) of this Prospectus.

**(iv) Koay Chor Leng**  
*Retail Operation Manager*

Koay Chor Leng, Malaysian, aged 42, is our Retail Operation Manager. In 2005, she obtained a Bachelor of Applied Science in Food Science with Distinction from Charles Sturt University, Australia.

She began her career with CS Progym's Pharmaceutical Sdn Bhd, a manufacturer of health essences, health food and pharmaceutical products in 2005 as an Assistant QA Supervisor, responsible for supervising cleanliness and hygiene, and conducting quality checks on raw materials and final products. In 2006, she left CS Progym's Pharmaceutical Sdn Bhd and joined Intec LW Malaysia Sdn Bhd (now known as Oriana Life & Wellness Malaysia Sdn Bhd) which engages in the business of direct selling, trading and marketing of health and food supplements as a Nutritionist, conducting health and nutrition consultancy, and bone screening tests for customers, addressing product-related queries and complaints.

In 2008, she was promoted as an Assistant Manager (Marketing) cum Nutritionist, overseeing sales, new product launches, and marketing activities. Her role included on-the-job training, collaboration on health talks and seminars, and maintaining distributor relationships.

She left Intec LW Malaysia Sdn Bhd in 2012 and joined Tesco Stores (Malaysia) Sdn Bhd (now known as Lotuss Stores (Malaysia) Sdn Bhd) which is in the business of operating retail chain outlets under the Lotus's brand as a Product Assessment Manager. She was responsible for ensuring compliance with quality policies, collaborating with cross-functional teams, implementing ISO 9001:2008 systems, and efficiently managing financial aspects such as revenue and costs on a monthly basis.

In 2015, she left Tesco Stores (Malaysia) Sdn Bhd and joined Shaklee Products (Malaysia) Sdn Bhd, in which its business is in direct selling, trading, supplying, importing, exporting, and to act as distributing agents for nutritional products, health care and personal care products where she was appointed as Assistant Business Development Manager. She was later promoted to Business Development Manager in 2017. Her responsibilities at Shaklee Products (Malaysia) Sdn Bhd included developing, implementing and monitoring field and product training programs. She left Shaklee Products (Malaysia) Sdn Bhd in 2020.

In 2020, she was appointed as our Retail Operation Manager and is responsible for overseeing the operations and business performance of our cafes, managing the scheduling of staff and maintaining customer satisfaction by addressing any complaints made.

She is the sister of Koay Song Leng and the sister-in-law of Chan Yen Min, who are both Executive Directors.

Further details of her principal business activities at present, and directorships in any other corporations outside of our Group, at present and in the past five (5) years preceding the LPD are as set out in Section 5.2.9(iv) of this Prospectus.



**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

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**(v) Debbie Liew Jing Yi**  
*Human Resource Manager*

Debbie Liew Jing Yi, Malaysian, aged 30 is our Human Resource Manager. She obtained a Bachelor of Psychology with Honours (Industrial and Organisational Psychology) in 2017 from University Malaysia Sabah, Malaysia.

She began her career with VBC Electro-Heat Sdn Bhd, a manufacturer of electric heaters and other electrical products, as a Human Resource Officer in 2017 and later was promoted to a HR Executive in the Department of Human Resources in 2019. Her responsibilities in VBC Electro-Heat Sdn Bhd include overall training and development, recruitment, payroll administration, renewal of foreign workers work permit, dealing with disciplinary matters, preparing monthly reports, handling staff requisition and claims, HR administration, management of company related events and activities and ad-hoc duties as assigned.

She left VBC Electro-Heat Sdn Bhd in 2021 to join our Group, as Human Resource Officer where she was responsible for the recruitment and selection process, payroll administration and attendance checking, support the management of disciplinary and grievance issues, provide general human resource administrative support, and was subsequently promoted to Human Resource Manager in 2024 where she was in charge of overseeing our Group's human resource and administration department in relation to managing payroll administration, overall staff recruitment and management.

Presently, she does not hold any directorships nor is involved in any business activities outside of our Group.

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**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

**5.2.9 Involvement of our Key Senior Management in other businesses/corporations**

Save as disclosed below, none of our Key Senior Management have principal business activities outside our Group as at the LPD. They also do not have directorships outside our Group at the present and in the past five (5) years preceding the LPD, save as disclosed below:

**(i) Goh Ting Keong**

Company / Partnership	Position held	Date appointed as Director/Date of joining as partner	Date resigned as Director/partner	Direct and indirect equity interest as at the LPD (%)	Principal activities
<b>Present involvement</b>					
SL Equipment Rental Sdn Bhd	Shareholder	-	-	Direct: 6	Renting and operational leasing of trucks, utility trailers and recreational vehicles
Zero Healthcare IOT Sdn Bhd	Shareholder	-	-	Direct: 7	Other retail sale of new goods in specialized stores.; retail sale of any kind of product over the internet; other retail sale not in stores, stalls or markets
Zero Healthcare Sdn Bhd	Shareholder	-	-	Direct: 7	<ul style="list-style-type: none"> <li>- Trading in health care equipment</li> <li>- E-commerce</li> <li>- Import and export of health care equipment</li> </ul>
Beutea International Sdn Bhd	Shareholder	-	-	Direct: 3	To carry on the business of retail of tea drinks and snacks
Yu Qi International Sdn Bhd	Shareholder	-	-	Direct: 1.8	To carry on the business of retail of tea drinks and snacks
Beutea Holding	Shareholder	-	-	Direct: 2.2	<ul style="list-style-type: none"> <li>- To carry on the business of retail of tea drinks and snacks</li> <li>- Export, import and distribution of food and beverage material</li> </ul>

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

<b>Company / Partnership</b>	<b>Position held</b>	<b>Date appointed as Director/Date of joining as partner</b>	<b>Date resigned as Director/partner</b>	<b>Direct and indirect equity interest as at the LPD (%)</b>	<b>Principal activities</b>
JBC Mining Resources Sdn Bhd	Shareholder	-	-	Direct: 5	- Export of variety of goods without any particular specialization including minerals, silica sand, kaolin clays - Trader and export of kaolin clays
Beutea Elite Sdn Bhd	Shareholder	-	-	Direct: 1.8	To carry on the business of retail of tea drinks and snacks
Beutea (SK) Sdn Bhd	Shareholder	-	-	Direct: 1.8	To carry on the business of retail of tea drinks and snacks
Beutea (Kepong) Sdn Bhd	Shareholder	-	-	Direct: 2.1	To carry on the business of retail of tea drinks and snacks
Beutea (TC) Sdn Bhd	Shareholder	-	-	Direct: 1.8	To carry on the business of retail of tea drinks and snacks
Beutea (PKT) Sdn Bhd	Shareholder	-	-	Direct: 1.8	To carry on the business of retail of tea drinks and snacks
Beutea (SS15) Sdn Bhd	Shareholder	-	-	Direct: 1.8	To carry on the business of retail of tea drinks and snacks
Beutea (Klang) Sdn Bhd	Shareholder	-	-	Direct: 1.8	To carry on the business of retail of tea drinks and snacks
Beutea (CTS) Sdn Bhd	Shareholder	-	-	Direct: 2.4	To carry on the business of retail of tea drinks and snacks
Beutea (GH) Sdn Bhd	Shareholder	-	-	Direct: 3	To carry on the business of retail of tea drinks and snacks
Beutea (1U) Sdn Bhd	Shareholder	-	-	Direct: 1.8	To carry on the business of retail of tea drinks and snacks

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

<b>Company / Partnership</b>	<b>Position held</b>	<b>Date appointed as Director/Date of joining as partner</b>	<b>Date resigned as Director/partner</b>	<b>Direct and indirect equity interest as at the LPD (%)</b>	<b>Principal activities</b>
Beutea (SP) Sdn Bhd	Shareholder	-	-	Direct: 3	To carry on the business of retail of tea drinks and snacks
Beutea (PDH) Sdn Bhd	Shareholder	-	-	Direct: 1.8	To carry on the business of retail of tea drinks and snacks
Beutea (TRZ) Sdn Bhd	Shareholder	-	-	Direct: 3	To carry on the business of retail of tea drinks and snacks
Beutea (Puchong) Sdn Bhd	Shareholder	-	-	Direct: 1.8	To carry on the business of retail of tea drinks and snacks
<b>Past directorship</b>					
Bizway Accounting Sdn Bhd	Director	23 September 2019	20 February 2024	-	To carry on the business as accounting and advisory servicing provider
Bizway Taxation Sdn Bhd	Director	2 July 2020	20 February 2024	-	To carry on the business as tax agent for personal and business income tax return, including tax consultation and representation on behalf of clients, SST & GST preparation and advisory services and other business consultancy services
Bizway Advisory Sdn Bhd	Director	30 July 2023	20 February 2024	-	Personal and business management, advisory, consultation and coaching services.
Bizway Management Sdn Bhd	Director	24 June 2019	20 February 2024	-	Business management consultancy services
Successpace Advisory Sdn Bhd	Director	30 November 2022	8 February 2024	-	Secretarial support services; business management consultancy services
Maxwealth Advisory Sdn Bhd	Director	29 September 2016	25 August 2020	-	Advisory, management, training and consultancy services

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

**(ii) Ho Poh Chian**

Company / Partnership	Position held	Date appointed as Director/Date of joining as partner	Date resigned as Director/partner	Direct and indirect equity interest as at the LPD (%)	Principal activities
<b>Present involvement</b>					
Brilliant Elite Sdn Bhd	Shareholder	-	-	Direct: 3	Activities of holding companies (in property)
Brilliant Legend Sdn Bhd	Shareholder	-	-	Direct: 1.5	Dormant <sup>(1)</sup>
United Gomax	Shareholder	-	-	Direct: 3.19	Investment holding (in shares)
<b>Past directorship</b>					
Nil					

**Note:**

(1) Brilliant Legend Sdn Bhd has been dormant since incorporation and there is no immediate plan for this company currently.

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

**(iii) Chan Wei Jet**

Company / Partnership	Position held	Date appointed as Director/Date of joining as partner	Date resigned as Director/partner	Direct and indirect equity interest as at the LPD (%)	Principal activities
<b>Present involvement</b>					
Eminent Global Holdings Sdn Bhd	Shareholder	-	-	Direct: 25	Dealers of communication equipment, handphone accessories, watches and clocks
Tenggara Telecentre Sdn Bhd	Shareholder	-	-	Direct: 4	Handphone & accessories retailer. To carry on the business as retail sale of handphone, computer (including of PC & laptop), telecommunication equipment, electrical products, telco, face mask, hand sanitizer & thermometer. Repairer of handphone & computer. Online seller of handphone, telco, computer, telecommunication equipment, electrical products, face mask, hand sanitizer & thermometer.
United Trimax Holdings Sdn Bhd	Shareholder	-	-	Direct: 10	Investment holdings (in shares)
<b>Past directorship</b>					
Black Whale SP Sdn Bhd	Director	6 November 2020	27 February 2024	-	Importer, exporter, manufacturing, processing, wholesales, distributing, trading in all kinds of food and beverage serving activities providing complete meals or drinks fit for immediate consumption
Golden Whale East Sdn Bhd	Director	25 November 2020	31 May 2023	-	Importer, exporter, manufacturing, processing, wholesales, distributing, trading in all kinds of food and beverage. Food and beverage serving activities providing complete meals or drinks fit for immediate consumption

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)****(iv) Koay Chor Leng**

Company / Partnership	Position held	Date appointed as Director/Date of joining as partner	Date resigned as Director/partner	Direct and indirect equity interest as at the LPD (%)	Principal activities
<b>Present involvement</b>					
Brilliant Elite Sdn Bhd	Shareholder	-	-	Direct: 3	Activities of holding companies (in property)
Brilliant Legend Sdn Bhd	Shareholder	-	-	Direct: 1.5	Dormant <sup>(1)</sup>
United Gomax	Shareholder	-	-	Direct: 3.16	Investment holding (in shares)
<b>Past directorship</b>					
Nil					

**Note:**

(1) Brilliant Legend Sdn Bhd has been dormant since incorporation and there is no immediate plan for this company currently.

Our Board is of the view that the involvement of the above Key Senior Management in other business activities outside our Group will not affect their contributions to our Group and would not be expected to affect the operations of our Group as their involvement in the above companies are minimal as these companies are either investment holding of shares or properties, or such businesses' or corporations' operations do not require their involvement on a day-to-day basis. Further, other than set out in Section 10.1.1 of this Prospectus, their involvement does not give rise to any conflict or potential conflict of interest with our business.

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*Cont'd*)

### 5.3 BOARD PRACTICES

#### 5.3.1 Directorship

As at the LPD, the details of the date of expiration of the current term of office for each of our Directors and the period for which the Directors have served in that office are as follows:

Name	Date of appointment	Date of expiration of the current term of office	Approximate no. of years in office up to the date of this Prospectus
Tengku Hishammuddin Zaizi	17 May 2024	At our first AGM	Less than one (1) year
Dato' Chan Jian Chern	23 February 2024	At our first AGM	Less than one (1) year
Chan Yen Min	23 February 2024	At our first AGM	Less than one (1) year
Koay Song Leng	23 February 2024	At our first AGM	Less than one (1) year
Datuk Christopher Wan Soo Kee	17 May 2024	At our first AGM	Less than one (1) year
Datin Gan Kok Ling	17 May 2024	At our first AGM	Less than one (1) year
Wong Pai Sent	17 May 2024	At our first AGM	Less than one (1) year

#### 5.3.2 Audit and Risk Management Committee ("ARMC")

Our ARMC was established on 24 May 2024 and its members are appointed by our Board. Our ARMC comprises the following members:

Name	Designation	Directorship
Wong Pai Sent	Chairperson	Independent Non-Executive Director
Datuk Christopher Wan Soo Kee	Member	Independent Non-Executive Director
Datin Gan Kok Ling	Member	Independent Non-Executive Director

The main functions of our ARMC as stated in its terms of reference includes, among others, the following:

- (i) to consider any matters concerning the appointment and re-appointment, the audit and non-audit fees and any questions of resignation or dismissal of external auditors, and further ensure the suitability, objectivity and independence of external auditors;
- (ii) to review with the external auditors:
  - (a) their audit plan, scope and nature of the audit of our Group;
  - (b) their evaluation and findings of the system of risk management and internal controls;
  - (c) their audit reports on financial statements;
  - (d) the management letter and management's response with regard to problems and reservations arising from their audits;



**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

- (e) the coordination of audits where more than one audit firm is involved; and
- (f) any other matters that the external auditors may wish to discuss (in the absence of management where necessary).
- (iii) to ensure coordination between the external auditors and the internal auditors;
- (iv) to review and assess the adequacy of the scope, functions, competency, experience and resources of the internal audit functions of which the internal auditors should report directly to the ARMC and to ensure the internal auditors are independent and objective and have the relevant qualifications and be responsible for assuring the ARMC that the internal controls are operating effectively;
- (v) to review the internal audit plan, processes, the results of internal audit assessments, investigations undertaken and whether or not appropriate action is taken on the recommendations made;
- (vi) to review the adequacy and effectiveness of our Group's internal control systems, anticorruption and whistle-blowing as evaluated, identified and reported by our management, internal or external auditors as well as to review whether actions taken to ratify the same are appropriate or timely;
- (vii) to review the quarterly results and year-end financial statements of our Group before the approval by our Board;
- (viii) to prepare the ARMC Report at the end of each financial year for inclusion in the annual report of our Company;
- (ix) to ensure that the Board establishes a comprehensive framework/policy to identify, evaluate, approve and report related party transactions;
- (x) to assess all the disclosed conflicts by our Directors and key senior management, to evaluate their nature, significance and potential impact on our Group;
- (xi) to assist our Board to effectively discharge its risk oversight responsibilities by monitoring and overseeing our Group's risk management and processes in identifying, evaluating, monitoring and managing significant risks within our Group;
- (xii) to review our Group's risk management policy and implementation of the risk management framework;
- (xiii) to report promptly to Bursa Securities on any matter which has not been satisfactorily resolved resulting in a breach of the Listing Requirements;
- (xiv) to verify the allocation of options under a share issuance scheme or the allocation of shares according to any incentive plan for employees of our Group, if any;
- (xv) to review and conduct an annual performance evaluation of the internal and external auditors in respect of each financial year under review; and
- (xvi) to carry out such other functions or assignments as may be delegated by our Board from time to time.

The recommendations of our ARMC are subject to the approval of our Board.

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*Cont'd*)

### 5.3.3 Nomination Committee

Our Nomination Committee was established on 24 May 2024 and its members are appointed by our Board. Our Nomination Committee comprises the following members:

Name	Designation	Directorship
Datin Gan Kok Ling	Chairperson	Independent Non-Executive Director
Datuk Christopher Wan Soo Kee	Member	Independent Non-Executive Director
Wong Pai Sent	Member	Independent Non-Executive Director

The main functions of our Nomination Committee's duties and responsibilities as stated in its terms of reference includes, among others, include the following:

- (i) to review, assess, and recommend suitable candidates for appointment as Directors of our Company, as well as retiring Directors seeking re-election at the AGM. When making recommendations to our Board regarding directorship or re-appointment, the Nomination Committee must consider the "Fit and Proper Criteria" outlined in our Company's Directors' Fit and Proper Policy. These criteria include, but are not limited to:
  - (a) diversity in skills, knowledge, expertise, experience, age, cultural background and gender;
  - (b) competence and professionalism;
  - (c) character and integrity;
  - (d) time and commitment;
  - (e) any business interest or relationship that may result in a conflict of interest that could affect the execution of the role; and
  - (f) in the case of candidates for the position of Independent Director, the committee shall also evaluate the candidates' ability to discharge such responsibilities / functions as expected from the Independent Director.
- (ii) to ensure there is a gender-diverse Board and the committee may seek out independent sources to identify qualified candidates for our Board;
- (iii) to evaluate the necessary mix of skills, experience, core competencies, and diversity (including age, cultural background, and gender) of our Board and our Board Committees. Nomination Committee will assess the contribution and performance of each Director to ensure our Board and its Committees operate effectively and efficiently;
- (iv) to review the size, structure, balance, and composition of our Board and our Board Committees to ensure optimal performance;
- (v) to identify and review the core competencies, skills and other qualities including but not limited to the skills, knowledge, experience and diversity required by each of the Non-Executive Directors, that are essential to contribute towards the effectiveness and balance of our Board;
- (vi) to review and evaluate the contributions made by each member of our Board, including the Independent Non-Executive Directors and the Chairman of our Board, as well as the Managing Director and Executive Directors;

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

- (vii) to assess each Director's ability to contribute to our Board's decision-making process and ensure that our Board operates actively, efficiently, and effectively in all its decision-making;
- (viii) to conduct an annual review of the term of office and performance of the ARMC and each of its members. The review will assess whether the Committee and its members have fulfilled their duties in accordance with their terms of reference;
- (ix) to evaluate annually the effectiveness of our Board and our Board Committees as a whole for assessing the contribution to the effectiveness of the decision-making process of our Board;
- (x) to review and assess annually the independence of the Independent Non-Executive Directors of our Company;
- (xi) to review, consider and make recommendations regarding the continuation in office of Independent Non-Executive Directors who have served for more than nine years;
- (xii) to oversee the development of succession planning of our Board and key senior management;
- (xiii) to assess and recommend the re-election of Directors who are due to retire in accordance with our Company's Constitution;
- (xiv) to remain up-to-date and fully informed about strategic issues and commercial changes that impact our Company and the market in which it operates; and
- (xv) to carry out such other functions or assignments as may be delegated by our Board from time to time.

The Director concerned shall abstain from deliberation and voting on his/her own respective re-election.

**5.3.4 Remuneration Committee**

Our Remuneration Committee was established on 24 May 2024 and its members are appointed by our Board. Our Remuneration Committee comprises the following members:

<b>Name</b>	<b>Designation</b>	<b>Directorship</b>
Datuk Christopher Wan Soo Kee	Chairperson	Independent Non-Executive Director
Datin Gan Kok Ling	Member	Independent Non-Executive Director
Wong Pai Sent	Member	Independent Non-Executive Director

The main functions of our Remuneration Committee as stated in its terms of reference includes, among others, the following:

- (i) to review and recommend to our Board the appropriate remuneration packages for all Directors of our Company, with or without professional advice;
- (ii) to review and recommend fees and benefits payable to our Directors;
- (iii) to assist our Board in formulating policies and guidelines for the composition of various components of remuneration such as basic salary, bonus, and other benefits for our Directors and key senior management;

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

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- (iv) to ensure that remuneration packages and benefits for our Directors and key senior management of our Company align with our Company's business strategies, long-term objectives, and remuneration policy, as well as comply with all laws, rules, regulations, and guidelines set by relevant authorities and our Board;
- (v) to develop and administer a fair and transparent procedure for setting policy on the remuneration of our Directors and key senior management, which considers the demands, complexities, and performance of our Company, as well as the skills and experience required;
- (vi) to implement our Board's remuneration policy and procedures in a transparent process, including reviewing and recommending matters related to the remuneration of our Board and key senior management;
- (vii) to ensure that the level of remuneration packages is fair and appropriate according to the industry, general market sentiments, or conditions, and our Company's operating results, as well as our Directors or key senior management's merit, qualification, competence, and individual performance;
- (viii) to ensure that appropriate rewards, benefits, compensation, and remuneration are offered to retain Directors, and structuring remuneration packages to link rewards to individual performance; and
- (ix) to carry out any other functions delegated by our Board that would benefit our Company and ensure the effective discharge of the Remuneration Committee's duties and responsibilities.

The Director(s) concerned shall abstain from deliberation and voting on his/ her own respective remuneration.

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**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

**5.4 REMUNERATION OF DIRECTORS AND KEY SENIOR MANAGEMENT**

**5.4.1 Directors' Remuneration and Material Benefits in-Kind**

The aggregate remuneration and material benefits in-kind paid and proposed to be paid to our current Directors for services rendered to our Group in all capacities for the FYE 2023, FYE 2024 and FYE 2025 are as follows:

<b>FYE 2023 (Actual)</b>	<b>Salary RM'000</b>	<b>Fees RM'000</b>	<b>Bonuses RM'000</b>	<b>Allowances RM'000</b>	<b><sup>(1)</sup> Statutory Contributions RM'000</b>	<b>Benefits in- kind RM'000</b>	<b>Total RM'000</b>
<b>Managing Director/Executive Directors</b>							
Dato' Chan Jian Chern	142	-	10	-	19	-	171
Chan Yen Min	165	-	10	-	22	5	202
Koay Song Leng	165	-	10	-	22	-	197
<b>Independent Non-Executive Directors</b>							
Tengku Hishammuddin Zaizi	-	-	-	-	-	-	-
Datuk Christopher Wan Soo Kee	-	-	-	-	-	-	-
Datin Gan Kok Ling	-	-	-	-	-	-	-
Wong Pai Sent	-	-	-	-	-	-	-

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

FYE 2024 (Paid)	Salary	Fees	Bonuses	Allowances	<sup>(1)</sup> Statutory Contributions	Benefits in- kind	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>Managing Director/Executive Directors</b>							
Dato' Chan Jian Chern	376	-	-	-	46	-	422
Chan Yen Min	315	-	-	9	40	8	372
Koay Song Leng	315	-	-	6	40	2	363
<b>Independent Non-Executive Directors</b>							
Tengku Hishammuddin Zaizi	-	-	-	-	-	-	-
Datuk Christopher Wan Soo Kee	-	-	-	-	-	-	-
Datin Gan Kok Ling	-	-	-	-	-	-	-
Wong Pai Sent	-	-	-	-	-	-	-

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

FYE 2025 (Proposed)	Salary	Fees	Bonuses	Allowances	<sup>(1)</sup> Statutory Contributions	Benefits in- kind	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>Managing Director/Executive Directors</b>							
Dato' Chan Jian Chern	750	-	-(2)	-(2)	98	-	848
Chan Yen Min	470	-	-(2)	-(2)	61	9	540
Koay Song Leng	470	-	-(2)	-(2)	61	21	552
<b>Independent Non-Executive Directors</b>							
Tengku Hishammuddin Zaizi	-	45	-	3	-	-	48
Datuk Christopher Wan Soo Kee	-	32	-	3	-	-	35
Datin Gan Kok Ling	-	32	-	3	-	-	35
Wong Pai Sent	-	32	-	3	-	-	35

**Notes:**

- (1) Comprises contributions to EPF, Employment Insurance System and SOCSO.
- (2) The estimated bonus and allowances to be paid for FYE 2025 is yet to be determined as at the LPD.

The remuneration of our Directors, which includes salaries, fees and allowances, bonuses, as well as other benefits-in-kind, must be considered and recommended by our Remuneration Committee and subsequently, be approved by our Board, subject to the provisions of our Constitution. Our Directors' fees and benefits-in-kind must be further approved and endorsed by our shareholders at a general meeting.

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

### 5.4.2 Key Senior Management's Remuneration and Material Benefits in-Kind

The aggregate remuneration and material benefits in-kind paid and proposed to be paid to our Key Senior Management for services rendered to our Group in all capacities for the FYE 2023, FYE 2024 and FYE 2025 are as follows:

Key Senior Management	Remuneration Band		
	FYE 2023 RM'000	FYE 2024 RM'000	Proposed for the FYE 2025 RM'000
Goh Ting Keong	1-50 <sup>(1)</sup>	200-250	200-250
Ho Poh Chian	150-200	250-300	250-300
Chan Wei Jet	100-150	200-250	200-250
Koay Chor Leng	100-150	150-200	150-200
Debbie Liew Jing Yi	50-100	50-100	50-100

**Note:**

- (1) Based on his appointment date as our CFO from September 2023 onwards.

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**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)**

**5.5 MANAGEMENT REPORTING STRUCTURE**

The management reporting structure of our Group is as follows:

