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PROSPECTUS



OASIS HOME HOLDING BERHAD

(Registration No. 202101011610 (1411909-M))

(Incorporated in Malaysia under the Companies Act 2016)

INITIAL PUBLIC OFFERING (“IPO”) OF 150,000,000 ORDINARY SHARES IN OASIS HOME HOLDING BERHAD (“OASIS HOME HOLDING”) (“SHARES”) AT AN IPO PRICE OF RM[•] PER SHARE, PAYABLE IN FULL UPON APPLICATION COMPRISING:

- (I) **PUBLIC ISSUE OF 100,000,000 NEW SHARES IN THE FOLLOWING MANNER:**
- (A) **25,000,000 NEW SHARES MADE AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;**
 - (B) **10,000,000 NEW SHARES MADE AVAILABLE FOR APPLICATION BY THE ELIGIBLE PERSONS;**
 - (C) **2,500,000 NEW SHARES MADE AVAILABLE BY WAY OF PRIVATE PLACEMENT TO SELECTED INVESTORS; AND**
 - (D) **62,500,000 NEW SHARES MADE AVAILABLE BY WAY OF PRIVATE PLACEMENT TO IDENTIFIED BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INVESTMENT, TRADE AND INDUSTRY;**

AND

- (II) **OFFER FOR SALE OF 50,000,000 EXISTING SHARES BY WAY OF PRIVATE PLACEMENT TO SELECTED INVESTORS.**

SUBJECT TO THE CLAWBACK AND REALLOCATION PROVISIONS SET OUT IN THIS PROSPECTUS, IN CONJUNCTION WITH THE LISTING OF OASIS HOME HOLDING ON THE ACE MARKET OF BURSA MALAYSIA SECURITIES BERHAD

Principal Adviser, Sponsor, Underwriter and Placement Agent



MIDF AMANAH INVESTMENT BANK BERHAD

Registration No. 197501002077 (23878-X)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

THE ACE MARKET OF BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”) 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 OF BURSA SECURITIES. 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.

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

FOR INFORMATION CONCERNING RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE “RISK FACTORS” COMMENCING ON PAGE 150.

[Bursa Securities has approved the admission of our Company to the Official List of Bursa Securities and the listing of and quotation for our entire enlarged issued Shares on the ACE Market of Bursa Securities. This Prospectus has been registered by Bursa Securities. The approval of the listing of and quotation for our entire enlarged issued Shares on the ACE Market of Bursa Securities and 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 Oasis Home Holding 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. No securities will be allotted or issued based on this Prospectus after 6 months from the date of this Prospectus.

THIS PROSPECTUS IS DATED [•]

All defined terms used in this Prospectus are defined under “Definitions” commencing on page xi, “Glossary of Technical Terms” commencing on page xvii and “Presentation of Financial and Other Information” commencing on page viii.

RESPONSIBILITY STATEMENTS

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

MIDF Amanah Investment Bank Berhad, being our Principal Adviser, Sponsor, 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

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

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.

This Prospectus, together with the Application Forms, 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 CMSA for breaches of securities laws including any statement in this Prospectus that is false, misleading, or from which there is a material omission; or for any misleading or deceptive act in relation to this Prospectus or the conduct of any other person in relation to our Company.

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

Our IPO and this Prospectus are subject to the laws of Malaysia. Our Shares are offered in Malaysia solely based on the contents of this Prospectus. 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 any liability in relation thereto whether or not any enquiry or investigation is made in connection with it. It is your sole responsibility to ensure that your application for our IPO would be in compliance with the terms of this Prospectus and to consult your legal and/or other professional advisers as to whether your application for our IPO would result in the contravention of any law of such country or jurisdiction which you may be subject to.

Neither we nor our Directors, Promoters, Selling Shareholder, Principal Adviser, Sponsor, Underwriter and Placement Agent nor any other advisers in relation to our IPO will accept any responsibility or liability in the event that any application made by you shall become illegal, unenforceable, avoidable or void in any country or jurisdiction.

We will further assume that you have accepted our IPO in Malaysia and will at all applicable times be subjected only to the laws of Malaysia in connection therewith. However, we reserve the right, in our absolute discretion, to treat any acceptance as invalid if we believe that such acceptance may violate any law or applicable legal or regulatory requirements.

This Prospectus is prepared and published solely for our IPO under the laws of Malaysia. Our Directors, Promoters, Selling Shareholder, Principal Adviser, Sponsor, Underwriter and Placement Agent have not authorised anyone and take no responsibility for distribution of this Prospectus (in preliminary or final form) outside Malaysia. Our Directors, Promoters, Selling Shareholder, Principal Adviser, Sponsor, Underwriter and Placement Agent have not authorised anyone to provide you with any information which is not contained in this Prospectus. Any information or representation not contained in this Prospectus must not be relied upon as having been authorised by our Directors, Promoters, Selling Shareholder, Principal Adviser, Sponsor, Underwriter and Placement Agent, any of their respective directors, or any other persons involved in our IPO. No action has been taken to permit any offering of our Shares based on this Prospectus in any jurisdiction other than Malaysia. Accordingly, this Prospectus may not be used for the purpose of and does not constitute an offer for subscription or purchase or invitation to subscribe for or purchase, any of our Shares being offered in our IPO 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.

ELECTRONIC PROSPECTUS

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

You are advised that the internet is not a fully secured medium. Your Internet Share Application may be subject to risks in 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. These risks cannot be borne by the Internet Participating Financial Institutions or Participating Securities Firms.

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

In relation to any reference in this Prospectus to third party internet sites (referred to as "**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 to the Third Party Internet Sites. Accordingly, we are not responsible for the availability of, or the content or any data, files, information 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, particularly in fulfilling any of the terms of any of your agreements with the Third Party Internet Sites. We and our Principal Adviser are also not responsible for any loss or damage or cost that you may suffer or incur in connection with or as a result of dealing with the Third Party Internet Sites or the use of or reliance on any data, files or other material provided by such parties; and
- (iii) any data, files or other materials 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, files, information or other materials.

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

An indicative timetable of our IPO is set out below:

| <u>Events</u> | <u>Tentative date</u> |
|---|------------------------------|
| Issuance of Prospectus/ Opening of application for our IPO Shares | 10.00 a.m., [●] |
| Closing of application for our IPO Shares | 5.00 p.m., [●] |
| Balloting of application for our IPO Shares | [●] |
| Allotment/ transfer of our IPO Shares to successful applicants | [●] |
| Listing on the ACE Market of Bursa Securities | [●] |

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

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

All references to “our Company” or “Oasis Home Holding” in this Prospectus are to Oasis Home Holding Berhad. All references to “Oasis Group”, “our Group”, “we”, “us”, “our” or “ourselves” in this Prospectus are to our Company and our Subsidiaries as a whole, save for where the context otherwise requires. Unless the context otherwise requires, references to “Management” are to our Directors and Key Senior Management as at the date of this Prospectus, and statements as to our beliefs, expectations, estimates and opinions are those of our Directors and Key Senior Management.

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

In this Prospectus, all references to the “Government” are to the Government of Malaysia; and references to “RM” and “sen” are to the lawful currency of Malaysia. Any discrepancies in the tables between amounts listed and the totals in this Prospectus are due to rounding. Other abbreviations and acronyms used herein are defined in the “Definitions” section and technical terms used herein are defined in the “Glossary of Technical Terms” section appearing after that section. Words denoting the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include natural persons, firms, companies, bodies corporate and corporations.

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

Solely for your convenience, this Prospectus contains translation of certain SGD amount into RM at specified rates. No representation is made that the SGD amounts referred to in this Prospectus could have been or could actually be converted into RM amounts, at the rates indicated or at all. The exchange rates as set out below are applied in this Prospectus unless specified otherwise:

| | FYE 2022 | FYE 2023 | FYE 2024 |
|--------------------------------|-----------------|-----------------|-----------------|
| SGD to RM1 | | | |
| Average rate ⁽¹⁾ | 3.1113 | 3.2944 | 3.4818 |
| Closing rate ⁽²⁾ | 3.1697 | 3.4379 | 3.4783 |
| Historical rate ⁽³⁾ | 3.0673 | 3.0673 | 3.0673 |

(Source: Bank Negara Malaysia website)

Notes:

- (1) The average rate is used for the translation of income and expense items in the consolidated statements of financial position of Oasis Home Holding.
- (2) The closing rate is used for the translation of assets and liabilities in the consolidated statements of profit or loss and other comprehensive income of Oasis Home Holding.
- (3) The historical rate is used for the translation of equity in the consolidated statements of financial position of Oasis Home Holding.

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION (CONT'D)

References to a date and time in this Prospectus shall be a reference to a date and time in Malaysia, unless otherwise stated.

This Prospectus includes statistical data provided by us and various third parties and cites third-party projections regarding growth and performance of the industry in which we operate. 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, provided that where no source is stated, it can be assumed that the information originated from us. We have appointed Providence to provide an independent market and industry review of the industry in which we operate in. In compiling their data for the review, Providence relied on its research methodology, industry sources, published materials, its private databanks and direct contacts within the industry. Further, third-party projections cited in this Prospectus are subject to significant uncertainties that could cause actual data to differ materially from the projected figures. We cannot 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 Prospectus, the English version shall prevail.

The information on our website, or any website directly or indirectly linked to our website does not form part of this Prospectus and you should not rely on it.

Reference to the "LPD" in this Prospectus is to 30 September 2024, being the latest practicable date prior to the registration of this Prospectus with Bursa Securities.

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FORWARD-LOOKING STATEMENTS

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

Forward-looking statements can be identified by the use of forward-looking terminology such as the words "expect", "believe", "plan", "intend", "estimate", "anticipate", "aim", "forecast", "may", "will", "would", and "could" or similar expressions and include all statements that are not historical facts. 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 financial position;
- (iv) potential growth opportunities;
- (v) our future earnings, cash flows and liquidity;
- (vi) our ability to pay dividends; and
- (vii) the regulatory environment and the effects of future regulation.

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:

- (i) the general economic, business, social, political and investment environment in Malaysia and globally;
- (ii) government policy, legislation and regulation;
- (iii) interest rates, tax rates and exchange rates;
- (iv) the competitive environment in the industry in which we operate;
- (v) fixed and contingent obligations and commitments; and
- (vi) any other factors beyond our control.

Additional factors that could cause our actual results, performance or achievements to differ materially include, but are not limited to those discussed in Section 9 of this Prospectus on "Risk Factors" and Section 12 of this Prospectus on "Management's Discussion and Analysis of Financial Condition and Results of Operations". We cannot give any assurance that the forward-looking statements made in this Prospectus will be realised. Such forward-looking statements are made only as at the date of this Prospectus.

Should we become aware of any subsequent significant change or new matter arising from the date of registration of this Prospectus but before the date of allotment of our IPO Shares that will affect a matter disclosed in this Prospectus, we will issue a supplemental or replacement prospectus, as the case may be, in accordance with the provisions of Section 238(1) of the CMA 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

| | | |
|--------------------------------------|---|---|
| Kitchen Harmony | : | Kitchen Harmony Sdn Bhd (Registration No. 201701015656 (1229820-D)), our wholly-owned subsidiary in Malaysia |
| Oasis Home Holding or Company | : | Oasis Home Holding Berhad (Registration No. 202101011610 (1411909-M)) |
| Oasis Livingware | : | Oasis Livingware Sdn Bhd (Registration No. 201001035881 (919805-M)), our wholly-owned subsidiary in Malaysia |
| Oasis SG | : | Oasis Swiss Pte Ltd (Registration No. 202016523R), our wholly-owned subsidiary in Singapore |
| Oasis Swiss | : | Oasis Swiss Sdn Bhd (Registration No. 201101030331 (958466-U)), our wholly-owned subsidiary in Malaysia |
| Oasis Wellness | : | Oasis Wellness International Sdn Bhd (Registration No. 202201028380 (1474077-K)), our wholly-owned subsidiary in Malaysia |
| Oasis Group or Group | : | Collectively, our Company and our Subsidiaries |
| Subsidiaries | : | Collectively, Kitchen Harmony, Oasis Livingware, Oasis SG, Oasis Swiss and Oasis Wellness |

GENERAL

| | | |
|---|---|--|
| ACE Market | : | ACE Market of Bursa Securities |
| Act | : | Companies Act 2016 |
| ADA | : | Authorised depository agent |
| Admission | : | Admission of our Shares to the Official List of the ACE Market |
| AGM | : | Annual general meeting |
| Application | : | Application for our IPO Shares by way of Application Form, Electronic Share Application or Internet Share Application |
| Application Form | : | Printed application forms for the application of IPO Shares accompanying this Prospectus including the Pink Application Form |
| ATM | : | Automated teller machine |
| Authorised Financial Institution | : | Authorised financial institution participating in the Internet Share Application with respect to payments for our IPO Shares |
| BNM | : | Bank Negara Malaysia |
| Board | : | Board of Directors of our Company |

DEFINITIONS (CONT'D)

| | | |
|-------------------------------------|---|--|
| 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 | : | Certificate of Completion and Compliance |
| CCM | : | Companies Commission of Malaysia |
| CDS | : | Central depository system |
| CDS Account | : | An account established by Bursa Depository for a depositor for the recording of securities and for dealing in such securities by the Depositor |
| CMSA | : | Capital Markets and Services Act, 2007 |
| Constitution | : | Constitution of our Company |
| COVID-19 | : | Novel coronavirus disease 2019, an infectious respiratory disease which first broke out in 2019 |
| Depositor | : | A holder of a CDS Account |
| Directors | : | Directors of our Company and within the meaning given in Section 2 of the CMSA |
| DTJW | : | Datin Tang Jing Wen, a Promoter, Non-independent Executive Director, Chief Operating Officer, substantial shareholder, specified shareholder and Key Senior Management |
| DTYS | : | Datuk Teoh Yee Seang, a Promoter, Non-independent Executive Director, Chief Executive Officer, substantial shareholder, specified shareholder, Key Senior Management and Selling Shareholder |
| EBITDA | : | Earnings before interest, tax, depreciation and amortisation |
| 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 (<i>compact disc read-only memory</i>) |
| Electronic Share Application | : | Application for our IPO Shares under the Public Issue through a Participating Financial Institution's ATM |
| Eligible Persons | : | Collectively, our Directors and employees of our Group who are eligible to participate in the Public Issue |
| EPF | : | Employees Provident Fund |
| EPS | : | Earnings per share |
| Executive Directors | : | Collectively, DTYS and DTJW |

DEFINITIONS (CONT'D)

| | |
|---|--|
| Financial Years Under Review | : Collectively, FYE 2022, FYE 2023 and FYE 2024 |
| FYE | : Financial year ended/ending 30 June, as the case may be |
| GP | : Gross profit |
| IFRS | : International Financial Reporting Standards as issued by the International Accounting Standards Board |
| IMR Report | : Independent market research report on the consumer products Industry as well as overview on the online sales and live commerce market prepared by Providence |
| Internet Participating Financial Institution or Participating Securities Firms | : Participating financial institution or participating securities firms in the Internet Share Application |
| Internet Share Application | : Application for our IPO Shares under the Public Issue through an Internet Participating Financial Institution or Participating Securities Firms |
| Initial Public Offering or IPO | : Initial public offering comprising the Public Issue and Offer for Sale, collectively |
| IPO Price | : IPO price of RM[●] per IPO Share |
| IPO Shares | : Collectively, Issue Shares and Offer Shares |
| ISO/IEC | : International Organization for Standardization / International Electrotechnical Commission |
| Issue Shares | : New Shares to be issued by our Company pursuant to the Public Issue |
| Issuing House | : Malaysian Issuing House Sdn Bhd (Registration No. 199301003608 (258345-X)) |
| Key Senior Management | : Key senior management personnel of our Group as set out in Section 5.4 of this Prospectus |
| Listing | : Admission to the Official List and the listing of and quotation for our entire enlarged Shares on the ACE Market |
| Listing Requirements | : ACE Market Listing Requirements of Bursa Securities |
| LPD | : 30 September 2024, being the latest practicable date prior to the registration of this Prospectus with Bursa Securities |
| MAICSA | : The Malaysian Institute of Chartered Secretaries and Administrators |
| Malaysian Public | : Citizens of Malaysia, and companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia |

DEFINITIONS (CONT'D)

| | |
|--|--|
| Market Day | : A day on which the stock market of Bursa Securities is open for trading in securities, which may include a surprise holiday (i.e, 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) |
| MCO | : Movement Control Order |
| MDTCL | : Ministry of Domestic Trade and Cost of Living |
| MFRS | : Malaysian Financial Reporting Standards |
| MIA | : Malaysian Institute of Accountants |
| MIDF Investment or Principal Adviser or Sponsor or Underwriter or Placement Agent | : MIDF Amanah Investment Bank Berhad (Registration No. 197501002077 (23878-X)) |
| MITI | : Ministry of Investment, Trade and Industry of Malaysia |
| MOH | : Ministry of Health Malaysia |
| MyIPO | : Intellectual Property Corporation of Malaysia |
| N/A | : Not applicable |
| NA | : Net assets |
| NBV | : Net book value |
| New HQ | : A new headquarters to be established at a 3-storey detached industrial building with a built-up area of 14,351 sq. ft., to be constructed on a piece of leasehold industrial land with the title identification of HSD 56087, Lot No. PT 22349, Mukim of Dengkil, District of Sepang, Selangor |
| NRIC | : Malaysian National Registration Identity Card |
| Oasis Home Holding Shares or Shares | : Ordinary shares in our Company |
| Oasis Management Team | : Oasis Management Team Sdn Bhd (Registration No. 202101009282 (1409581-T)), a substantial shareholder of Oasis Home Holding and a specified shareholder. As at the LPD, the shareholders of Oasis Management Team are DTYS, DTJW, Fang Chin Shyan @ Puen Chin Shyan and Chong Hui Ying. Please refer to Section 5.1.2(iii) of this Prospectus for further details on Oasis Management Team. |
| Offer for Sale | : Offer for sale by the Selling Shareholder of 50,000,000 Offer Shares at our IPO Price, representing 10.00% of our entire enlarged Shares by way of private placement to Selected Investors |
| Offer Shares | : The existing Shares to be offered by the Selling Shareholder pursuant to the Offer for Sale |

DEFINITIONS (CONT'D)

| | | |
|--|---|---|
| Official List | : | A list specifying all securities listed on Bursa Securities |
| Participating Financial Institution | : | Participating financial institution for the Electronic Share Application |
| Participating Securities Firms | : | Participating securities firms for the Internet Share Application |
| PAT | : | Profit after tax |
| PBT | : | Profit before tax |
| Pink Application Form | : | Application forms for the application of IPO Shares by the Eligible Persons accompanying this Prospectus |
| Pink Form Shares | : | The allocation of 10,000,000 Issue Shares to the Eligible Persons pursuant to the Public Issue |
| PRC | : | People's Republic of China |
| Promoters | : | Collectively, DTYS and DTJW |
| Prospectus | : | This prospectus dated [●] issued by our Company |
| Prospectus Guidelines | : | Prospectus Guidelines issued by the SC |
| Providence or IMR | : | Providence Strategic Partners Sdn Bhd (Registration No. 201701024744 (1238910-A)) |
| Public Issue | : | The public issue of 100,000,000 Issue Shares at the IPO Price, representing 20.00% of our entire enlarged Shares in the following manner: <ul style="list-style-type: none"> (i) 25,000,000 Issue Shares made available for application by the Malaysian Public; (ii) 10,000,000 Issue Shares made available for application by the Eligible Persons; (iii) 2,500,000 Issue Shares made available by way of private placement to Selected Investors; and (iv) 62,500,000 Issue Shares made available by way of private placement to identified Bumiputera investors approved by the MITI. |
| QA/QC | : | Quality Assurance/Quality Control |
| Record of Depositors | : | A record of securities holders established by Bursa Depository under the Rules of Bursa Depository |
| Reporting Accountants or Auditors | : | Baker Tilly Monteiro Heng PLT (Registration No. 201906000600 (LLP0019411-LCA) & AF 0117) |
| Rules of Bursa Depository | : | Rules of Bursa Depository as issued pursuant to the SICDA |
| SC | : | Securities Commission Malaysia |

DEFINITIONS (CONT'D)

| | |
|-------------------------------------|---|
| Selected Investors | : Being investors that meet the requirements of Schedule 6 or 7 of the CMSA and subscribing for our IPO Shares through private placement |
| Selling Shareholder | : DTYS |
| Share Registrar or Boardroom | : Boardroom Share Registrars Sdn Bhd (Registration No. 199601006647 (378993-D)) |
| Share Split | : Subdivision of 4,000,000 Shares into 400,000,000 Shares |
| SICDA | : Securities Industry (Central Depositories) Act, 1991 |
| SOCISO | : Social Security Organisation, Malaysia, also known as PERKESO (Pertubuhan Keselamatan Sosial) |
| SOP | : Standard Operating Procedures |
| specified shareholders | : means a controlling shareholder, a person connected to a controlling shareholder, and an executive director who is a substantial shareholder, of Oasis Home Holding, or any other person as specified by Bursa Securities. In the context of this IPO, the specified shareholders are collectively DTYS, Oasis Management Team and DTJW |
| Underwriting Agreement | : Underwriting agreement dated [●] entered into between our Company and MIDF Investment pursuant to the IPO |
| White Application Form | : Application forms for the application of IPO Shares by the Malaysian Public accompanying this Prospectus |

CURRENCIES

| | |
|-------------------|--|
| BND | : Bruneian Dollar, the lawful currency of Brunei |
| EUR | : Euro, the official currency of the member states of the European Union |
| RM and sen | : Ringgit Malaysia and sen respectively, the lawful currency of Malaysia |
| RMB | : Renminbi, the lawful currency of the People's Republic of China |
| SGD | : Singapore Dollar, the lawful currency of Singapore |
| USD | : United States Dollar, the lawful currency of United States |

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GLOSSARY OF TECHNICAL TERMS

This glossary contains explanation of certain terms used in this Prospectus in connection with our Group and business. The terminologies and their meanings may not correspond to the standard industry meanings or usage of these terms.

| | |
|---|---|
| Affiliate | : Refers to Oasis business owners, i.e. Members who are eligible to earn cash bonuses by referring individual customers to our Group and will receive free gifts from achieving sales milestones |
| Affiliate marketing | : Refers to the single-level marketing plan approved by MDTCL, which acts as a loyalty and reward programme that allows an Affiliate to earn cash bonuses by referring other individual customers to our Group |
| Audiences | : Viewers of live commerce sessions |
| B2B segment | : Our Group's business segment which involves the selling of our Group's products and services to corporate customers |
| Beauty products | : A product category comprising products that cleanse, moisturise and protect skin, amongst others |
| CB or Certification Body | : A certification that denotes that an electrical appliance conforms to safety and health requirements in various countries, including Malaysia and Singapore |
| Certificate of Conformity | : A certification that denotes that an electrical appliance that is exported into the country complies with the relevant national, regional or international standards of the country of import |
| Corporate customer | : A corporation who purchases products either for onward sale to their customers or as corporate gifts, incentives and/or promotional items |
| Customer | : Individual customer or corporate customer who purchases our Group's products |
| D2C segment | : Our Group's business segment which involves the marketing and selling of our Group's products to individual customers through various sales channels |
| Digital marketing | : A form of sales channel which involves the marketing and selling of products by targeting advertisement posts (i.e. whether in the form of graphics or short videos) to our Group's target audience on social media platform |
| Electrical appliance | : Any device that uses electricity to operate. This includes any home and living product that requires the use of electricity to operate |
| FDA (Food and Drug Administration) | : A certification which verifies the safety of various products including for our Group's home and living products to ensure such products conform to the safety standards of the FDA in the United States of America |
| Home and living products | : A product category comprising cookware (such as pots and pans), kitchen appliances (such as ovens, vacuums and air purifiers), utensils (such as cutleries and knives) and other household products (including household cleaning products and electrical adapters) |

GLOSSARY OF TECHNICAL TERMS (CONT'D)

| | | |
|--|---|--|
| Host | : | An individual who conducts live commerce sessions and is responsible for promoting products, performing demonstrations and interacting with audiences |
| Individual customer | : | An individual who purchases products for personal use and includes live commerce customers, Members, Affiliates and walk-in customers |
| In-house brand products | : | Products that are marketed and sold under our Group's own brands |
| LFGB | : | Refers to <i>Lebensmittel- und Futtermittelgesetzbuch</i> , which is based on German Food Safety and Consumer Protection Act. It is a certification which verifies the safety of various products including for our Group's home and living products to ensure such products conform to the safety standards |
| Live commerce | : | An interactive method of marketing and selling where livestream videos are used to showcase products and engage with audiences on a real time basis |
| Live commerce channel | : | An account on a social media platform that hosts live commerce sessions |
| Member | : | An individual customer who has signed up for the Oasis Home loyalty and reward programme and can enjoy member privileges such as discounted member prices, free deliveries within Peninsular Malaysia, birthday rewards and reward points for their purchases |
| Mobile showroom | : | A truck equipped with a kitchen to allow for live demonstrations and a display case to display and showcase products |
| Oasis Home | : | Oasis Group's own mobile application that is available for download via App Store and Google Play Store or website (oasishome.com.my) accessible via the internet |
| OEM | : | Original equipment manufacturer, a third-party engaged by our Group to manufacture our Group's in-house brand products |
| Offline sales channel | : | Sales channel which allows customers to view, experience and/or purchase products at a physical location |
| Omni-channel marketing strategy | : | An integrated marketing strategy utilising various online and offline sales channels |
| Online sales channel | : | Sales channels which allow customers to purchase products online using electronic devices |
| Personal care products | : | A product category comprising products used for personal hygiene and grooming |
| Prestige Affiliate | : | Refers to Affiliates who meet the following criteria within the cumulative period of 90 days: <ol style="list-style-type: none"> 1. spending a minimum of RM300 through Oasis Home; 2. achieving sales milestone of RM10,000; and 3. signing up 5 new Affiliates. |

GLOSSARY OF TECHNICAL TERMS (CONT'D)

| | | |
|---|---|--|
| Product experience centre | : | A physical location where customers can physically view and experience our Group's products. It also acts as a retail outlet, self-collection centre and customer support centre |
| SIRIM | : | SIRIM QAS International Sdn Bhd (Registration No. 199601037981 (410334-X)) |
| SKU | : | Refers to stock keeping unit, a unique identifier for each distinct product that can be purchased |
| Third-party products | : | Products sourced from suppliers and are marketed and sold under third-party brands or unbranded |
| Third-party e-commerce marketplace | : | Online website or mobile application which allows various companies or individuals to market and sell their products |
| Warehouse sales | : | Clearance sales held at our Group's headquarters |
| Wellness products | : | A product category comprising products that maintain and enhance overall well-being such as functional beverages |

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1. CORPORATE DIRECTORY**BOARD OF DIRECTORS**

| Name / (Designation) | Nationality | Residential Address |
|---|--------------------|---|
| Ahmad Tajudin bin Omar (Independent Non-Executive Chairman) | Malaysian | No. 6, Jalan Elektron U16/100C Denai Alam 40160 Shah Alam Selangor, Malaysia |
| Datuk Teoh Yee Seang (Non-Independent Executive Director / Chief Executive Officer) | Malaysian | No. 29, Jalan Aman Dahlia 6 Bandar Tropicana Aman 42500 Telok Panglima Garang Selangor |
| Datin Tang Jing Wen (Non-Independent Executive Director / Chief Operating Officer) | Malaysian | No. 29, Jalan Aman Dahlia 6 Bandar Tropicana Aman 42500 Telok Panglima Garang Selangor |
| Tan Mui Ping (Independent Non-Executive Director) | Malaysian | No. 1, Jalan SS24/14 Taman Megah 47301 Petaling Jaya Selangor |
| Chew Phai Hau (Independent Non-Executive Director) | Malaysian | No. 10, Jalan Aman Dahlia 8 Bandar Tropicana Aman 42500 Telok Panglima Garang Selangor |
| Ho Tze-Shiang (Independent Non-Executive Director) | Malaysian | A-11-6, Glomac Damansara Residences 699 Jalan Damansara 60000 Kuala Lumpur |

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1. CORPORATE DIRECTORY (CONT'D)

AUDIT AND RISK MANAGEMENT COMMITTEE

| Name | Designation | Directorship |
|---------------|--------------------|------------------------------------|
| Tan Mui Ping | Chairman | Independent Non-Executive Director |
| Chew Phai Hau | Member | Independent Non-Executive Director |
| Ho Tze-Shiang | Member | Independent Non-Executive Director |

REMUNERATION COMMITTEE

| Name | Designation | Directorship |
|---------------|--------------------|------------------------------------|
| Chew Phai Hau | Chairman | Independent Non-Executive Director |
| Ho Tze-Shiang | Member | Independent Non-Executive Director |
| Tan Mui Ping | Member | Independent Non-Executive Director |

NOMINATION COMMITTEE

| Name | Designation | Directorship |
|---------------|--------------------|------------------------------------|
| Ho Tze-Shiang | Chairman | Independent Non-Executive Director |
| Chew Phai Hau | Member | Independent Non-Executive Director |
| Tan Mui Ping | Member | Independent Non-Executive Director |

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1. CORPORATE DIRECTORY (CONT'D)

- COMPANY SECRETARIES** : Yeow Sze Min
SSM Practicing Certificate No.: 201908003120
Professional qualification: MAICSA 7065735 Practitioner
- Tan Loo Ee
SSM Practicing Certificate No.: 201908002686
Professional qualification: MAICSA 7063694 Practitioner
- Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur
- Tel. No. : +603 2084 9000
Fax No. : +603 2094 9940 / +603 2095 0292
- REGISTERED OFFICE** : Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur
- Tel. No. : +603 2084 9000
Fax No. : +603 2094 9940 / +603 2095 0292
- HEAD OFFICE** : 25, Jalan PP11/3
Taman Putra Perdana
47130 Puchong, Selangor
- Tel. No. : +603 8322 6571/ 8320 9060/ 8325 1205
Fax. No. : +603 8322 7804
Email : support@oasisswiss.com
Website : <https://oasishome.com.my>
- PRINCIPAL ADVISER, SPONSOR,
UNDERWRITER AND
PLACEMENT AGENT** : **MIDF Amanah Investment Bank Berhad**
Level 25, Menara MBSB Bank
PJ Sentral Lot 12
Persiaran Barat
Seksyen 52
46200 Petaling Jaya, Selangor
- Tel. No. : +603 2173 8888
Fax. No. : +603 2173 8777
- AUDITORS AND REPORTING
ACCOUNTANTS** : **Baker Tilly Monteiro Heng PLT**
201906000600 (LLP0019411-LCA) & AF 0117
Baker Tilly Tower
Level 10, Tower 1
Avenue 5
Bangsar South City
59200 Kuala Lumpur
- Tel. No.: +603 2297 1000
Fax No.: +603 2282 9980
- Partner-in-charge: Paul Tan Hong
Approval number: 03459/11/2025 J
Professional qualification: Member of the Malaysian
Institute of Accountants (MIA No. 40209) and Fellow
Member of Association of Chartered Certified Accountants

1. CORPORATE DIRECTORY (CONT'D)

- SOLICITORS FOR OUR LISTING** : **Wong Beh & Toh**
Peti #30, Level 19, West Block
Wisma Golden Eagle Realty
142-C Jalan Ampang
50450 Kuala Lumpur

Tel. No. : +603 2713 6050
Fax. No. : +603 2713 6052
- INDEPENDENT MARKET RESEARCHER** : **Providence Strategic Partners Sdn Bhd**
67-1, Block D
The Suites, Jaya One
Jalan Prof Diraja Ungku Aziz
46200 Petaling Jaya, Selangor

Tel. No. : +603 7625 1769

Person in charge: Melissa Lim Li Hua

Qualification: (Bachelor of Commerce (Double major in marketing and management) from Murdoch University, Australia)
- ISSUING HOUSE** : Malaysian Issuing House Sdn Bhd
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya, Selangor

Tel. No.: +603 7890 4700
- SHARE REGISTRAR** : Boardroom Share Registrars Sdn Bhd
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya, Selangor

Tel. No.: +603 7890 4700
- LISTING SOUGHT** : ACE Market of Bursa Securities

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2. APPROVALS AND CONDITIONS

2.1 BURSA SECURITIES

Bursa Securities had, via its letter dated [●] (“**Approval Letter**”), approved:

- (i) our admission to the Official List of the ACE Market; and
- (ii) the listing of and quotation for our entire enlarged issued Shares on the ACE Market.

The approval from Bursa Securities is subject to the following conditions:

| No. | Conditions | Status of compliance |
|-----|------------|----------------------|
| 1. | [●] | [●] |
| 2. | [●] | [●] |

2.2 SC

Our IPO 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, via its letter dated [●], approved the resultant equity structure of our Company under the Bumiputera equity requirement for public listed companies pursuant to our IPO, subject to the following conditions:

| No. | Conditions | Status of compliance |
|-----|------------|----------------------|
| 1. | [●] | [●] |
| 2. | [●] | [●] |

2.3 MITI

The MITI had, via its letter dated 9 January 2025, stated that it has taken note of and has no objection to our Listing.

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2. APPROVALS AND CONDITIONS (CONT'D)

2.4 MORATORIUM ON SALE OF SHARES

In compliance with Rule 3.19(1) of the Listing Requirements and pursuant to the conditions imposed under the Approval Letter, a moratorium will be imposed on the sale, transfer or assignment of our Shares held by our specified shareholders as follows:

- (i) the moratorium applies to our specified shareholders' entire shareholdings for a period of 6 months from the date of our admission to the Official List of the ACE Market ("**First 6-Month Moratorium**");
- (ii) upon expiry of the First 6-Month Moratorium, we must ensure that our specified shareholders' aggregate shareholdings amounting to at least 45.00% of the total number of our issued Shares (adjusted for any bonus issue or subdivision of shares) remain under moratorium for a further 6 months ("**Second 6-Month Moratorium**"); and
- (iii) upon the expiry of the Second 6-Month Moratorium, our specified shareholders may sell, transfer or assign up to a maximum of one third per annum (on a straight-line basis) of their Shares held under moratorium.

Shares held by DTYS and DTJW, who are our Promoters, Non-Independent Executive Directors, substantial shareholders, specified shareholders and Key Senior Management, will be subject to the abovementioned moratorium. In addition, Shares held by Oasis Management Team, our substantial shareholder and specified shareholder will be subject to the abovementioned moratorium.

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

| Name | Year 1 | | Year 2 | | Year 3 | | | |
|-----------------------|--|---|-------------------------|-------------------------|-------------------------|-------------------------|--------------------|--------------|
| | Shares under moratorium (First 6-Month Moratorium) | Shares under moratorium (Second 6-Month Moratorium) | Shares under moratorium | Shares under moratorium | Shares under moratorium | Shares under moratorium | | |
| No. of Shares | ⁽¹⁾ (%) | No. of Shares | ⁽¹⁾ (%) | No. of Shares | ⁽¹⁾ (%) | No. of Shares | ⁽¹⁾ (%) | |
| DTYS | ⁽²⁾ 175,260,000 | 35.05 | 175,260,000 | 35.05 | 150,000,000 | 30.00 | 75,000,000 | 15.00 |
| Oasis Management Team | 126,000,000 | 25.20 | 49,740,000 | 9.95 | - | - | - | - |
| DTJW | 20,000,000 | 4.00 | - | - | - | - | - | - |
| Total | 321,260,000 | 64.25 | 225,000,000 | 45.00 | 150,000,000 | 30.00 | 75,000,000 | 15.00 |

Notes:

- (1) Computed based on our enlarged Shares of 500,000,000 Shares after our IPO.
- (2) After the Offer for Sale.

The abovementioned moratorium has been fully accepted by DTYS and DTJW who have provided a written undertaking that they will not sell, transfer or assign their shareholdings under moratorium during the moratorium period.

2. APPROVALS AND CONDITIONS (CONT'D)

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 during the moratorium period. Pursuant thereto, all the shareholders of Oasis Management Team have also provided written undertakings that they will not sell, transfer or assign their shareholdings in Oasis Management Team during the moratorium period. Please refer to Section 5.1.2(iii) of this Prospectus for further details on the shareholders of Oasis Management Team.

The moratorium restrictions are specifically endorsed on the share certificates representing the Shares under moratorium held by our specified shareholders to ensure that our Share Registrar does not register any transfer and/or assignment that contravenes with the 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

Our IPO entails an offering of 150,000,000 IPO Shares at an IPO Price of RM[●] per IPO Share. In summary, our IPO Shares will be allocated in the following manner, as set out in Section 4.3.3 of this Prospectus:

| | Public Issue | | Offer for Sale | | Total | |
|---|--------------------|--------------|-------------------|--------------|--------------------|--------------|
| | No. of Shares | (1)% | No. of Shares | (1)% | No. of Shares | (1)% |
| Malaysian Public via balloting | 25,000,000 | 5.00 | - | - | 25,000,000 | 5.00 |
| Eligible Persons | 10,000,000 | 2.00 | - | - | 10,000,000 | 2.00 |
| Private placement to Selected Investors | 2,500,000 | 0.50 | 50,000,000 | 10.00 | 52,500,000 | 10.50 |
| Private placement to identified Bumiputera investors approved by MITI | 62,500,000 | 12.50 | - | - | 62,500,000 | 12.50 |
| Total | 100,000,000 | 20.00 | 50,000,000 | 10.00 | 150,000,000 | 30.00 |

Note:

(1) Based on our enlarged issued Shares of 500,000,000 Shares after our IPO.

| | |
|---|-------------|
| Enlarged issued share capital upon Listing | 500,000,000 |
| IPO Price per Share | RM[●] |
| Market capitalisation upon Listing based on the IPO Price and enlarged number of issued Shares upon the Listing | RM[●] |
| Total gross proceeds to be raised by our Company from the Public Issue | RM[●] |
| Total gross proceeds to be raised by our Selling Shareholder from the Offer for Sale ⁽¹⁾ | RM[●] |

Note:

(1) The gross proceeds from the Offer for Sale will accrue entirely to our Selling Shareholder.

Please refer to Section 4.3 of this Prospectus for further details of our IPO.

Shares held by DTYS and DTJW, who are our Promoters, Non-Independent Executive Directors, substantial shareholders, specified shareholders and Key Senior Management, will be subject to moratorium. In addition, Shares held by Oasis Management Team, who is a substantial shareholder and specified shareholder, will also be subject to moratorium. Further information on moratorium restrictions is disclosed under Section 2.4 of this Prospectus.

3.2 BACKGROUND INFORMATION OF OUR GROUP AND BUSINESS OPERATIONS

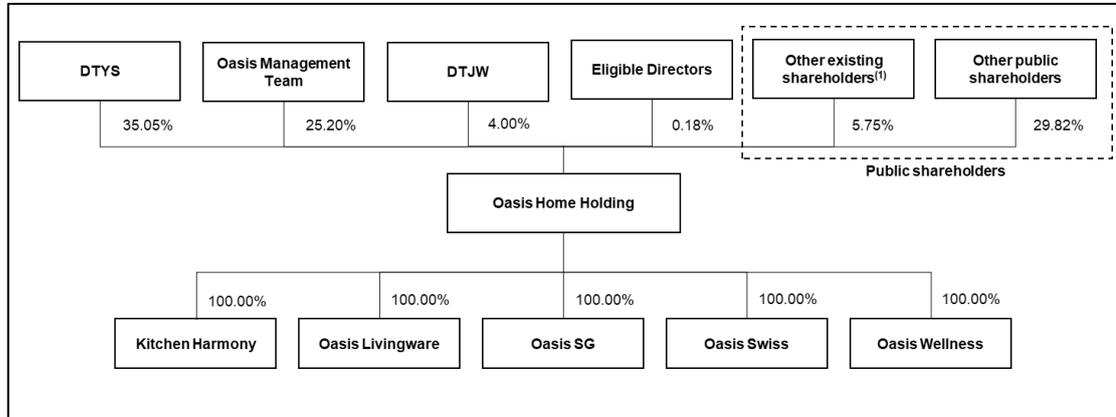
Our Company was incorporated in Malaysia on 30 March 2021 under the Act as a private limited company under the name of Oasis Home Holding Sdn Bhd and was subsequently converted to a public limited company on 27 February 2024 to facilitate the Listing.

We are principally involved in the marketing and selling of consumer lifestyle products, with live commerce and our mobile application and website as our main sales channels since FYE 2023. We also market and sell through other online sales channels such as e-commerce marketplaces (i.e. Lazada, Shopee and TikTok Shop) and digital marketing (i.e. targeted advertisements on social media platforms to market our products), as well as offline sales channels such as product experience centres, mobile showroom and warehouse sales.

3. PROSPECTUS SUMMARY (CONT'D)

Our first live commerce channel was set up in 2019 and our Group's operations are based in Malaysia, with our headquarters located in Puchong, Selangor.

Our Group's shareholding structure upon Listing is as follows:



Note:

- (1) Comprising investors holding not more than 2% equity interests individually in Oasis Home Holding upon Listing namely Chan Kok San (1.47%), Dato' Doh Jee Ming (1.34%), Tee Sook Sing (0.80%), Lim Sam Fong (0.67%), Value Ventures Capital Sdn Bhd (0.67%), Dato' Law Ban Seng (0.40%) and Chong Sui Ping (0.40%). None of them are persons connected to the Promoters, Directors and substantial shareholders of our Group. Please refer to Section 6.3 of this Prospectus for further details.

Our business model is as illustrated below:

| | | |
|---------------------------|---|---|
| Principal activity | Marketing and selling of consumer lifestyle products | |
| Business segment | D2C segment | B2B segment |
| | <p>Online sales channels:</p> <ul style="list-style-type: none"> • Live commerce channels • Mobile application and website namely Oasis Home • Third-party e-commerce marketplaces and digital marketing channel <p>Offline sales channels:</p> <ul style="list-style-type: none"> • Product experience centres • Mobile showroom • Warehouse sales | <ul style="list-style-type: none"> • Sale of our range of products to corporate customers for their onward sale to their customers or for their use as corporate gifts, incentives and/or promotional items • Provision of marketing services to corporate customers to market their products on our live commerce channels |
| Customer segment | Individual customers comprising: <ul style="list-style-type: none"> • Live commerce customers • Members • Affiliates • Walk-in customers | <ul style="list-style-type: none"> • Corporate customers |
| Markets | Malaysia, Singapore, and other countries | |

3. PROSPECTUS SUMMARY (CONT'D)

For the Financial Years Under Review, the D2C segment was the largest revenue contributor to our Group, contributing 91.90%, 97.25% and 97.73% to our Group's total revenue respectively.

For FYE 2022, revenue from our mobile application and website (43.65%) was the largest contributor followed by our live commerce channels (42.05%), third-party e-commerce marketplaces and digital marketing (3.48%) and offline sales channels (2.72%). For FYE 2023, revenue from our live commerce channels (62.26%) was the largest contributor followed by our mobile application and website (29.20%), offline sales channels (4.21%) and third-party e-commerce marketplaces and digital marketing (1.58%). For FYE 2024, revenue from our live commerce channels (75.65%) was the largest contributor followed by our mobile application and website (12.94%), third-party e-commerce marketplaces and digital marketing (7.25%) and offline sales channels (1.89%).

For the Financial Years Under Review, revenue from Malaysia was the largest contributor to our Group as it contributed 91.10%, 97.21% and 99.41% to our Group's total revenue respectively.

Further details on our Group and business are set out in Section 6 and 7 of this Prospectus.

3.3 COMPETITIVE STRENGTHS

Our competitive strengths are as follows:

(i) Our expertise is in marketing and selling, and is agile in adapting to the latest market needs, preferences and trends

Over the years, we have evolved our business from marketing and selling products through departmental stores, to marketing and selling products through live commerce channels, our mobile application and website in line with changes in the market's needs, preferences and trends. Marketing and selling products through live commerce channels also allowed us to improve our profit margins and reduce the risks of keeping inventories of stocks on a consignment basis at departmental stores. Currently, we have adopted an online-to-offline marketing strategy where we not only market and sell our products through online sales channels but also offline sales channels. Our omni-channel marketing strategy enables us to enjoy wide target market reach and appeal to different customers' preferences.

(ii) We have gained followers through our online and offline sales channels

We utilise an omni-channel marketing strategy where we market and sell our products through various online and offline sales channels. Our online channels have been gaining traction. Since we began marketing our products through our first live commerce channel on Facebook in 2019 up to the LPD, we have accumulated over 507,000 followers on Facebook, 1,600 followers on Instagram and 12,000 followers on TikTok. The growing number of followers of our live commerce channel serve as a foundation for us to continue to secure new individual customers and grow our sales. In addition, we also encourage repeated sales and loyalty on our mobile application and website by establishing a loyalty and reward programme.

3. PROSPECTUS SUMMARY (CONT'D)

(iii) We have a wide range of products comprising home and living, beauty and personal care, wellness and other products, and are continuously expanding our offerings to keep up with latest market trends

As at the LPD, we currently offer approximately 3,481 SKUs of home and living, beauty and personal care, wellness and other products. Our purchasing personnel actively researches and sources new products based on current market needs, preferences and trends to gauge the products' marketability in Malaysia and Singapore. For the Financial Years Under Review, we have launched between 492 and 1,120 new SKUs annually. Our wide product range appeals to different target markets, needs and budgets. Further, our wide range of products also include products that needs to be replenished regularly. This encourages repeated sales of the products from individual customers and thus continuous demand for such products.

(iv) We have our own range of in-house brand products

We have our own in-house brand products that are marketed and sold under our in-house brands such as, amongst others, Chefology, Doshio and Oasis. As at the LPD, we currently market and sell approximately 2,078 SKUs of home and living, wellness, personal care and other products under these brands. We are able to have control over the functionality, quality, shape and design of our products, and need not compete with other marketers and sellers of consumer lifestyle products sourcing the same products from the same third-party brand owners. Besides, our own in-house brand is unique to our Group and will thus differentiate us from other marketers and sellers of consumer lifestyle products.

(v) We are committed to providing quality products and place emphasis on providing reliable customer service and after-sales support

We are committed to providing quality products as well as effective and reliable customer service and after-sales support, so that we are able to maintain our reputation and positive business relationships with our customers. Prior to marketing and selling a third-party product, we check that all products marketed and sold have the necessary certifications and endorsements. For our in-house brand products, we conduct due diligence on the OEM that we engage. This is to ensure that the OEM are capable of manufacturing products that meet our specifications. Apart from ensuring the quality of the products, we also provide customer service and after-sales support.

(vi) We have an experienced and committed key management team

We are led by an experienced and committed key management team with vast experience in their respective fields. Our Chief Executive Officer, DTYS, has 20 years of experience in the marketing and selling of consumer lifestyle products, particularly home and living products. Meanwhile, our Chief Operating Officer, DTJW has 15 years of experience in sales and marketing. Further, our Head of Finance, Ch'ng Woan Chyng, has over 15 years of experience in accounting and auditing, while our Purchasing Manager, Tan Siow Shan, has over 10 years' experience in sales and purchasing. Our Key Senior Management's combined skills, extensive experience, management capabilities and continued focus in realising our business strategies have been vital to our Group's growth and development.

Further details on our competitive strengths are set out in Section 7.7 of this Prospectus.

3. PROSPECTUS SUMMARY (CONT'D)

3.4 BUSINESS STRATEGIES AND FUTURE PLANS

We have identified the following strategies to strengthen our Group's market reach:

(i) We intend to establish more live commerce channels to grow our sales

In FYE 2024, sales from our live commerce channels constituted a large proportion i.e. 75.65% of our Groups' revenues. We foresee that live commerce channels will continue to be a key sales channel for our business, based on regional market trends according to the IMR Report. In light of this, we intend to capture present market opportunities to grow our sales from live commerce channels by:

- (a) **Setting up live commerce channels that are focused on our product categories** – We intend to set up in total at least 5 additional live commerce channels on Facebook and TikTok. This will allow us to simultaneously conduct multiple live commerce sessions at any point in time thereby reaching out to a wider audience group, and our customers are also able to tune in to the respective live commerce channels based on their preferences. We plan for the new live commerce channels focusing on product categories such as, but not limited to, wellness, fashion accessories and travel accessories;
- (b) **Expanding the workforce** - We plan to cater for the growth in our live commerce channels by hiring up to 53 new personnel which comprises of live hosts and back-end support personnel, further details of which are as set out in Section 4.8(i)(b) of this Prospectus; and
- (c) **Setting up additional live streaming rooms** - In order to cater for the expansion of number of live commerce sessions through the setting up of additional live commerce channels, we will require additional live streaming rooms. We are in the midst of constructing our New HQ i.e. a 3-storey detached industrial building located in Puchong, Selangor, which is expected to be ready by 2026. We plan to dedicate approximate size of 2,200 sq. ft. in our New HQ to set up 10 to 12 live streaming rooms for hosts to conduct their live commerce sessions.

(ii) We plan to continuously expand our range of consumer lifestyle products and grow our existing business segments and sales channels

Over the years, we have been growing our range of consumer lifestyle products which has expanded from home and living products to beauty and personal care, wellness and other products. We intend to continue sourcing and/or developing products that meet market needs, preferences and trends. In particular, we intend to launch up to 8 new wellness products by the end of FYE 2025.

(iii) We plan to set up our New HQ

In December 2020, we acquired a piece of leasehold industrial land with the title identification of HSD 56087, Lot No. PT 22349, Mukim of Dengkil, District of Sepang, Selangor, measuring 25,956 sq. ft. for the construction of a 3-storey detached industrial building which we intend to use as our New HQ. The purpose of setting up the New HQ is to cater for the future growth in our business operations, including the expansion of our live commerce sales channel. We had obtained planning permission on 21 July 2023 from Majlis Perbandaran Sepang for the construction of our New HQ. As at the LPD, the validity period of the planning permission has expired and we expect to submit a new application for the planning permission and other approvals for the construction of the New HQ by the fourth quarter of 2024.

3. PROSPECTUS SUMMARY (CONT'D)

(iv) We plan to set up our own fulfilment centre

We have entered into a sale and purchase agreement dated 31 October 2023 for the acquisition of a piece of leasehold land with the title identification of Lot No. D89, HSD 50617, PT 54496, Mukim of Tanjong Duabelas, District of Kuala Langat, Selangor together with a 2-storey building to be constructed which we intend to use as a fulfilment centre for in-house fulfilment process, as well as for inventory storage and management. The property which will have a built-up area of 14,364 sq. ft. is located at the NCT Smart Industrial Park at the Integrated Development Region at South Selangor, situated in Sepang. By setting up our own fulfilment centre, we can reduce/eliminate the fulfilment charges which is expected to escalate in view of the anticipated growth in volume of products in light of our plans to expand our live commerce sales channels. This would enable us to enjoy cost savings from not having to pay the fulfilment charges to a third-party fulfilment service provider, which would preserve and/or improve our profit margin.

Upon the delivery of vacant possession of the property, we will proceed to undertake minor renovation and interior fit-out works and acquire a warehouse management system, warehouse fixtures and racking systems as well as tools and equipment such as forklifts and product packing devices. We estimate that this will amount to RM[●] million, and will be funded via the IPO proceeds.

Further details on our business strategies and future plans are set out in Section 7.21 of this Prospectus.

3.5 RISK FACTORS

Before investing in our Shares, you should carefully consider, along with other matters in this Prospectus, certain risks and investment considerations (which may occur either individually or in combination, at the same time or around the same time) that may have a significant impact on our future financial performance.

The following are the key risks and investment considerations that we are currently facing or that may develop in the future:

(i) Our success is dependent on our brands and our reputation, and we may be subject to product liability claims

We believe that the brand recognition of our "Oasis" brands which we have built up over the past 13 years has contributed significantly to the growth and success of our business. We believe that our reputation is critical to our continued ability to attract individual customers to shop via our online and offline sales channels and maintain relationships with our corporate customers.

Any unintended occurrence of events including incidents relating to the quality or safety of our products or our business practices, could result in negative publicity, which would harm our reputation and brands. Customer complaints through social media platforms in relation to amongst others, our failure to meet consumer expectations with respect to our products, could have a negative impact on our reputation, if disseminated widely and not handled appropriately. Further, any actual or perceived position represented by our Group on social, environmental, or other sensitive issues, and any perceived lack of transparency about those matters, could harm our reputation with certain customer demographics. There is no assurance that any negative publicity will not have an adverse impact on our business and financial performance.

Although we source third-party products from suppliers and the manufacturing of in-house brand products are undertaken by OEMs, we may still be perceived by the general public to also be responsible for the manufacture of such products. Any negative publicity

3. PROSPECTUS SUMMARY (CONT'D)

or claims in relation to such products would adversely affect our reputation and the brands of our in-house brand products. If the products we sell are damaged, defective, contain other unintended features which may result in injury or are harmful or are subsequently subject to product recalls by the manufacturer, we may be liable for product defects under applicable consumer protection laws. In addition, whilst the products we sell typically comes with a warranty from the OEMs or suppliers to protect the consumer against manufacturing defects, there is no assurance that we will be able to collect these warranty claims from the OEMs or suppliers. Third parties who suffer injury or damage as a result of a product malfunction may bring claims or legal proceedings against us as the seller of the product, notwithstanding that we are not the manufacturer of such products.

(ii) We may not timely identify or effectively respond to customer needs and preferences, which could adversely impact demand for our products

Our success depends on our ability to identify and respond promptly to changing customer needs and preferences, while managing inventory levels across our wide range of products to ensure that we have sufficient product stocks. This involves predicting products that customers will demand as well as identifying the suitable sales channel to market and sell these products. If we fail to accurately forecast changing customer needs and preferences to source, market and sell products that customers demand and market through appropriate and popular sales channels, we may miss the opportunity to capture customers' interest based on emerging consumers' preference. This would consequently adversely impact our business and financial performance.

(iii) Any prolonged disruptions in the operations of third-party hosting platforms for our live commerce channels or termination of our live commerce channel(s) by third-party hosting platforms could adversely impact our business and financial performance

Our live commerce channels are presently hosted using the Live feature on third-party hosting platforms such as Facebook and TikTok. We are thus dependent on the continued performance, reliability and availability of Facebook and TikTok. Operational disruptions to third-party hosting platforms may occur due to factors beyond our control such as computer viruses and malware and other cyber-attacks. In addition, should Facebook and TikTok change their commercial terms and incur higher charges, which is unfavourable to us in the future, we would not be able to enjoy the profit margins we presently enjoy or have to find an alternative third-party hosting platform. Further, should our live commerce channel(s) be terminated or suspended by third-party hosting platforms, our sales performance may be temporarily impacted as we are unable to conduct our live commerce sessions on the said channel(s).

(iv) We are dependent on our Executive Directors for the continuing success of our Group

The continued success of our business is dependent, to a significant extent, on the experience, business relationship, technical expertise and industry know-how of our Executive Directors, namely DTYS and DTJW, who are involved on full time basis in the day-to-day management and operations of our Group. Our Executive Directors are vital for direction, leadership, business planning and development, and management of our operation, in addition to formulating and implementing strategies to drive the future of our Group. As such, the loss of any of our Executive Directors without suitable or timely replacements may result in an adverse effect on our Group's operations and may eventually affect our ability to maintain and/or improve our business or financial performance.

Further details on the risks faced by our business and operations, the industry we operate in and investment in our Shares are set out in Section 9 of this Prospectus.

3. PROSPECTUS SUMMARY (CONT'D)

3.6 IMPACT OF COVID-19 ON OUR GROUP

Our Group has not experienced any other business interruptions that had a significant effect on our business and operations during the period prior to the date of this Prospectus, save for the lockdowns and restrictions imposed in Malaysia due to the COVID-19 pandemic.

Since COVID-19 was officially declared a pandemic by the Director-General of the World Health Organisation on 11 March 2020, we closely monitor the development of the outbreak of COVID-19 in order to proactively respond and implement necessary measures and steps in response to the COVID-19 pandemic.

3.7 DIRECTORS AND KEY SENIOR MANAGEMENT

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

| <u>Name</u> | <u>Designation</u> |
|------------------------------|--|
| Directors | |
| Ahmad Tajudin bin Omar | Independent Non-Executive Chairman |
| DTYS | Non-Independent Executive Director / Chief Executive Officer |
| DTJW | Non-Independent Executive Director / Chief Operating Officer |
| Tan Mui Ping | Independent Non-Executive Director |
| Chew Phai Hau | Independent Non-Executive Director |
| Ho Tze-Shiang | Independent Non-Executive Director |
| Key Senior Management | |
| DTYS | Non-Independent Executive Director / Chief Executive Officer |
| DTJW | Non-Independent Executive Director / Chief Operating Officer |
| Ch'ng Woan Chyng | Head of Finance |
| Tan Siow Shan | Purchasing Manager |

Further details of our Directors and Key Senior Management are set out in Section 5 of this Prospectus.

3.8 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

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

| Name (Nationality or Country of incorporation) | Before our IPO | | | | After our IPO | | | |
|--|----------------|-------|----------------------------|-------|---------------|-------|----------------------------|-------|
| | Direct | | Indirect | | Direct | | Indirect | |
| | No. of Shares | (1)% | No. of Shares | (1)% | No. of Shares | (2)% | No. of Shares | (2)% |
| Promoters and substantial shareholders | | | | | | | | |
| DTYS (Malaysian) | 225,260,000 | 56.32 | ⁽³⁾ 126,000,000 | 31.50 | 175,260,000 | 35.05 | ⁽³⁾ 126,000,000 | 25.20 |
| DTJW (Malaysian) | 20,000,000 | 5.00 | - | - | 20,000,000 | 4.00 | - | - |
| Substantial shareholder | | | | | | | | |
| Oasis Management Team (Malaysia) | 126,000,000 | 31.50 | - | - | 126,000,000 | 25.20 | - | - |

Notes:

- (1) Based on our issued Shares of 400,000,000 Shares after the Share Split but before our IPO.
- (2) Based on our enlarged Shares of 500,000,000 Shares after our IPO.
- (3) Deemed interested by virtue of his shareholdings in Oasis Management Team pursuant to Section 8(4) of the Act.

Further details of our Promoters and substantial shareholders are set out in Section 5.1 of this Prospectus.

3. PROSPECTUS SUMMARY (CONT'D)

3.9 UTILISATION OF PROCEEDS

The total gross proceeds of approximately RM[●] million from the Public Issue will be utilised by our Group in the following manner:

| Details of utilisation | Gross proceeds | | Estimated timeframe for utilisation from the date of our Listing |
|--|----------------|---------------|--|
| | RM'000 | (%) | |
| Expansion of live commerce sales channel | [●] | [●] | Within 18 months |
| Set-up of own fulfilment centre | [●] | [●] | Within 24 months |
| Working capital | [●] | [●] | Within 12 months |
| Set-up of New HQ | [●] | [●] | Within 18 months |
| Estimated listing expenses | [●] | [●] | Within 3 months |
| Total | [●] | 100.00 | |

There is no minimum subscription in terms of the proceeds to be raised by us from our IPO. Further details on the utilisation of proceeds are set out in Section 4.8 of this Prospectus.

Based on the IPO Price, the total proceeds raised from the Public Issue of RM[●] million will accrue entirely to our Company. The financial impact of the use of proceeds from our Public Issue of RM[●] million is illustrated in the Pro forma Consolidated Statements of Financial Position as at 30 June 2024 set out in Section 12.16 of this Prospectus.

The gross proceeds from the Offer for Sale of approximately RM[●] million will accrue entirely to our Selling Shareholder.

3.10 FINANCIAL AND OPERATIONAL HIGHLIGHTS

The key financial highlights of our historical audited consolidated statements of comprehensive income for the Financial Years Under Review are set out below:

| | Audited | | |
|--|----------|----------|----------|
| | FYE 2022 | FYE 2023 | FYE 2024 |
| | RM'000 | RM'000 | RM'000 |
| Revenue | 40,884 | 39,966 | 54,821 |
| Cost of sales | (23,725) | (22,442) | (30,426) |
| GP | 17,159 | 17,524 | 24,395 |
| PBT | 7,150 | 6,805 | 11,119 |
| PAT | 5,337 | 4,917 | 8,067 |
| Profit attributable to owners of the Group | 5,337 | 4,728 | 8,026 |
| GP Margin (%) ⁽¹⁾ | 41.97 | 43.85 | 44.50 |
| PBT Margin (%) ⁽²⁾ | 17.49 | 17.03 | 20.28 |
| PAT Margin (%) ⁽²⁾ | 13.05 | 12.30 | 14.72 |
| Gearing ratio (times) ⁽³⁾ | 0.64 | 0.54 | 0.43 |
| Current ratio (times) ⁽⁴⁾ | 5.18 | 4.79 | 3.58 |

Notes:

- (1) GP margin is calculated based on GP over revenue.
- (2) PBT or PAT margin is calculated based on PBT or PAT over revenue.
- (3) Computed based on total interest-bearing borrowings divided by equity attributable to owners as at the respective FYEs.
- (4) Computed based on total current assets divided by total current liabilities as at the respective FYEs.

3. PROSPECTUS SUMMARY (CONT'D)

Operational highlights

The breakdown of our Group's revenue by business segment for the Financial Years Under Review is as follows:

| | Audited | | | | | |
|---|---------------|---------------|---------------|---------------|---------------|---------------|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| D2C segment | | | | | | |
| Live commerce | 17,191 | 42.05 | 24,883 | 62.26 | 41,471 | 75.65 |
| Mobile application and website | 17,845 | 43.65 | 11,671 | 29.20 | 7,095 | 12.94 |
| Third-party e-commerce marketplaces and digital marketing | 1,425 | 3.48 | 632 | 1.58 | 3,976 | 7.25 |
| Offline sales channels | 1,113 | 2.72 | 1,681 | 4.21 | 1,036 | 1.89 |
| | 37,574 | 91.90 | 38,867 | 97.25 | 53,578 | 97.73 |
| B2B segment | | | | | | |
| Sale to corporate customers | 3,310 | 8.10 | 1,099 | 2.75 | 1,243 | 2.27 |
| Total | 40,884 | 100.00 | 39,966 | 100.00 | 54,821 | 100.00 |

Further details of our financial information are set out in Section 12 of this Prospectus.

3.11 DIVIDEND POLICY

Our Group has the intention to target a dividend payout ratio in respect of each financial year of not less than 30% of our consolidated PAT. Our Board will consider, amongst others, the solvency requirements of the Act, level of available cash and cash equivalent, any banking or other funding covenants by which our Group is bound from time to time, projected level of capital expenditure and other investment plans, contractual obligations and future capital expenditure, investment plans and financing requirements, when declaring any interim dividends or final dividends.

During the Financial Years Under Review and up to the LPD, dividends declared and paid by our Company was as follows:

| | FYE 2022 | FYE 2023 | FYE 2024 | 1 July 2024 up to LPD |
|-----------------------------|----------|----------|----------|--------------------------|
| | RM'000 | RM'000 | RM'000 | RM'000 |
| Dividends declared and paid | - | 640 | 2,320 | (1)1,180 |

Note:

- (1) Subsequent to FYE 2024 and up to the LPD, dividends of RM1.18 million in respect of FYE 2024 was declared on 26 September 2024 and paid on 27 September 2024. Other than this, there is no further dividend declared by our Group subsequent to the LPD.

Further, our Group intends to declare dividend in respect of FYE 2025 of up to RM3.00 million via internally generated funds. The dividend is expected to be paid prior to the Listing of the Company. The dividends paid will not affect the execution and implementation of our future plans or business strategies.

Further details of our dividend policy are set out in Section 12.14 of this Prospectus.

4. DETAILS OF OUR LISTING

4.1 OPENING AND CLOSING OF APPLICATIONS

The Application for our IPO Shares will open at 10.00 a.m. on [●] and close at 5.00 p.m. on [●]. **Late Applications will not be accepted.**

4.2 INDICATIVE TIMETABLE

An indicative timetable for our IPO is set out below:

| Events | Tentative date |
|--|----------------|
| Issuance of Prospectus / Opening of Application for our IPO Shares | [●] |
| Closing of Application for our IPO Shares | [●] |
| Balloting of Application for our IPO Shares | [●] |
| Allotment / transfer of our IPO Shares to successful applicants | [●] |
| Listing on the ACE Market of Bursa Securities | [●] |

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

4.3 DETAILS OF OUR IPO

Our IPO is subject to the terms and conditions of this Prospectus and upon acceptance, our IPO Shares are expected to be allocated in the manner described below, and subject further to the underwriting and placement arrangement as set out in Section 4.3.3 of this Prospectus and clawback and also the reallocation provisions as set out in Section 4.3.4 of this Prospectus.

4.3.1 Public Issue

A total of 100,000,000 Issue Shares, representing 20.00% of our enlarged Shares are offered at our IPO Price. Our Issue Shares will be allocated in the following manner:

(i) Malaysian Public via balloting

25,000,000 Issue Shares, representing 5.00% of our enlarged Shares will be made available for application by the Malaysian Public through a balloting process as follows:

- (a) 12,500,000 Issue Shares made available to Bumiputera Malaysian public investors; and
- (b) 12,500,000 Issue Shares made available to Malaysian public investors.

4. DETAILS OF OUR LISTING (CONT'D)

(ii) Eligible Persons

10,000,000 Pink Form Shares, representing 2.00% of our enlarged Shares will be made available for application by the Eligible Persons in the following manner:

| Eligible Persons | No. of persons | Aggregate number of Pink Form Shares allocated |
|--|-----------------------|---|
| Eligible Directors ⁽¹⁾ | 4 | 900,000 |
| Eligible employees of our Group ⁽²⁾ | [●] | 9,100,000 |
| Total | [●] | 10,000,000 |

Notes:

- (1) The allocation to our eligible Directors are based on, among others, their respective roles and responsibilities and their contribution to our Company and they are collectively allocated a total of 900,000 Pink Form Shares as follows:

| Name | Designation | Number of Pink Form Shares allocated |
|------------------------|------------------------------------|---|
| Ahmad Tajudin bin Omar | Independent Non-Executive Chairman | 225,000 |
| Tan Mui Ping | Independent Non-Executive Director | 225,000 |
| Chew Phai Hau | Independent Non-Executive Director | 225,000 |
| Ho Tze-Shiang | Independent Non-Executive Director | 225,000 |
| Total | | 900,000 |

- (2) The allocation to the eligible employees of our Group who are confirmed full-time employees are based on, among others, their job grade, performance, length of service and their past contribution to our Group. Our Key Senior Management are collectively allocated a total of 650,000 Pink Form Shares as follows:

| Name | Designation | Number of Pink Form Shares allocated |
|------------------|--------------------|---|
| Ch'ng Woan Chyng | Head of Finance | 300,000 |
| Tan Siow Shan | Purchasing Manager | 350,000 |
| Total | | 650,000 |

4. DETAILS OF OUR LISTING (CONT'D)

(iii) Private placement to Selected Investors

2,500,000 Issue Shares, representing 0.50% of our enlarged Shares will be made available by way of private placement to Selected Investors.

(iv) Private placement to identified Bumiputera investors approved by the MITI

62,500,000 Issue Shares, representing 12.50% of our enlarged Shares will be made available by way of private placement to identified Bumiputera investors approved by the MITI.

Our Public Issue is expected to raise gross proceeds of RM[●] million and will accrue entirely to our Company. The Public Issue will increase our issued Shares from 400,000,000 Shares to 500,000,000 Shares.

Save for the allocation made available for Application as disclosed in Section 4.3.1(ii) of this Prospectus, it is not known to our Company as to whether any of the substantial shareholders, Directors or Key Senior Management have the intention to subscribe for the IPO Shares allocated under Section 4.3.1(i) of this Prospectus for the Malaysian Public. Our Company is also not aware as to whether there is any person intending to subscribe for more than 5.00% of the Issue Shares allocated under Section 4.3.1(i) of this Prospectus for the Malaysian Public.

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4. DETAILS OF OUR LISTING (CONT'D)

4.3.2 Offer for Sale

The Selling Shareholder is offering 50,000,000 Offer Shares, representing 10.00% of our enlarged Shares by way of private placement to Selected Investors at the IPO Price. The Offer Shares to be offered by the Selling Shareholder and his shareholding in our Company before and after our IPO is as follows:

| Name/ Address | Material relationship with our Group | Before our IPO | | | | Offer Shares offered | | After our IPO | | | |
|---|---|----------------|--------------------|----------------------------|--------------------|----------------------|--------------------|---------------|--------------------|----------------------------|--------------------|
| | | Direct | | Indirect | | No. of Shares | ⁽²⁾ (%) | Direct | | Indirect | |
| | | No. of Shares | ⁽¹⁾ (%) | No. of Shares | ⁽¹⁾ (%) | | | No. of Shares | ⁽²⁾ (%) | No. of Shares | ⁽²⁾ (%) |
| DTYS / No. 29, Jalan Aman Dahlia 6 Bandar Tropicana Aman 42500 Telok Panglima Garang Selangor | Promoter, substantial shareholder, specified shareholder and Non-Independent Executive Director / Chief Executive Officer | 225,260,000 | 56.32 | ⁽³⁾ 126,000,000 | 31.50 | 50,000,000 | 10.00 | 175,260,000 | 35.05 | ⁽³⁾ 126,000,000 | 25.20 |

Notes:

- (1) Based on our issued Shares of 400,000,000 Shares after the Share Split but before our IPO.
- (2) Based on our enlarged Shares of 500,000,000 Shares after our IPO.
- (3) Deemed interested by virtue of his shareholdings in Oasis Management Team pursuant to Section 8(4) of the Act.

The Offer for Sale is expected to raise gross proceeds of RM[●] million and will accrue entirely to the Selling Shareholder. Our Selling Shareholder shall bear all expenses such as placement fee and miscellaneous fee relating to the Offer Shares. The Offer Shares are not underwritten by our Underwriter. Please refer to Sections 5.1 and 5.2 of this Prospectus for further details of our Selling Shareholder.

4. DETAILS OF OUR LISTING (CONT'D)

4.3.3 Summary of our IPO Shares to be allocated and underwritten

A summary of our IPO Shares to be allocated is as follows:

| | Public Issue | | Offer for Sale | | Total | |
|---|--------------------|--------------------|-------------------|--------------------|--------------------|--------------------|
| | No. of Shares | ⁽¹⁾ (%) | No. of Shares | ⁽¹⁾ (%) | No. of Shares | ⁽¹⁾ (%) |
| Malaysian Public via balloting | 25,000,000 | 5.00 | - | - | 25,000,000 | 5.00 |
| Eligible Persons | 10,000,000 | 2.00 | - | - | 10,000,000 | 2.00 |
| Private placement to Selected Investors | 2,500,000 | 0.50 | 50,000,000 | 10.00 | 52,500,000 | 10.50 |
| Private placement to identified Bumiputera investors approved by MITI | 62,500,000 | 12.50 | - | - | 62,500,000 | 12.50 |
| Total | 100,000,000 | 20.00 | 50,000,000 | 10.00 | 150,000,000 | 30.00 |

Note:

(1) Based on our enlarged Shares of 500,000,000 Shares after our IPO.

The 25,000,000 Issue Shares made available for Application by the Malaysian Public and the 10,000,000 Pink Form Shares made available to the Eligible Persons under Sections 4.3.1(i) and 4.3.1(ii) of this Prospectus, respectively, are fully underwritten by our Underwriter. Please refer to Section 4.10 of this Prospectus for the salient terms of the Underwriting Agreement.

All the 52,500,000 IPO Shares made available to Selected Investors by way of private placement under Sections 4.3.1(iii) and 4.3.2 of this Prospectus and the 62,500,000 Issue Shares made available for private placement to identified Bumiputera investors approved by the MITI under Section 4.3.1(iv) of this Prospectus are not underwritten. Irrevocable undertakings will be obtained from these Selected Investors to subscribe for the IPO Shares available under the private placement.

4.3.4 Clawback and reallocation of Issue Shares

Any unsubscribed Pink Form Shares ("**Excess Issue Shares**") will be re-offered to the Eligible Persons (excluding eligible Directors) who have applied for excess on top of their pre-determined allocation and allocated on a fair and equitable basis and in the following priority:

- (i) firstly, allocation on a pro-rata basis to the eligible employees of our Group who have applied for the Excess Issue Shares based on the number of Excess Issue Shares applied for; and
- (ii) secondly, to minimise odd lots.

4. DETAILS OF OUR LISTING (CONT'D)

Our Board reserves the right to allot Excess Issue Shares applied in such manner as it may deem fit and expedient in the best interest of our Company, subject always to such allocation being made on a fair and equitable basis, and that the intention of our Board as set out in items (i) to (ii) above is achieved. Our Board also reserves the right to accept or reject any Excess Issue Shares application, in full or in part, without assigning any reason.

Once completed, the steps involving items (i) to (ii) above will not be repeated. Should there be any balance of Excess Issue Shares thereafter, such balance will be made available to the Malaysian Public and/or Selected Investors via private placement. Any unsubscribed Issue Shares by the Malaysian Public will be made available for Application by way of private placement to Selected Investors.

Any unsubscribed Issue Shares by identified Bumiputera investors approved by the MITI (“**MITI Tranche**”) will firstly be made available for Application by the Bumiputera public investors as part of the balloting process. Thereafter, any MITI Tranche that is not taken up by Bumiputera public investors will be offered to selected Malaysian institutional investors by way of private placement. The MITI Tranche will not be underwritten by the Underwriter.

Any IPO Shares not taken up by the Selected Investors after being reallocated from the Malaysian Public and/or Eligible Persons shall be taken up by our Underwriter in accordance with the terms and conditions of the Underwriting Agreement.

The allocation of our IPO Shares shall be on a fair and equitable manner and shall take into account the desirability of distributing our IPO Shares to a reasonable number of applicants with a view of broadening our Company's shareholding base to meet the public shareholding spread requirements of Bursa Securities and to establish a liquid market for our Shares.

There is no minimum subscription amount to be raised from the IPO. All the IPO Shares are either subscribed by the Malaysian Public, Eligible Persons and/or Selected Investors, pursuant to their irrevocable undertakings or fully underwritten by our Underwriter. The number of IPO Shares offered under the Public Issue will not be increased via any over-allotment or “greenshoe” option. For clarity, there is no over-allotment or ‘greenshoe’ option that will increase the number of our Issue Shares.

Details on the underwriting arrangement are set out in Section 4.10 of this Prospectus.

4.3.5 Minimum and over subscription

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

Under the Listing Requirements, we are required to have a minimum of 25.00% of our Shares for which listing is sought must be in the hands of a minimum of 200 public shareholders, each holding not less than 100 Shares upon our admission to the ACE Market.

In the event of an over-subscription, acceptance of Applications by the Malaysian Public shall be subject to ballot to be conducted in a manner approved by our Directors.

4. DETAILS OF OUR LISTING (CONT'D)

We expect to meet the public shareholding requirement at the point of our Listing. If we fail to meet the said requirement, we may not be allowed to proceed with our Listing on the ACE Market. In such an event, we will return in full, without interest, all monies paid in respect of all Application. If any such monies are not repaid within 14 days after we become liable to do so, the provision of sub-section 243(2) of the CMSA shall apply accordingly.

4.3.6 Price stabilisation mechanism

We will not be employing any price stabilisation mechanism (which is in accordance with the Capital Markets and Services (Price Stabilisation Mechanism) Regulations 2008) for our IPO.

4.4 SHARE CAPITAL, CLASSES OF SHARES AND RANKING

Upon completion of our IPO, our enlarged issued share capital would be as follows:

| <u>Details</u> | <u>No. of Shares</u> | <u>RM</u> |
|---|----------------------|--------------------|
| Total number of Shares as at the date of this Prospectus | 400,000,000 | 9,600,000 |
| New Shares to be issued pursuant to the Public Issue | 100,000,000 | ⁽¹⁾ [●] |
| Enlarged total number of Shares upon Listing | 500,000,000 | [●] |
| Offer for Sale | 50,000,000 | [●] |
| IPO Price | | [●] |
| Pro forma NA per Share as at 30 June 2024 after the adjustment for the dividend declaration for FYE 2024 ⁽²⁾ , Share Split, Public Issue and the intended use of proceeds | | [●] |
| Market capitalisation upon Listing based on our IPO Price and the enlarged total number of 500,000,000 Shares upon Listing | | [●] |

Notes:

- (1) Calculated based on the IPO Price and before deducting the estimated listing expenses of approximately RM[●] million which is directly attributable to our Public Issue.
- (2) Subsequent to 30 June 2024, on 26 September 2024, our Group declared a final dividend of RM1.18 million in respect of FYE 2024, which was paid on 27 September 2024. Other than this dividend, there is no further dividend declared by our Group subsequent to the LPD.

As at the date of this Prospectus, we have only one class of shares, being ordinary shares, all of which rank equally amongst one another.

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

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

4. DETAILS OF OUR LISTING (CONT'D)

Subject to any special rights attaching to any Shares which we may issue in the future, our shareholders shall, in proportion to the amount paid by them, be entitled to share the profits paid out by us in the form of dividends and other distributions. Similarly, if our Company is liquidated, our shareholders shall be entitled to the surplus (if any), in accordance with our Constitution after the satisfaction of any preferential payments in accordance with the Act and our liabilities.

At any general meeting of our Company, each of our shareholders shall be entitled to vote in person, by proxy, by attorney or by duly authorised representative. A proxy may but need not be a member of our Company and there shall be no restriction as to the qualification of the proxy.

On a show of hands, each shareholder present either in person, by proxy, by attorney or by other duly authorised representative shall have one vote. On a poll, each shareholder present either in person, by proxy, by attorney or by other duly authorised representative shall have one vote for each Share held.

4.5 BASIS OF ARRIVING AT OUR IPO PRICE

Our IPO Price of RM[●] per IPO Share was determined and agreed upon between our Directors and our Promoters, together with MIDF Investment, being our Principal Adviser, Sponsor, Underwriter and Placement Agent, after taking into consideration the following factors:

- (i) Our EPS of 2.01 sen (based on the existing number of issued Shares of 400,000,000 Shares) and 1.61 sen (based on the enlarged number of issued Shares of 500,000,000 Shares upon Listing), based on our PAT attributable to owners of our Group of RM8.03 million for the FYE 2024, which translates into PE Multiples of [●] times and [●] times respectively;
- (ii) our detailed financial performance and operating history as outlined in Sections 12 and 6.1 of this Prospectus respectively;
- (iii) our competitive strengths, as outlined in Section 7.7 of this Prospectus, which are summarised as follows:
 - (a) our expertise is in marketing and selling, and is agile in adapting to the latest market needs, preferences and trends;
 - (b) our followers that we have gained through our online and offline sales channels;
 - (c) our wide range of products comprising home and living, beauty and personal care, wellness, and other products, and our continuously expanding offerings to keep up with latest market trends;
 - (d) our own range of in-house brand products;
 - (e) our commitment in providing quality products and emphasis on providing reliable customer service and after-sales support; and
 - (f) an experienced and committed key management team.

4. DETAILS OF OUR LISTING (CONT'D)

- (iv) our business strategies and future plans as set out in Section 7.21 of this Prospectus:
 - (a) to establish more live commerce channels to grow our sales;
 - (b) to continuously expand our range of consumer lifestyle products and grow our existing business segments and sales channels;
 - (c) to set up New HQ; and
 - (d) to set up our own fulfilment centre.
- (v) overview and outlook of the industry in which our Group operates as described in the IMR Report set out in Section 8 of this Prospectus; and
- (vi) our prevailing market conditions including among others, market performance of key global indices, domestic and foreign exchanges, and investors' sentiments.

You should also note that the market price of our Shares upon and subsequent to our Listing is subject to market forces and other uncertainties which may affect the price of our Shares. You are reminded to consider the risk factors as set out in Section 9 of this Prospectus before deciding to invest in our Shares.

4.6 OBJECTIVES OF OUR IPO

The objectives of our IPO are as follows:

- (i) to enable our Group to gain recognition through our listing status and further enhance our corporate reputation and brand name which is aimed at expanding our customer base;
- (ii) to establish liquidity for our Shares by the listing of and quotation for our entire ordinary shares on the ACE Market of Bursa Securities;
- (iii) to enable us to access the equity capital market and to provide us the financial flexibility to pursue growth opportunities;
- (iv) to raise funds for the purposes as set out in Section 4.8 of this Prospectus; and
- (v) to provide an opportunity for the Malaysian Public, our eligible Directors and employees of our Group to participate in our equity.

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4. DETAILS OF OUR LISTING (CONT'D)

4.7 DILUTION

4.7.1 NA per Share

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

| Details | | RM |
|--|-----------------|------|
| IPO Price | (A) | [•] |
| Pro forma consolidated NA per Share as at 30 June 2024 after the adjustment for the dividend declaration for FYE 2024, Share Split but before our Public Issue (based on the issued share capital of 400,000,000 Shares) | (B) | 0.07 |
| Pro forma consolidated NA per Share as at 30 June 2024 after the adjustment for the dividend declaration for FYE 2024, Share Split, Public Issue and the intended use of proceeds from the Public Issue (based on the enlarged issued share capital of 500,000,000 Shares) | (C) | [•] |
| Increase in the pro forma consolidated NA per Share attributable to existing shareholders (after the Public Issue and the intended use of proceeds) | (C) – (B) | [•] |
| Dilution in the pro forma consolidated NA per Share to new investors | (A) – (C) | [•] |
| Dilution in the pro forma consolidated NA per Share to new investors as a percentage of our IPO Price | [(A) – (C)]/(A) | [•]% |

4.7.2 Effective cost per Share

Save as disclosed below, there is no substantial disparity between our IPO Price and effective cash cost of our Shares acquired 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 during the past 3 years up to the date of this Prospectus:

| Name | No. of Shares held before our IPO | Total consideration RM | Average effective cost for each Share RM |
|--|---|------------------------------|---|
| <u>Promoters, Directors, substantial shareholders and Key Senior Management</u> | | | |
| DTYS | ⁽¹⁾ 225,260,000 | 3,829,000 | 0.02 |
| DTJW | ⁽¹⁾ 20,000,000 | 200,000 | 0.01 |
| <u>Substantial shareholder</u> | | | |
| Oasis Management Team ⁽²⁾ | ⁽¹⁾ 126,000,000 | 5,242,500 | 0.04 |

Note:

- (1) After taking into account the allotment of Shares to DTYS and DTJW on 28 April 2022 as consideration shares for the acquisitions of Kitchen Harmony, Oasis Livingware and Oasis Swiss, the transfer of Shares to Oasis Management Team on 14 June 2022 and the allotment of Shares to DTYS who entered into a subscription agreement with our Company on 27 June 2022.
- (2) Please refer to Section 5.1.2(iii) of this Prospectus for the ultimate shareholders and their shareholdings in Oasis Management Team.

4. DETAILS OF OUR LISTING (CONT'D)

4.8 UTILISATION OF PROCEEDS

The total gross proceeds of approximately RM[•] million from the Public Issue will be utilised by our Group in the following manner:

| Details of utilisation | Gross proceeds | | Estimated timeframe for utilisation from the date of our Listing |
|--|----------------|---------------|--|
| | RM'000 | % | |
| Expansion of live commerce sales channel | [•] | [•] | Within 18 months |
| Set-up of own fulfilment centre | [•] | [•] | Within 24 months |
| Working capital | [•] | [•] | Within 12 months |
| Set-up of New HQ | [•] | [•] | Within 18 months |
| Estimated listing expenses | [•] | [•] | Within 3 months |
| Total | [•] | 100.00 | |

Further details of the utilisation are set out below.

(i) Expansion of live commerce sales channel

Live commerce sales channel is one of the key sales channels for our Group, which contributed 42.05%, 62.26% and 75.65% to our Group's total revenue for the Financial Years Under Review.

According to the IMR Report, sales from live commerce in Southeast Asia increased from USD0.3 billion (RM1.2 billion) in 2018 to USD13.0 billion (RM57.2 billion) in 2022, recording a CAGR of 156.6%. In 2023, sales from live commerce in Southeast Asia is estimated to have grown to USD18.5 billion (RM84.5 billion). The live commerce market in Southeast Asia is estimated to have grown at a CAGR of 128.0% between 2018 and 2023. In addition, across Southeast Asia, based on an online survey conducted in 2022, 4 in 5 internet users have watched a live video streaming in the last 12 months before the time the survey was conducted and more than half of all users watching live streaming have made a purchase. We foresee that live commerce sales channel will continue to be a key sales channel for our business, based on regional market trends. Although live commerce is a fairly new method of online shopping in Malaysia, customers' receptiveness towards live commerce is expected to grow in the near future driven by factors such as the growing fixed and mobile broadband penetration; proliferation of mobile devices; increased accessibility and acceptance to digital payment methods.

In light of the prospect and the expected growth in live commerce, we intend to allocate a total of RM[•] million or [•]% of our IPO proceeds within 18 months from the date of our Listing to expand our live commerce channels. The details of the utilisation of proceeds are as follows:

| Utilisation | Proceeds allocated (RM'000) |
|---|-----------------------------|
| (a) Increasing the number of live commerce channels | [•] |
| (b) Expanding the workforce | [•] |
| Total | [•] |

4. DETAILS OF OUR LISTING (CONT'D)

(a) Increasing the number of live commerce channels

As at 15 October 2024, we have 10 live commerce channels, i.e. Oasis Live Mall, O Shop Live, Oasis Wellness Live TV, Boom De Ah Dah Malaysia, Glasslock Malaysia, Glasslock.OS, Lebelage Malaysia, Durabs.OS, Safronegin Malaysia and NMN3+, as detailed in Section 7.2.1(i)(a) of this Prospectus.

We intend to create additional live commerce channels with specific product categories or demographic focus to better reach out to target audience and potential customers. This will allow us to simultaneously conduct multiple live commerce sessions at any point in time thereby reaching out to a wider audience group, and our customers are also able to tune in to the respective live commerce channels based on their preferences.

As at the LPD, we intend to set up in total at least 5 additional live commerce channels on Facebook and TikTok which will enable us to conduct multiple live commerce sessions at a point in time.

We plan for new live commerce channels focusing on product categories such as, but not limited to, wellness, fashion accessories and travel accessories. We will continuously study and monitor consumer preferences and product trends from time to time, and may include more product categories.

Depending on the feedback and demand from our target audience at the prevailing time, we may consider setting up new live commerce channels using English, Bahasa Malaysia or Mandarin as the language medium for content delivery.

We have allocated a total of RM[•] million for the set-up of the new live commerce channels, details of which are as follows:

| Utilisation | Amount (RM'000) |
|--|------------------------|
| Social media marketing | (1) [•] |
| Social media content development | [•] |
| Marketing events and campaign budget | (2) [•] |
| Live host training and development | [•] |
| Back-end support equipment for order processing and responding to customers' queries (i.e. computer and mobile phones) | [•] |
| Rental of temporary office | (3) [•] |
| Total | [•] |

Notes:

- (1) Comprising targeted digital advertisements and post boosting on Facebook, TikTok, Instagram and REDnote (小红书) to extend the reach of our posts and live commerce sessions. The duration of each targeted digital advertisements and post boosting is contingent upon, amongst others, the sales target for each live session, the budget allocated for the respective digital advertisement or post boosting, the coverage of target audience and the desired conversion rate.
- (2) Comprising promotional campaign, lucky draw, social media influencers' engagement fee and/or brand ambassador.
- (3) Rental of a temporary office, pending the completion of our New HQ for an estimated rental period of up to 18 months. Further details of our New HQ are as set out in Section 7.21(iii) of this Prospectus.

4. DETAILS OF OUR LISTING (CONT'D)

(b) Expanding the workforce

As at the LPD, we have an in-house team of 10 live commerce hosts who are involved in the hosting, planning and preparation of live commerce sessions. The in-house team includes DTYS and DTJW who are also involved in our live commerce operations, in addition to their roles and responsibilities as our Chief Executive Officer and Chief Operating Officer, respectively.

In view of our plan to expand our live commerce sales channel, we intend to use RM[●] million of the IPO proceeds to fund the recruitment of new personnel as follows:

| Position | Role | No. of personnel | ⁽¹⁾ Amount (RM'000) |
|---|---|------------------|--------------------------------|
| 1 General Manager and 2 Assistant General Manager | <ul style="list-style-type: none"> Oversees the operation of live commerce sales channel and develop sales strategies Day to day supervision and monitoring of the operations of live commerce sales channel | 3 | [●] |
| Live Host and Co-Live Host | <ul style="list-style-type: none"> Planning and preparation of live commerce sessions (i.e. product, selling strategies, product demonstration, equipment set up, demonstration materials) Hosting of live commerce sessions | 16 | ⁽²⁾ [●] |
| Customer service personnel | Handling of general customer queries and feedback during and after the live commerce | 7 | [●] |
| Order processing Executive | Handling of customer orders, billings and product delivery | 5 | [●] |
| Marketing personnel | <ul style="list-style-type: none"> Planning, developing, shooting and editing of digital contents Implementation of digital market plan and strategies on social media Develop, implement and oversee the implementation of marketing strategies and campaigns | 13 | [●] |
| After Sales Service Executive | Handling of customers' enquiries, disputes and complaints pertaining to repairs of defective, damaged or missing parts/products including troubleshooting and attending to warranty claims | 3 | [●] |
| Purchasing Executive | Product sourcing and inventory management | 6 | [●] |
| Recruitment expenses | | | [●] |
| Total | | 53 | [●] |

4. DETAILS OF OUR LISTING (CONT'D)

Notes:

- (1) Comprises estimated salaries for approximately 12 months for the respective roles.
- (2) Not inclusive of commissions and bonuses, which are paid according to sales performance.

Pending the receipt of the IPO proceeds, we may proceed with our plans as set out above by utilising our internally generated funds. Therefore, when the proceeds to be raised from the IPO are received, we will use the proceeds allocated to this abovementioned plan to replenish our internally generated funds.

In the event of any shortfall in the proceeds allocated for the expansion of live commerce sales channel, we will fund the shortfall via the amount allocated for our working capital and/or our internally generated funds. However, should there be any excess in the proceeds allocated for the expansion of live commerce sales channel, the excess amount will be reallocated to our working capital. If such reallocation is 25% or more of the total IPO proceeds, we shall seek approval from shareholders in accordance with Rule 8.24 of the Listing Requirements.

Please refer to Section 7.21(i) of this Prospectus for further details of our plan for the expansion of our live commerce sales channel.

(ii) Set-up of own fulfilment centre

We have entered into a sale and purchase agreement dated 31 October 2023 for the acquisition of a piece of leasehold land with the title identification of Lot No. D89, HSD 50617, PT 54496, Mukim of Tanjong Duabelas, District of Kuala Langat, Selangor together with a 2-storey building to be constructed which we intend to use as a fulfilment centre for in-house fulfilment process, as well as for inventory storage and management. Further details on the acquisition of the abovementioned property and our in-house fulfilment centre are as set out in Sections 6.7.1 and 7.21(iv) of this Prospectus.

We currently engage two external third-party fulfilment service providers. The fulfilment charges are determined by the volume of inventory and orders and during the Financial Years Under Review, fulfilment charges constitute 9.90% to 14.53% of our total cost of sales.

By setting up our own fulfilment centre, we can reduce/eliminate the fulfilment charges which is expected to escalate in view of the anticipated growth in volume of products in light of our plans to expand our live commerce sales channels. This would enable us to enjoy cost savings from not having to pay the fulfilment charges to a third-party fulfilment service provider, which would preserve and/or improve our profit margin.

We intend to allocate RM[●] million or [●]% of our IPO proceeds to set up the fulfilment centre with an approximate built-up area of 14,364 sq. ft., which we expect to be implemented within 24 months from the date of our Listing. The details of the utilisation of proceeds are as follows:

| Details | Amount (RM'000) |
|---|------------------------|
| Warehouse management system and integration with our existing accounting system | [●] |
| Warehouse fixtures and reconfiguration (i.e. racking system) | [●] |
| Warehouse tools and equipment (i.e. forklift, product packing device) | [●] |
| Minor renovation and interior fit out | [●] |
| Total | [●] |

4. DETAILS OF OUR LISTING (CONT'D)

Pending the receipt of the IPO proceeds, we may proceed with our plans as set out above by utilising our internally generated funds. Therefore, when the proceeds to be raised from the IPO are received, we will use the proceeds allocated to this abovementioned plan to replenish our internally generated funds.

In the event of any shortfall in the allocated proceeds for the set-up of own fulfilment centre, we will fund the shortfall via the amount allocated for our working capital and/or our internally generated funds. In the event of any excess of amount allocated, the excess amount will be reallocated to our working capital.

Please refer to Section 7.21(iv) of this Prospectus for further details of our plan for the set-up of own fulfilment centre.

(iii) Working capital

We expect our working capital requirements to increase with the anticipated growth in our business arising from the expansion of our product range and sales channels as discussed in Section 7.21(i) and (ii) of this Prospectus.

As such, we intend to allocate RM[●] million or [●]% of the IPO proceeds for our working capital purposes as follows:

| <u>Utilisation</u> | <u>Amount (RM'000)</u> |
|---|------------------------|
| Purchase of inventories ⁽¹⁾ | [●] |
| Product sourcing and development ⁽²⁾ | [●] |
| Total | [●] |

Notes:

- (i) Purchase of inventories for certain popular and fast-selling products, based on the historical sales data in order to reduce the delivery lead-time to our customers as most of these products are purchased from overseas suppliers and OEMs. Further, we may also enjoy bulk discount if we purchase such products in larger quantity. We may also utilise such amount for the purchase of inventories of new consumer lifestyle products that we plan to introduce, which is in line with our future plans to expand our product range, as detailed in Section 7.21(ii) of this Prospectus.
- (ii) Comprises expenses for product sourcing and development such as purchase of samples, travelling expenses for site visits to OEMs, product testing and certification costs, as well as expenses for the development of wellness products such as lab testing and certification expenses.

The actual breakdown of working capital expenses cannot be determined at this juncture as it will depend on the actual requirements of our Group at the relevant point in time. We expect to utilise the proceeds allocated for working capital purposes within 12 months from our Listing.

Pending the receipt of the IPO proceeds, we may utilise our internally generated funds for working capital purposes. When the IPO proceeds which have been allocated for working capital purposes are received, we will use the proceeds allocated to replenish our internally generated funds.

Please refer to Section 7.21(i) and (ii) of this Prospectus for further details of our plan for expansion of our product range and sales channels.

4. DETAILS OF OUR LISTING (CONT'D)

(iv) Set-up of New HQ

In December 2020, we acquired a piece of leasehold industrial land with the title identification of HSD 56087, Lot No. PT 22349, Mukim of Dengkil, District of Sepang, Selangor, measuring 25,956 sq. ft. for the construction of a 3-storey detached industrial building which we intend to use as our New HQ. The purpose of setting up the New HQ is to cater for the future growth in our business operations, including the expansion of our live commerce sales channel as set out in Section 7.21(i) of this Prospectus. We had obtained planning permission on 21 July 2023 from Majlis Perbandaran Sepang for the construction of our New HQ. As at the LPD, the validity period of the planning permission has expired and we expect to submit a new application for the planning permission and other approvals for the construction of the New HQ by the fourth quarter of 2024. The cost for the construction of the New HQ is expected to amount to RM4.4 million, and will be funded via a combination of bank borrowings and internally generated funds.

We intend to allocate RM[●] million or [●]% of the IPO proceeds within 18 months from the date of our Listing to partially fund the cost of setting up our New HQ, particularly the interior renovation and fit-out expenses.

In the event of any shortfall in the allocated proceeds for the set-up of New HQ, we will fund the shortfall via the amount allocated for our working capital and/or our internally generated funds. In the event of any excess of amount allocated, the excess amount will be reallocated to our working capital.

Please refer to Section 7.21(iii) of this Prospectus for further details of our plan for the set-up of New HQ.

(v) Estimated listing expenses

Our listing expenses are estimated to be approximately RM[●] million representing [●]% of our IPO proceeds, details of which are as follows:

| Details | RM'000 |
|--|------------|
| Professional fees ⁽¹⁾ | [●] |
| Brokerage, underwriting and placement fees | [●] |
| Fees payable to authorities | [●] |
| Fees and expenses for printing, advertising and roadshow | [●] |
| Miscellaneous expenses and contingencies ⁽²⁾ | [●] |
| Total | [●] |

Notes:

- (1) Including fees for, amongst others, the Principal Adviser, Reporting Accountants, Solicitors, IMR, Internal Control Consultant, Company Secretary, Share Registrar and Issuing House.
- (2) Including incidental or related expenses in connection with our IPO such as out-of-pocket expenses and contingencies.

We expect to utilise the proceeds allocated for listing expenses within 3 months from our Listing.

4. DETAILS OF OUR LISTING (CONT'D)

Pending the receipt of the IPO proceeds, we may utilise our internally generated funds for the listing expenses. When the IPO proceeds which have been allocated for the listing expenses are received, we will use the proceeds allocated to replenish our internally generated funds.

In the event of a surplus/deficit in the allocated amount for estimated listing expenses, such variance will be adjusted to/from the proceeds allocated for working capital purposes.

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

Our Company will not receive any proceeds from the Offer for Sale. Based on the IPO Price, the gross proceeds from the Offer for Sale of approximately RM[●] million will accrue entirely to the Selling Shareholder. The Selling Shareholder shall bear the entire incidental expenses and fees in relation to the Offer for Sale, amounting to approximately RM[●] million.

The financial impact of the use of proceeds from our Public Issue is illustrated in the Pro Forma Consolidated Statements of Financial Position as at 30 June 2024 set out in Section 12.16 of this Prospectus.

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4. DETAILS OF OUR LISTING (*CONT'D*)

4.9 UNDERWRITING COMMISSION, BROKERAGE AND PLACEMENT FEES

4.9.1 Underwriting commission

On [●], we have entered into the Underwriting Agreement with MIDF Investment, our Underwriter for the underwriting of 35,000,000 Issue Shares ("**Underwritten Shares**") which are available for application by the Malaysian Public and our Eligible Persons.

We will pay an underwriting commission of 2.50% of the total value of the Underwritten Shares at the IPO Price.

4.9.2 Brokerage fee

We will pay the brokerage fees in respect of our Issue Shares, at the rate of 1.00% of our IPO Price in respect of all successful Applications which bear the stamp of either the participating organisations of Bursa Securities, members of the Association of Banks in Malaysia, members of the Malaysian Investment Banking Association and/ or the Issuing House.

4.9.3 Placement Fee

Our Placement Agent has agreed to place out 2,500,000 Issue Shares made available by way of private placement to Selected Investors and 62,500,000 Issue Shares made available by way of private placement to identified Bumiputera investors approved by MITI as set out in Section 4.3.1(iii) and Section 4.3.1(iv) respectively, at a placement fee at the rate of 2.50% of the total value of the Issue Shares placed out by the Placement Agent at the IPO Price.

Our Placement Agent has also agreed to place out a total of 50,000,000 Offer Shares made available by way of private placement to Selected Investors as set out in Section 4.3.2 of this Prospectus at a placement fee at the rate of 2.50% of the total value of the Offer Shares placed out by the Placement Agent at the IPO Price. The placement fee to be incurred on the sale of the Offer Shares will be fully borne by our Selling Shareholder.

4.10 SALIENT TERMS OF THE UNDERWRITING ARRANGEMENT

Pursuant to the Underwriting Agreement entered on [●], our Underwriter has agreed to underwrite the Underwritten Shares subject to the terms and conditions as set out in the Underwriting Agreement.

The following are the salient terms contained in the Underwriting Agreement. The capitalised terms used in this section shall have the respective meanings as ascribed thereto in the Underwriting Agreement:

[The salient terms will be inserted once the Underwriting Agreement has been entered into and is available.]

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

5.1 OUR PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

5.1.1 Particulars and shareholdings

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

| Promoters and/or substantial shareholders | Nationality / Country of incorporation | Before our IPO | | | | After our IPO | | | |
|--|---|----------------|-------|----------------------------|-------|---------------|-------|----------------------------|-------|
| | | Direct | | Indirect | | Direct | | Indirect | |
| | | No. of Shares | (1)% | No. of Shares | (1)% | No. of Shares | (2)% | No. of Shares | (2)% |
| <u>Promoters and substantial shareholders</u> | | | | | | | | | |
| DTYS | Malaysian | 225,260,000 | 56.32 | ⁽³⁾ 126,000,000 | 31.50 | 175,260,000 | 35.05 | ⁽³⁾ 126,000,000 | 25.20 |
| DTJW | Malaysian | 20,000,000 | 5.00 | - | - | 20,000,000 | 4.00 | - | - |
| <u>Substantial shareholder</u> | | | | | | | | | |
| Oasis Management Team | Malaysia | 126,000,000 | 31.50 | - | - | 126,000,000 | 25.20 | - | - |

Notes:

- (1) Based on our issued Shares of 400,000,000 Shares after the Share Split but before our IPO.
- (2) Based on our enlarged Shares of 500,000,000 Shares after our IPO.
- (3) Deemed interested by virtue of his shareholdings in Oasis Management Team pursuant to Section 8(4) of the Act.

The Shares held by our Promoters and substantial shareholders do not have and will not have different voting rights from the other shareholders of our Company.

Save for our Promoters and substantial shareholders named above, we are not aware of any other persons who is able to, directly or indirectly, jointly or severally, exercise control over our Company. As at the LPD, there is no arrangement between our Company and our Promoters, with any third parties, which may at a subsequent date result in the change in control of our Company.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*CONT'D*)

5.1.2 Profiles of Promoters and substantial shareholders

(i) **DTYS**

Promoter, substantial shareholder, Non-Independent Executive Director and Chief Executive Officer

DTYS, a Malaysian male aged 44, is our Non-Independent Executive Director and Chief Executive Officer. He was appointed to our Board on 30 March 2021 and is responsible for managing and setting the overall strategic direction of our Group.

He graduated with a Bachelor of Arts (Hons) in Business Administration from the University of Northumbria, United Kingdom in March 2003.

He began his career as a Sales Executive with Central Melamineware Sdn Bhd in 2003 where he was involved in the development of new sales channel and customer service. He left Central Melamineware Sdn Bhd in 2005 and joined RC Marketing (M'sia) Sdn Bhd as a Sales Manager. During this period, he was involved in the customer service, developing sales plans and achieving sales targets. In 2006, he left RC Marketing (M'sia) Sdn Bhd and joined Famous Magic Sdn Bhd on a project basis (until end of 2006) where he was involved in the development of sales channel and customer service to corporate customers.

In April 2006, he established Jasa Dina Supply & Services with a partner, which was involved in supplies of industrial chemicals, corporate gifts and souvenirs. Jasa Dina Supply & Services became inactive and subsequently ceased business in June 2012. In June 2008, he acquired Synergy Systems Management Sdn Bhd with a partner, which was involved in the export and import of kitchen equipment and related products for corporate gifts. He was initially involved in the business development activities of the company, and subsequently shifted his role in the company to a non-executive director and passive shareholder after establishing Oasis Swiss in August 2011. Synergy Systems Management Sdn Bhd became inactive and has ceased business operations as at the LPD and intended to be wound up.

In March 2010, he established HOF Enterprise with a partner, which was involved in the trading of vacuum flasks and water bottles. HOF Enterprise became inactive and subsequently ceased business in March 2018. In October 2010, he incorporated Oasis Livingware (formerly known as House of Flask Sdn Bhd) with 2 partners who ceased to be shareholders of Oasis Livingware in March 2011. In April 2022, Oasis Home Holding acquired DTYS' shareholding in Oasis Livingware.

In August 2011, he co-founded Oasis Swiss with Chew Lian Seng, a third party not related to him. DTYS was appointed a director and assumed the role of Chief Executive Officer where he was responsible for the business development as well as the overall strategic and general management of the company. In September 2020, he acquired the entire shareholdings in Oasis Swiss from Chew Lian Seng. In April 2022, Oasis Home Holding acquired DTYS' shareholding in Oasis Swiss. In February 2024, he was reassigned as the Chief Executive Officer of Oasis Home Holding where he assumes his current responsibilities.

Please refer to Section 5.2.3(ii) of this Prospectus for details of DTYS's principal directorships in other corporations and principal business activities performed outside our Group as at the LPD.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

(ii) DTJW

Promoter, substantial shareholder, Non-Independent Executive Director and Chief Operating Officer

DTJW, a Malaysian female aged 35, is our Non-Independent Executive Director and Chief Operating Officer. She was appointed to our Board on 14 February 2022 and is responsible for spearheading the product development, marketing efforts and overseeing the overall operations, sales and marketing strategies of our Group.

She completed her Certified Accounting Technicians (CAT) qualification at Sunway College, Malaysia in September 2008. In June 2018, she subsequently obtained her Executive Master of Business Administration from Shanghai Action Education Technology Co., Ltd, PRC.

Between September 2008 and November 2013, she was involved in various online businesses selling apparel. In December 2013, she co-founded Cassa Fashion Sdn Bhd with other shareholders, which was involved in the wholesale and retail of apparel. She was appointed as a director in the company where she was responsible for overseeing the overall business operations, including liaising and negotiating with suppliers, procurement of supplies, as well as handling the sales and marketing activities. In October 2016, she resigned from Cassa Fashion Sdn Bhd and subsequently ceased to be a shareholder in the company in 2022.

She joined Oasis Swiss in August 2017 as a Business Development Manager where she was responsible for the overall marketing operations and product development of the company. In September 2020, she was appointed as a director of Oasis Swiss and later promoted to Chief Marketing Officer in July 2022. In May 2017, DTJW established Kitchen Harmony with another shareholder, who subsequently ceased to be a shareholder of Kitchen Harmony in September 2020. In April 2022, Oasis Home Holding acquired DTJW's shareholding in Kitchen Harmony. In April 2024, she was reassigned as the Chief Operating Officer of Oasis Home Holding where she assumes her current responsibilities.

Please refer to Section 5.2.3(iii) of this Prospectus for details of DTJW's principal directorships in other corporations and principal business activities performed outside our Group as at the LPD.

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5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

(iii) Oasis Management Team

Substantial shareholder

Oasis Management Team was incorporated on 16 March 2021 in Malaysia under the Act as a limited liability company in Malaysia under its present name.

Oasis Management Team is principally engaged in the investment holding of shares in Oasis Home Holding.

As at the LPD, the issued share capital of Oasis Management Team is RM5,242,204.03 comprising 1,260,000 ordinary shares. The particulars of Oasis Management Team's shareholders and their respective shareholdings as at the LPD are as follows:

| Shareholders | No. of shares | % | Designation in Oasis Home Holding | Shareholder of Oasis Management Team since |
|--------------------------------------|-------------------------|----------------------|--|---|
| DTYS | 954,000 | 75.71 | Non-Independent Executive Director/ Chief Executive Officer | 26 October 2021 |
| DTJW | 144,000 | 11.43 | Non-Independent Executive Director/ Chief Operating Officer | 26 October 2021 |
| Fang Chin Shyan @ Puen Chin Shyan | 108,000 | 8.57 | Operation Manager | 26 October 2021 |
| Chong Hui Ying | 54,000 | 4.29 | Head of Live Commerce | 26 October 2021 |
| | <u>1,260,000</u> | <u>100.00</u> | | |

All the shareholders of Oasis Management Team are either pioneer or long-time employees of Oasis Swiss.

Save for DTYS and DTJW, none of the other shareholders in Oasis Management Team has any family relationships with the Promoters and/or Directors of the Company.

As at the LPD, the director of Oasis Management Team is DTYS.

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5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

5.1.3 Changes in our Promoters' and/or substantial shareholders' shareholdings in our Company for the past 3 years

The changes in our Promoters' and substantial shareholders' shareholdings in our Company for the past 3 years and up to the LPD are as follows:

| Name | As at 30 June 2021 | | | | As at 30 June 2022 | | | | As at 30 June 2023 | | | |
|---|--------------------|--------|--------------------------|-------|--------------------------|-------|--------------------------|-------|--------------------|-------|--------------------------|-------|
| | Direct | | Indirect | | Indirect | | Indirect | | Indirect | | Indirect | |
| | No. of Shares | (1)% | No. of Shares | % | No. of Shares | (2)% | No. of Shares | (2)% | No. of Shares | (2)% | No. of Shares | (2)% |
| Promoters and substantial shareholders | | | | | | | | | | | | |
| DTYS | 100 | 100.00 | - | - | ⁽⁴⁾ 2,252,600 | 56.32 | ⁽³⁾ 1,260,000 | 31.50 | 2,252,600 | 56.32 | ⁽³⁾ 1,260,000 | 31.50 |
| DTJW | - | - | - | - | ⁽⁴⁾ 200,000 | 5.00 | - | - | 200,000 | 5.00 | - | - |
| Substantial shareholder | | | | | | | | | | | | |
| Oasis Management Team | - | - | - | - | ⁽⁴⁾ 1,260,000 | 31.50 | - | - | 1,260,000 | 31.50 | - | - |
| Name | As at 30 June 2024 | | | | As at LPD | | | | | | | |
| | Direct | | Indirect | | Indirect | | Indirect | | | | | |
| | No. of Shares | (2)% | No. of Shares | (2)% | No. of Shares | (2)% | No. of Shares | (2)% | | | | |
| Promoters and substantial shareholders | | | | | | | | | | | | |
| DTYS | 2,252,600 | 56.32 | ⁽³⁾ 1,260,000 | 31.50 | 2,252,600 | 56.32 | ⁽³⁾ 1,260,000 | 31.50 | | | | |
| DTJW | 200,000 | 5.00 | - | - | 200,000 | 5.00 | - | - | | | | |
| Substantial shareholder | | | | | | | | | | | | |
| Oasis Management Team | 1,260,000 | 31.50 | - | - | 1,260,000 | 31.50 | - | - | | | | |

Notes:

- (1) Based on our issued Shares of 100 Shares as at FYE 2021.
- (2) Based on our issued Shares of 4,000,000 Shares as at FYE 2022, FYE 2023, FYE 2024 and the LPD.
- (3) Deemed interested by virtue of DTYS's shareholdings in Oasis Management Team pursuant to Section 8(4) of the Act.
- (4) After taking into account the allotment of Shares to DTYS and DTJW on 28 April 2022 as consideration shares for the acquisitions of Kitchen Harmony, Oasis Livingware and Oasis Swiss, the transfer of Shares to Oasis Management Team on 14 June 2022 and the allotment of Shares to DTYS who entered into a subscription agreement with our Company on 27 June 2022.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

5.1.4 Amounts or benefits paid or intended to be paid or given to our Promoters or substantial shareholders

Save for the dividends declared and/or paid to our Promoters and/or substantial shareholders as disclosed below and the aggregate remuneration and benefits in-kind paid or to be paid to our Promoters and/or substantial shareholders as disclosed in Section 5.2.4 of this Prospectus, there are no other amounts or benefits paid or intended to be paid or given to our Promoters and/or substantial shareholders within the 2 years preceding the date of this Prospectus and up to the LPD:

| Promoters and substantial shareholders | Dividends declared and/or paid | | |
|--|--------------------------------|----------|---------------------------|
| | FYE 2023 | FYE 2024 | 1 July 2024 up to the LPD |
| | RM'000 | RM'000 | RM'000 |
| DTYS | 360 | 1,307 | (1)665 |
| DTJW | 32 | 116 | (1)59 |
| Oasis Management Team | 202 | 731 | (1)372 |

Note:

- (1) Subsequent to 30 June 2024, on 26 September 2024, our Group declared a final dividend of RM1.18 million in respect of FYE 2024, which was paid on 27 September 2024. Other than this dividend, there is no further dividend declared by our Group subsequent to the LPD.

The dividends declared and paid in FYE 2023 and FYE 2024, and the final dividend declared for FYE 2024 above which was paid on 27 September 2024, were funded by internally generated funds. The dividends will not affect the execution and implementation of our Group's future plans or business strategies. Together with the IPO proceeds, we believe that we have sufficient funding of cash from operations and bank borrowings for the funding requirement for our operations and our expansion plans.

Further, our Group intends to declare a dividend in respect of FYE 2025 of up to RM3.00 million via internally generated funds. The dividend is expected to be paid prior to the Listing of the Company. The dividends paid will not affect the execution and implementation of our future plans or business strategies.

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5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

5.2 BOARD OF DIRECTORS

5.2.1 Particulars and shareholdings

The following table sets out the details of our Directors and their direct and indirect shareholdings in our Company before and after our IPO:

| Name | Nationality | Before our IPO | | | | After our IPO | | | |
|------------------------|-------------|----------------|-------|----------------------------|-------|------------------------|-------|----------------------------|-------|
| | | Direct | | Indirect | | Direct | | Indirect | |
| | | No. of Shares | (1)% | No. of Shares | (1)% | No. of Shares | (2)% | No. of Shares | (2)% |
| Ahmad Tajudin Bin Omar | Malaysian | - | - | - | - | ⁽³⁾ 225,000 | 0.05 | - | - |
| DTYS | Malaysian | 225,260,000 | 56.32 | ⁽⁴⁾ 126,000,000 | 31.50 | 175,260,000 | 35.05 | ⁽⁴⁾ 126,000,000 | 25.20 |
| DTJW | Malaysian | 20,000,000 | 5.00 | - | - | 20,000,000 | 4.00 | - | - |
| Tan Mui Ping | Malaysian | - | - | - | - | ⁽³⁾ 225,000 | 0.05 | - | - |
| Chew Phai Hau | Malaysian | - | - | - | - | ⁽³⁾ 225,000 | 0.05 | - | - |
| Ho Tze-Shiang | Malaysian | - | - | - | - | ⁽³⁾ 225,000 | 0.05 | - | - |

Notes:

- (1) Based on our issued Shares of 400,000,000 Shares after the Share Split but before our IPO.
- (2) Based on our enlarged Shares of 500,000,000 Shares after our IPO.
- (3) Based on the assumption that the Directors subscribe in full for their entitlements to the Pink Form Shares.
- (4) Deemed interested by virtue of his shareholdings in Oasis Management Team pursuant to Section 8(4) of the Act.

Save for DTYS and DTJW who are shareholders of Oasis Management Team, none of our Directors represent any corporate shareholder on our Board.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*CONT'D*)

5.2.2 Profiles of Directors

The profiles of our Directors are as follows:

(i) **Ahmad Tajudin bin Omar**
Independent Non-Executive Chairman

Ahmad Tajudin bin Omar, a Malaysian male aged 65, is our Independent Non-Executive Chairman. He was appointed to our Board on 18 October 2024.

He graduated with a Degree of Bachelor of Economics with Honours from University of Malaya, Malaysia in August 1984 and thereafter served in the Malaysian Investment Development Authority (“MIDA”) for over 35 years. During his tenure, he served in various divisions at MIDA headquarters and MIDA global offices, where he was responsible for identifying, promoting and attracting investments, assisting companies to implement projects as well as evaluating applications for manufacturing licenses, tax incentives and tax exemptions in Malaysia, amongst others.

He began his career with MIDA as an Economist in October 1984. In July 1990, he was transferred to the MIDA branch office in the state of Perlis as Director for a period of 5 years. In August 1995, he returned to the MIDA headquarters in Kuala Lumpur and stationed in the chemical industries division.

In November 1996, he joined the investment promotion division of MIDA. Thereafter, he took on international assignments and was primarily involved in the promotion of Malaysia as the premier investment destination to foreign investors. His experience with foreign investors spanned almost 12 years. He commenced his international secondment in December 2000 where he moved to the MIDA branch office in Los Angeles, USA as the Deputy Director and later to the MIDA branch office in Seoul, Korea in January 2003, as the Director.

In January 2008, he returned to the MIDA headquarters in Kuala Lumpur and oversaw the investment from European countries to Malaysia. In May 2010, he was seconded again, this time to the MIDA branch office in Munich, Germany. He returned to the MIDA headquarters in Kuala Lumpur in July 2014 and took on the role as the Director of the life sciences and medical technology division. In August 2016, he was transferred to the domestic investment promotion division of MIDA, during which, he was involved in various investment promotion activities including seminars and forums as well as supporting and collaborating with other agencies in organising training programmes for officials of investment promotion agencies from developing countries from Africa and Asia. In December 2018, he was seconded to the MIDA branch office in Singapore and returned to Malaysia in November 2019 for his mandatory retirement and has not engaged in any professional activities and engagements since then.

He was a retiree from November 2019 until December 2023. In December 2023, he was appointed as the Independent Non-Executive Chairman of Crest Group Berhad, a company listed on the ACE Market.

Please refer to Section 5.2.3 (i) of this Prospectus for details of Ahmad Tajudin bin Omar’s principal directorships in other corporations and principal business activities performed outside our Group as at the LPD.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

(ii) DTYS

Promoter, substantial shareholder, Non-Independent Executive Director and Chief Executive Officer

DTYS is our Promoter, substantial shareholder, Non-Independent Executive Director and Chief Executive Officer. The profile of DTYS is set out in Section 5.1.2(i) of this Prospectus.

(iii) DTJW

Promoter, substantial shareholder, Non-Independent Executive Director and Chief Operating Officer

DTJW is our Promoter, substantial shareholder, Non-Independent Executive Director and Chief Operating Officer. The profile of DTJW is set out in Section 5.1.2(ii) of this Prospectus.

(iv) Tan Mui Ping

Independent Non-Executive Director

Tan Mui Ping, a Malaysian female aged 48, is our Independent Non-Executive Director. She was appointed to our Board on 16 February 2024.

She obtained a certification for the Association of Chartered Certified Accountants (“**ACCA**”) in February 1999. She became a Member of ACCA in May 2001 and was subsequently made a Fellow Member of ACCA in April 2006. She is also a member of the MIA since December 2001, a registered company secretary with the CCM since February 2020 as well as a member of the Institute of Corporate Directors Malaysia since January 2022.

She has over 20 years of experience in senior finance roles which covers the areas of corporate finance, investment analysis, business development partnering and investment feasibility study, and group finance matters, treasury and tax planning.

She began her career in Shamsir Jasani Grant Thornton (now known as Grant Thornton Malaysia PLT) in April 1998 and left the firm in May 2001 as an Audit Senior. From May 2001 to October 2001, she took a break for personal reason. In October 2001, she joined Wah Seong Corporation Berhad (currently known as Wasco Berhad), a company listed on the Main Market of Bursa Securities, as an Accountant where, she was responsible for the group reporting and corporate finance functions. She was also involved in the listing exercise of Wah Seong Corporation Berhad.

In June 2003, she left Wah Seong Corporation Berhad and joined Edaran Otomobil Nasional Berhad as a Manager - Group Finance in the same month where she was responsible for the group finance matters, corporate finance and tax planning as well as involved in its business transformation program.

In June 2007, she left Edaran Otomobil Nasional Berhad and joined Advance Synergy Berhad (“**ASB**”), a company listed on the Main Market of Bursa Securities, as Finance Manager (function as Head of Finance) in the same month. During her tenure in ASB, she was involved in various corporate exercises including, among others, capital reduction exercise and issuance of irredeemable convertible unsecured loan stocks of ASB, privatisation and delisting of Advance Synergy Capital Berhad, a subsidiary of ASB, restructuring of Advance Synergy Capital Berhad group’s business, assets and resources post privatisation as well as acquisition of new business and disposal of ASB’s hotel assets.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

In October 2012, she left ASB and joined Weida (M) Bhd (“**Weida**”) as a Senior Manager of the Corporate Department in the same month. She was promoted to the position of General Manager in the Group Managing Director’s Office in July 2014 and subsequently in June 2023, she was re-designated as the Financial Advisor to the Group Executive Chairman, a position she assumes to present date. She is also the director of Asaljuru Synergy Sdn Bhd, a subsidiary of Weida (since October 2022). Throughout her tenure in Weida, she supports the Group Executive Chairman and works closely with other team members and strategic partners on Group Executive Chairman related tasks and projects. Her responsibilities include business development partnering, investment feasibility study, corporate finance, group finance matter, treasury, group tax planning and support the senior management in investors’ relations activities. She was also the acting Financial Controller of Weida’s property development division from 2013 to 2016.

She presently sits on the board of directors of Infoline Tec Group Berhad (since November 2021), Evergreen Fibreboard Berhad (since October 2022) and Life Water Berhad (since November 2023) as an independent non-executive director. Infoline Tec Group Berhad is a company listed on the ACE Market of Bursa Securities while Evergreen Fibreboard Berhad and Life Water Berhad are companies listed on the Main Market of Bursa Securities.

Please refer to Section 5.2.3 (iv) of this Prospectus for details of Tan Mui Ping’s principal directorships in other corporations and principal business activities performed outside our Group as at the LPD.

(v) Chew Phai Hau
Independent Non-Executive Director

Chew Phai Hau, a Malaysian male aged 36, is our Independent Non-Executive Director. He was appointed to our Board on 16 February 2024.

He graduated with Bachelor of Pharmacy with Honours from International Medical University Malaysia in May 2012. He is a registered pharmacist with the Pharmacy Board Malaysia since October 2013.

He began his career at Hospital Kuala Lumpur in September 2012 as a Provisional Pharmacist. He left Hospital Kuala Lumpur in August 2013 and joined Klinik Kesihatan Kelana Jaya in September 2013 as a Pharmacist. He left Klinik Kesihatan Kelana Jaya in August 2014 and joined AA Pharmacy Group in October 2014 as a Pharmacist. From April 2016 to September 2018, he opened five AA pharmacy outlets through joint ventures with AA Pharmacy Group, where he was appointed as a director of these outlets, overseeing the management of the retail pharmacy operations. From February 2019 to April 2021, he resigned as a director and disposed of his shares in all the pharmacy outlets. Subsequently, he left AA Pharmacy Group and ventured into other businesses.

In January 2019, he established Mr Health International Sdn Bhd with a partner, which is involved in research and development of food supplements and health drinks. In July 2019, he established Hangaway Sdn Bhd with several partners, which was involved in the sales of health foods and beverages. In February 2022, he established Mr Academy International Sdn Bhd with a partner, which was involved in retail business training and consulting.

Please refer to Section 5.2.3 (v) of this Prospectus for details of Chew Phai Hau’s principal directorships in other corporations and principal business activities performed outside our Group as at the LPD.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

(vi) Ho Tze-Shiang
Independent Non-Executive Director

Ho Tze-Shiang, a Malaysian male aged 42, is our Independent Non-Executive Director. He was appointed to our Board on 21 February 2024.

He graduated with a Bachelor of Laws (Honours) from King's College London, University of London, United Kingdom in July 2004. He then completed his Bar Vocational Course and was called to the Bar of England and Wales as a Barrister-at-Law of the Honourable Society of Lincoln's Inn in September 2005. In October 2006, he was admitted as an Advocate and Solicitor in the High Court of Malaya and is a member of the Bar Council Malaysia.

He began his legal career as a pupil in chambers in Shearn Delamore & Co in April 2005. He then joined Wong & Partners as a Legal Associate in October 2006 and was involved in the tax practice group. In June 2010, he left Wong & Partners and set up his own legal firm - T.S.HO & Co. in October 2010. Subsequently, in June 2014, he entered into a partnership and changed the name of his firm to Donovan & Ho. Since then, he has been a partner of the firm as well as the Head of Corporate and Commercial department.

Throughout his working experience as a legal practitioner, he represents his clients who are largely private unlisted companies in corporate acquisitions, restructuring exercises, joint venture arrangements, shareholder agreements, employee share options and franchise businesses.

Please refer to Section 5.2.3(vi) of this Prospectus for details of Ho Tze-Shiang's principal directorships in other corporation and principal business activities performed outside our Group as at the LPD.

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5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

5.2.3 Principal business activities and principal directorships of our Directors outside our Group

The following table sets out other principal directorships of our Directors outside our Group and the principal business activities performed by our Directors outside our Group as at the LPD (“**Present Involvement**”) and those other principal directorships of our Directors outside our Group that were held within the past 5 years up to the LPD (“**Past Involvement**”):

(i) Ahmad Tajudin bin Omar

| <u>Name of company</u> | <u>Principal activities</u> | <u>Involvement / Position Held</u> | <u>Date of appointment</u> | <u>Date of resignation</u> | <u>Equity interest (%)</u> |
|-----------------------------------|---|------------------------------------|----------------------------|----------------------------|----------------------------|
| <u>Present Involvement</u> | | | | | |
| Crest Group Berhad | Investment holding company. Its subsidiaries are principally involved in the provision of imaging, analytical and test solutions used primarily for quality inspection, sample analysis and R&D | Independent Non-Executive Chairman | 7 December 2023 | - | - |
| <u>Past Involvement</u> | | | | | |
| None | | | | | |

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5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

(ii) DTYS

| <u>Name of company</u> | <u>Principal activities</u> | <u>Involvement / Position Held</u> | <u>Date of appointment</u> | <u>Date of resignation</u> | <u>Equity interest (%)</u> |
|---|--|------------------------------------|----------------------------|----------------------------|----------------------------|
| <u>Present Involvement</u> | | | | | |
| Aspire Entrepreneurs Group Holdings Sdn Bhd | Investment Holding of shares in Intensif Niaga Sdn Bhd | Director / Shareholder | 29 October 2014 | - | 2.38 |
| Empire Success City Sdn Bhd | Restaurants (ceased business) | Shareholder | - | - | 16.00 |
| Intensif Niaga Sdn Bhd | Property investment holding | Director / Shareholder | 29 January 2015 | - | 8.33 |
| Keyman Legacy Sdn Bhd | Restaurant and bars (in the midst of winding up) | Shareholder | - | - | 1.00 |
| Next Access Sdn Bhd | Restaurant | Director / Shareholder | 21 August 2018 | - | 20.00 |
| Oasis Management Team | Investment holding of shares in Oasis Home Holding | Director / Shareholder | 26 January 2022 | - | 75.71 |
| Regal Solutions Worldwide Sdn Bhd | Restaurants (ceased business) | Shareholder | - | - | 12.50 |
| Synergy Systems Management Sdn Bhd | Export and import of kitchen equipment and related products (ceased business and intends to wind up) | Director / Shareholder | 19 June 2008 | - | 40.00 |
| <u>Past Involvement</u> | | | | | |
| Bijin Group Sdn Bhd (now known as Tamagawa Wellness Holdings Sdn Bhd) | Other food service activities | Director | 12 November 2018 | 25 May 2023 | - |

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

| Name of company | Principal activities | Involvement / Position Held | Date of appointment | Date of resignation | Equity interest (%) |
|-----------------------------------|--|------------------------------------|----------------------------|---|----------------------------|
| Binary Trio Sdn Bhd | Investment holding company, retail sale of other food products N.E.C | Director / Shareholder | 20 April 2010 | Not Applicable (dissolved on 22 July 2022) | 40.00 |
| Giftmate Sdn Bhd | Trading of all gifts and souvenir products | Director | 2 October 2007 | 26 April 2022 | - |
| Keyman Holdings Sdn Bhd | Investment holding of shares in Keyman Legacy Sdn Bhd | Director | 15 November 2017 | 13 January 2020 | - |
| Keyman Legacy Sdn Bhd | Restaurant and bars (in the midst of winding up) | Director | 16 August 2017 | 5 December 2019 | - |
| Oasis Asset Management Sdn Bhd | Property and asset investment | Director / Shareholder | 30 March 2021 | Not Applicable (dissolved on 25 August 2021) | 100.00 |
| Oasis Home Asset Sdn Bhd | Activities of holding companies | Director / Shareholder | 6 May 2021 | Not Applicable (dissolved on 15 June 2023) | 100.00 |
| Play Forward Worldwide Sdn Bhd | Restaurant and bars | Director / Shareholder | 26 July 2016 | Not Applicable (dissolved on 19 February 2021) | 12.50 |
| Regal Solutions Worldwide Sdn Bhd | Restaurants | Director | 26 April 2016 | 10 November 2020 | - |
| Six Foot Yellow Worldwide Sdn Bhd | Any other amusement and recreation activities | Director / Shareholder | 4 February 2016 | Not Applicable (dissolved on 16 September 2022) | 27.75 |
| Stylish Memory Sdn Bhd | Restaurant and bar | Director / Shareholder | 24 April 2015 | Not Applicable (dissolved on 13 July 2021) | 12.50 |

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

| <u>Name of company</u> | <u>Principal activities</u> | <u>Involvement / Position Held</u> | <u>Date of appointment</u> | <u>Date of resignation</u> | <u>Equity interest (%)</u> |
|------------------------|---|------------------------------------|----------------------------|--|----------------------------|
| Sumato AI Lab Sdn Bhd | Other information technology service activities N.E.C, activities of holding companies | Director / Shareholder | 5 October 2018 | Not Applicable (dissolved on 11 July 2022) | 33.30 |

(iii) DTJW

| <u>Name of company</u> | <u>Principal activities</u> | <u>Involvement / Position Held</u> | <u>Date of appointment</u> | <u>Date of resignation</u> | <u>Equity interest (%)</u> |
|---|--|------------------------------------|----------------------------|---|----------------------------|
| <u>Present Involvement</u> | | | | | |
| Oasis Management Team Sdn Bhd | Investment holding of shares in Oasis Home Holding | Shareholder | - | - | 11.43 |
| <u>Past Involvement</u> | | | | | |
| All For Kids Enterprise | Sale and supply of children's toys and goods | Partner | 28 October 2015 | 18 May 2023 | - |
| Cassa Fashion Sdn Bhd | Wholesale, retail and dealing with clothing and apparels | Director / Shareholder | 27 December 2013 | 31 October 2016 | 5.00 |
| Encore Entertainment Management Sdn Bhd | Organisation, promotion and/or management of events | Director / Shareholder | 27 March 2018 | Not Applicable (dissolved on 5 May 2023) | 80.00 |
| Progressive Trends Worldwide Sdn Bhd | Restaurant and bar | Director / Shareholder | 30 October 2017 | Not Applicable (dissolved on 5 August 2024) | 39.36 |

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

(iv) Tan Mui Ping

| <u>Name of company</u> | <u>Principal activities</u> | <u>Involvement / Position Held</u> | <u>Date of appointment</u> | <u>Date of resignation</u> | <u>Equity interest (%)</u> |
|-----------------------------------|--|--|----------------------------|----------------------------|----------------------------|
| <u>Present Involvement</u> | | | | | |
| Asaljuru Synergy Sdn Bhd | Investment holding (Dormant) (in the midst of voluntary winding up) | Director | 31 October 2022 | - | - |
| A1 A.K. Koh Group Berhad | Investment holding of companies involved in manufacturing, marketing, supply and/or distribution of processed food and beverage products under its in-house brands and third-party brands, as well as provision of contract manufacturing and sourcing services of processed food and beverages products | Independent Non-Executive Director | 13 September 2024 | - | - |
| Evergreen Fibreboard Berhad | Investment holding company. Its subsidiaries are involved in manufacturing of medium density fibreboard, particleboard, furniture, value-added wood-based products and resin. | Independent Non-Executive Director | 1 October 2022 | - | - |
| Infoline Tec Group Berhad | Investment holding company. Its subsidiaries are involved in providing IT infrastructure solutions, cybersecurity solutions, managed IT and other IT services, and trading of ancillary hardware and software. | Independent Non-Executive Director / Shareholder | 1 November 2021 | - | 0.03 |
| Life Water Berhad | Investment holding company. Its subsidiaries are principally a manufacturer of beverages namely drinking water and carbonated drinks. | Independent Non-Executive Director / Shareholder | 27 November 2023 | - | 0.04 |
| Zoey Angel Two PLT | Investment holding of company principally involved in the business of wholesale of foodstuffs and manufacturing of food products. | Partner (investor) | - | - | 0.33 |

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

| <u>Name of company</u> | <u>Principal activities</u> | <u>Involvement / Position Held</u> | <u>Date of appointment</u> | <u>Date of resignation</u> | <u>Equity interest (%)</u> |
|---------------------------|--|------------------------------------|----------------------------|--|----------------------------|
| Past Involvement | | | | | |
| Millennium Square Sdn Bhd | Investment holding in the business of telecommunication technology service and supply of telecommunication equipment | Director / Shareholder | 30 October 2018 | Not Applicable (dissolved on 13 February 2022) | 50.00 |
| Suria Mahamaju Sdn Bhd | Construction contract and providing consultancy services | Director | 15 October 2019 | 14 June 2021 | - |

(v) Chew Phai Hau

| <u>Name of company</u> | <u>Principal activities</u> | <u>Involvement / Position Held</u> | <u>Date of appointment</u> | <u>Date of resignation</u> | <u>Equity interest (%)</u> |
|---------------------------------|--|------------------------------------|----------------------------|----------------------------|----------------------------|
| Present Involvement | | | | | |
| Aetrio International Sdn Bhd | Investment holding company holding 80% equity interest in Hangaway Sdn Bhd | Director / Shareholder | 24 August 2020 | - | 33.00 |
| Hangaway Sdn Bhd | Food and beverage preparation in market stalls/hawkers (dormant) | Director | 24 August 2020 | - | - |
| Market Think Group Sdn Bhd | Advertising | Director | 10 October 2023 | - | - |
| Mr Health International Sdn Bhd | Research and development of food supplements such as probiotics and health drinks | Director / Shareholders | 8 January 2019 | - | 60.00 |
| Mr International Group Sdn Bhd | Investment holding company holding 80% equity interest in Mr Academy International Sdn Bhd, 75% equity interest in Mr Consultancy International Sdn Bhd, 100% equity interest in Mr Education Group Sdn Bhd and 100% equity interest in Mr Retail Technology Sdn Bhd | Director / Shareholder | 26 October 2022 | - | 100.00 |

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

| Name of company | Principal activities | Involvement / Position Held | Date of appointment | Date of resignation | Equity interest (%) |
|------------------------------------|---|------------------------------------|----------------------------|----------------------------|----------------------------|
| Mr Academy International Sdn Bhd | Retail business training and consulting | Director | 23 February 2022 | - | - |
| Mr Consultancy Sdn Bhd | Business management consultancy services | Director | 16 February 2023 | - | - |
| Mr Education Group Sdn Bhd | E-commerce platform for businesses in Malaysia | Director | 7 December 2022 | - | - |
| Mr Retail Technology Group Sdn Bhd | Activities of head offices and holding companies | Director | 2 October 2023 | - | - |
| My Health Creator Sdn Bhd | Dormant (intention to venture into retail technology solutions) | Director / Shareholders | 30 May 2022 | - | 19.00 |
| Past Involvement | | | | | |
| AA Chemist Sdn Bhd | Distributor of pharmaceutical and consumer products | Director | 14 August 2017 | 15 February 2020 | - |
| Amazon Healthcare Supply Sdn Bhd | Distributor of pharmaceutical and consumer products | Director | 24 July 2018 | 15 February 2020 | - |
| Bangi Chemist Sdn Bhd | Distributor of pharmaceutical and consumer products | Director | 22 June 2018 | 11 February 2019 | - |
| Banting Chemist Sdn Bhd | Distributor of pharmaceutical and consumer products | Director | 4 September 2018 | 1 April 2021 | - |
| Double Ace Healthcare Sdn Bhd | Distributor of pharmaceutical and consumer products | Director | 24 April 2016 | 15 February 2020 | - |
| Eggcellent Bites Sdn Bhd | Food and beverage preparation in market stalls/hawkers | Director | 19 March 2022 | 21 May 2024 | - |

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**(vi) Ho Tze-Shiang**

| <u>Name of company</u> | <u>Principal activities</u> | <u>Involvement / Position Held</u> | <u>Date of appointment</u> | <u>Date of resignation</u> | <u>Equity interest (%)</u> |
|-----------------------------------|--|------------------------------------|----------------------------|----------------------------|----------------------------|
| <u>Present Involvement</u> | | | | | |
| Apprevista (M) Sdn Bhd | Property investment | Director / Shareholder | 18 October 2012 | - | 25.00 |
| Donovan & Ho | Legal firm | Co-founder and Partner | 3 June 2014 | - | - |
| JK Leisure Sdn Bhd | Real estate activities and other related business | Director / Shareholder | 27 October 2016 | - | 25.00 |
| Spring Wellness Sdn Bhd | Real estate activities with own or leased property | Director / Shareholder | 23 March 2017 | - | 12.50 |
| <u>Past Involvement</u> | | | | | |
| - | - | - | - | - | - |

As at the LPD, none of our Directors and/or substantial shareholders has any interest, direct or indirect, in other businesses or corporations which may give rise to a situation of conflict of interest with our Group.

Our Executive Directors, DTYS and DTJW, are not actively involved in any other principal business activities outside our Group as stated above. Therefore, their involvement in other principal business activities outside our Group is not expected to affect the operations of our Group as their involvement in the aforesaid companies are minimal. In addition, they do not hold executive positions in the aforesaid companies and the operations do not require their involvement on a day-to-day basis as these businesses are managed by or operated by other shareholders or have their own independent management teams. Hence, our Board is of the view that this will not affect their ability to perform their commitment and responsibilities as well as their contributions to our Group as our Executive Directors.

Our Non-Executive Directors' involvement in other principal business activities outside our Group as stated above will not affect their ability to perform their commitment and responsibilities as well as their contribution to our Group in their respective roles as our Non-Executive Directors.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

5.2.4 Directors' remuneration and material benefits in-kind

The aggregate remuneration and material benefits-in-kind (including any contingent or deferred compensation accrued for the year) paid and proposed to be paid to our Directors for their services rendered or to be rendered in all capacities within our Group for the FYE 2024 and FYE 2025 are set out below:

| FYE 2024 (Paid) | Salaries RM'000 | Director Fees RM'000 | Bonus RM'000 | Statutory contributions⁽¹⁾ RM'000 | Allowances RM'000 | Benefits-in-kind RM'000 | Total RM'000 |
|---------------------------------------|----------------------------|---------------------------------|-------------------------|---|------------------------------|------------------------------------|-------------------------|
| Directors | | | | | | | |
| Ahmad Tajudin Bin Omar ⁽²⁾ | - | - | - | - | - | - | - |
| DTYS | 465 | 84 | - | 62 | 252 | 25 | 888 |
| DTJW | 304 | - | - | 41 | 36 | - | 381 |
| Tan Mui Ping ⁽³⁾ | - | - | - | - | - | - | - |
| Chew Phai Hau ⁽³⁾ | - | - | - | - | - | - | - |
| Ho Tze-Shiang ⁽⁴⁾ | - | - | - | - | - | - | - |

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5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

| FYE 2025 (Proposed) | Salaries | Director Fees | Bonus | Statutory contributions⁽¹⁾ | Allowances | Benefits-in-kind | Total⁽⁶⁾ |
|---------------------------------------|-----------------|----------------------|---------------|--|-------------------|-------------------------|----------------------------|
| | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 |
| Directors | | | | | | | |
| Ahmad Tajudin Bin Omar ⁽²⁾ | - | 48 | - | - | (5) | - | 48 |
| DTYS | 600 | 84 | - | 79 | 132 | 25 | 920 |
| DTJW | 384 | - | - | 51 | 36 | - | 471 |
| Tan Mui Ping ⁽³⁾ | - | 32 | - | - | (5) | - | 32 |
| Chew Phai Hau ⁽³⁾ | - | 32 | - | - | (5) | - | 32 |
| Ho Tze-Shiang ⁽⁴⁾ | - | 32 | - | - | (5) | - | 32 |

Notes:

- (1) Includes employer's contribution to employees provident fund, social security organization and employment insurance scheme, where applicable.
- (2) Appointed to our Board on 18 October 2024.
- (3) Appointed to our Board on 16 February 2024.
- (4) Appointed to our Board on 21 February 2024.
- (5) Meeting allowance is RM500 per meeting.
- (6) Does not include meeting allowances.

Our Directors' remuneration, which includes Directors' fees, bonus and such other allowances as well as other benefits-in-kind, must be reviewed and recommended by our Remuneration Committee and subsequently, be approved by our Board. Our Directors' fees and any benefits payable to Directors shall be subject to further approval by our shareholders pursuant to an ordinary resolution passed at a general meeting in accordance with our Constitution.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

5.3 BOARD PRACTICES

5.3.1 Board

Our Board is entrusted with the responsibility for the overall direction, strategy, performance and management of our Group. The details of the date of expiration of the current term of office for each of our Directors and the period that each of our Directors has served in office as at the LPD are as follows:

| <u>Directors</u> | <u>Designation</u> | <u>Date of appointment</u> | <u>Date of expiration of current term of office</u> | <u>No. of year(s) in office</u> |
|------------------------|--|----------------------------|---|---------------------------------|
| Ahmad Tajudin Bin Omar | Independent Non-Executive Chairman | 18 October 2024 | Subject to retirement by rotation at our first AGM | <1 |
| DTYS | Non-Independent Executive Director / Chief Executive Officer | 30 March 2021 | Subject to retirement by rotation at our first AGM | <4 |
| DTJW | Non-Independent Executive Director / Chief Operating Officer | 14 February 2022 | Subject to retirement by rotation at our first AGM | <3 |
| Tan Mui Ping | Independent Non-Executive Director | 16 February 2024 | Subject to retirement by rotation at our first AGM | <1 |
| Chew Phai Hau | Independent Non-Executive Director | 16 February 2024 | Subject to retirement by rotation at our first AGM | <1 |
| Ho Tze-Shiang | Independent Non-Executive Director | 21 February 2024 | Subject to retirement by rotation at our first AGM | <1 |

At every annual general meeting of the Company, 1/3 of the Directors who are subject to retirement by rotation for the time being or if their number is not 3 or a multiple of 3, then the number nearest to 1/3 shall retire from office and be eligible for re-election, provided that all Directors shall retire from office once at least in every 3 years. A retiring Director shall be eligible for re-election. A Director retiring at a meeting shall retain office until the conclusion of the meeting.

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5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

5.3.2 Audit and Risk Management Committee

Our Audit and Risk Management Committee was established by our Board on 28 October 2024 and currently comprises the following members:

| Name | Designation | Directorship |
|---------------|--------------------|------------------------------------|
| Tan Mui Ping | Chairman | Independent Non-Executive Director |
| Chew Phai Hau | Member | Independent Non-Executive Director |
| Ho Tze-Shiang | Member | Independent Non-Executive Director |

The terms of reference of our Audit and Risk Management Committee, amongst others, include the following:

- (i) to review the engagement, compensation, performance, qualification and independence of the external auditors, its conduct of the annual statutory audit of the financial statements, and the engagement of external auditors for all other services;
- (ii) to review and recommend the quarterly and annual financial statements for approval by the Board before announcement to regulatory bodies, focusing in particular on any changes in or implementation of major accounting policies and practices, significant and unusual events, significant adjustments arising from the audit, going concern assumption and compliance with accounting standards and other regulatory or legal requirements;
- (iii) to conduct periodic reviews of the involvements of the Executive Director in the companies outside of the Group, in which they have executive functions to ensure that it does not affect their role and responsibilities within the Group;
- (iv) to review and monitor any related party transaction/business dealings entered into by the Group and any potential conflict of interest or conflict of interest situation that arose, persist or may arise within the Group including any transaction, procedure or course of conduct that raises questions of management's integrity and the measure taken to resolve, eliminate or mitigate such conflicts to ensure that they are conducted on an arms' length basis and based on terms that are fair to the Group;
- (v) to oversee and recommend to the Board the risk management policies and procedures of the Group;
- (vi) to review and recommend changes as needed to ensure that the Group has in place at all times a risk management policy which addresses the strategies, operational, financial, and compliance risk;
- (vii) to implement and maintain a sound risk management framework which identifies, assesses, manages and monitors the Group's business risks;
- (viii) to set reporting guidelines for the management to report to the committee on the effectiveness of the Group's management of its business risks;
- (ix) to review the risk profile of the Group and to evaluate the measure taken to mitigate the business risks;
- (x) to review the adequacy of the management's response to issues identified to risk registers, ensuring that the risks are managed within the Group's risk appetite;

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

- (xi) to perform the oversight function over the administration of whistleblowing policy that is approved and adopted by the Board and protect the values of transparency, integrity, impartiality and accountability where the Group conducts its business and affairs;
- (xii) to enhance its accountability in preserving its integrity and to withstand public scrutiny which in turn enhances and builds the Group's credibility to all the stakeholders;
- (xiii) to consider the major findings of internal investigations and the management's response;
- (xiv) to do the following, in relation to the internal audit function:
- consider and approve the appointment of the internal auditors, the internal audit fee and any question of resignation or dismissal;
 - review the adequacy of the scope, competency and resources of the internal audit function, and that it has the necessary authority to carry out its work;
 - review the internal audit plan and results of the internal audit assessments and investigation undertaken, and ensure that appropriate action is taken on the recommendations of the internal auditors;
 - consider the internal audit reports and findings by the internal auditors, fraud investigations and actions and steps taken by the management in response to audit findings;
 - review and decide on the budget allocated to the internal audit function;
 - appraise or assess the performance of members of the internal audit function; and
 - monitor the overall performance of the Company's internal audit function;
- (xv) to verify the allocation of Employees' Share Option Scheme ("ESOS") in compliance with the criteria as stipulated in the bylaws of ESOS of the Company, if any;
- (xvi) to report to relevant authorities on any matter reported by it to the Board which has not been satisfactorily resolved and resulting in a breach of any regulations; and
- (xvii) to perform such other functions as may be requested by the Board.

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5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

5.3.3 Remuneration Committee

Our Remuneration Committee was established by our Board on 28 October 2024 and currently comprises the following members:

| <u>Name</u> | <u>Designation</u> | <u>Directorship</u> |
|---------------|--------------------|------------------------------------|
| Chew Phai Hau | Chairman | Independent Non-Executive Director |
| Ho Tze-Shiang | Member | Independent Non-Executive Director |
| Tan Mui Ping | Member | Independent Non-Executive Director |

The terms of reference of our Remuneration Committee, amongst others, include the following:

- (i) to formulate and recommend a framework of remuneration for the Executive Directors and key senior management for the Board's approval. There should be a balance in determining the remuneration package, which should be sufficient to attract and retain the Directors of caliber, and yet not excessive. The framework should cover all aspects of remuneration including Directors' fee, salaries, allowance, bonuses, options and benefit-in-kind;
- (ii) to formulate and recommend specific remuneration packages for the Executive Directors and key senior management. The remuneration package should be structured such that it is competitive. Salary scales drawn up should be within the scope of the general business policy and not be dependent on short-term performance to avoid incentives for excessive risk-taking. As for the Non-Executive Director and Independent Directors, the level of remuneration should be linked to their level of responsibilities undertaken and contribution to the effective functioning of the Board;
- (iii) to ensure the establishment of a formal and transparent procedure for developing policies, strategies and framework for the remuneration of the Executive Directors and key senior management;
- (iv) to implement the policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of the Board and key senior management;
- (v) to ensure the levels of remuneration be sufficiently attractive and be able to retain Directors needed to achieve long-term objectives of the Company successfully;
- (vi) to structure the component parts of remuneration so as to align with the business strategy and long-term objectives of the Company and to link rewards to the Company's strategy and performance;
- (vii) to ensure that the remuneration and incentives for Independent Non-Executive Directors do not conflict with their obligations to bring objective and independent judgement to the Board;
- (viii) to act in line with the directions of the Board;
- (ix) to consider and examine such other matters as the Remuneration Committee considers appropriate; and
- (x) to consider any other relevant matters as delegated by the Board.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

5.3.4 Nomination Committee

Our Nomination Committee was established by our Board on 28 October 2024 and currently comprises the following members:

| <u>Name</u> | <u>Designation</u> | <u>Directorship</u> |
|---------------|--------------------|------------------------------------|
| Ho Tze-Shiang | Chairman | Independent Non-Executive Director |
| Chew Phai Hau | Member | Independent Non-Executive Director |
| Tan Mui Ping | Member | Independent Non-Executive Director |

The terms of reference of our Nomination Committee, amongst others, include the following:

- (i) to formulate and review the policy on Board composition having regard to the mix of skills, independence and diversity (including gender diversity as recommended under Practice 5.9 of the Malaysian Code on Corporate Governance) required to meet the needs of the Company;
- (ii) to source, identify, review and recommend candidates for appointment to the Board and Board Committees, which is led by the Chairman of the Nomination Committee, taking into consideration the diversity, optimum and effective size of the Board and the candidates':
 - (a) character, competency, knowledge and experience;
 - (b) age, cultural background and gender;
 - (c) professionalism;
 - (d) integrity and credibility;
 - (e) fit and properness;
 - (f) time commitment, particularly his or her number of other directorships; and
 - (g) in the case of the candidates for the position of Independent Non-Executive Directors, the Nomination Committee would also evaluate the candidates' ability to discharge such responsibilities or functions as expected from Independent Non-Executive Directors. The Nomination Committee also consider the existing directorships of the candidates (including directorship in public listed company or private company).

In identifying candidates for appointment(s) to the Board and Board Committees, the Nomination Committee shall not solely rely on recommendations from existing directors, management or major shareholders. The Nomination Committee shall utilise independent sources to identify suitable and qualified candidates. However, if the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nomination Committee should justify the sufficiency of these sources and why other source were not used.

Any appointment that may cast doubt on the integrity and governance of the Company shall be avoided;

- (iii) to review, assess and consider in recommendation of candidates for Senior Management of the Company and its Subsidiaries;
- (iv) to recommend the re-election of Directors who are due to retire in accordance with the Company's Constitution and Practice 5.3 of the Malaysian Code on Corporate Governance;
- (v) to assess the independence of Independent Directors annually;

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

- (vi) to consider, in making its recommendations, candidates for directorships and, within the bounds of practicability, by any other senior executive or any Director or Major Shareholder and to take steps to ensure that women candidates are sought as part of its recruitment exercise;
- (vii) to establish and review the performance criteria to evaluate the performance of the Board, Board Committees and each individual Director;
- (viii) to recommend to the Board the nominees to fill the seats on Board Committees;
- (ix) to assess the effectiveness of the Board and the Board Committees as a whole and each individual Director of the Board including Executive Directors. All assessments and evaluations carried out by the Nomination Committee in the discharge of all its functions would be properly documented;
- (x) to ensure that orientation and education programmes are provided for new members of the Board;
- (xi) to ensure that all Directors receive appropriate induction programs and undergo continuous training programmes in order to broaden their perspectives and to keep abreast with developments in the marketplace, changes in new statutory and regulatory requirements and understand the sustainability issues relevant to the Company and its business, including climate-related risks and opportunities;
- (xii) to review the terms of office and performance of all committees set up by the Company and each of its members annually to determine whether such committees and their members have carried out their duties in accordance with the terms of reference;
- (xiii) to assist the Board in assessing and evaluating circumstances where a Director's involvement outside the Group may give rise to a potential conflict of interest with the Group's businesses, upon receiving the declaration of the same from the Director and thereafter, to inform the ARMC of the same. After deliberation with the ARMC, to recommend to the Board the necessary actions to be taken in circumstances where there is a conflict of interest;
- (xiv) to formulate and review the nomination, selection and succession policies and plans for members of the Board, Board Committees and senior management;
- (xv) to develop and maintain the criteria for the recruitment process and assess the independence of Independent Directors annually, especially on those who have served for a cumulative term of nine (9) years and disclose the reviews to the shareholders for their information. Any reappointment of Independent Directors that have served for a cumulative period of more than nine (9) years shall be approved by the shareholders during the annual general meeting and shall be conducted through a two-tier voting process;
- (xvi) to act in line with the directions of the Board;
- (xvii) to consider and examine such other matters as the Nomination Committee considers appropriate; and
- (xviii) to consider any other relevant matters as delegated by the Board.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

5.4 KEY SENIOR MANAGEMENT

5.4.1 Particulars and shareholdings

The following table sets out the details of our Key Senior Management and their direct and indirect shareholdings in our Company before and after our IPO:

| Key Senior Management | Designation | Nationality | Before our IPO | | | | After our IPO | | | |
|-----------------------|-------------------------|-------------|----------------|--------------------|----------------------------|--------------------|------------------------|--------------------|----------------------------|--------------------|
| | | | Direct | | Indirect | | Direct | | Indirect | |
| | | | No. of Shares | ⁽¹⁾ (%) | No. of Shares | ⁽¹⁾ (%) | No. of Shares | ⁽²⁾ (%) | No. of Shares | ⁽²⁾ (%) |
| DTYS | Chief Executive Officer | Malaysian | 225,260,000 | 56.32 | ⁽³⁾ 126,000,000 | 31.50 | 175,260,000 | 35.05 | ⁽³⁾ 126,000,000 | 25.20 |
| DTJW | Chief Operating Officer | Malaysian | 20,000,000 | 5.00 | - | - | 20,000,000 | 4.00 | - | - |
| Ch'ng Woan Chyng | Head of Finance | Malaysian | - | - | - | - | ⁽⁴⁾ 300,000 | 0.06 | - | - |
| Tan Siow Shan | Purchasing Manager | Malaysian | - | - | - | - | ⁽⁴⁾ 350,000 | 0.07 | - | - |

Notes:

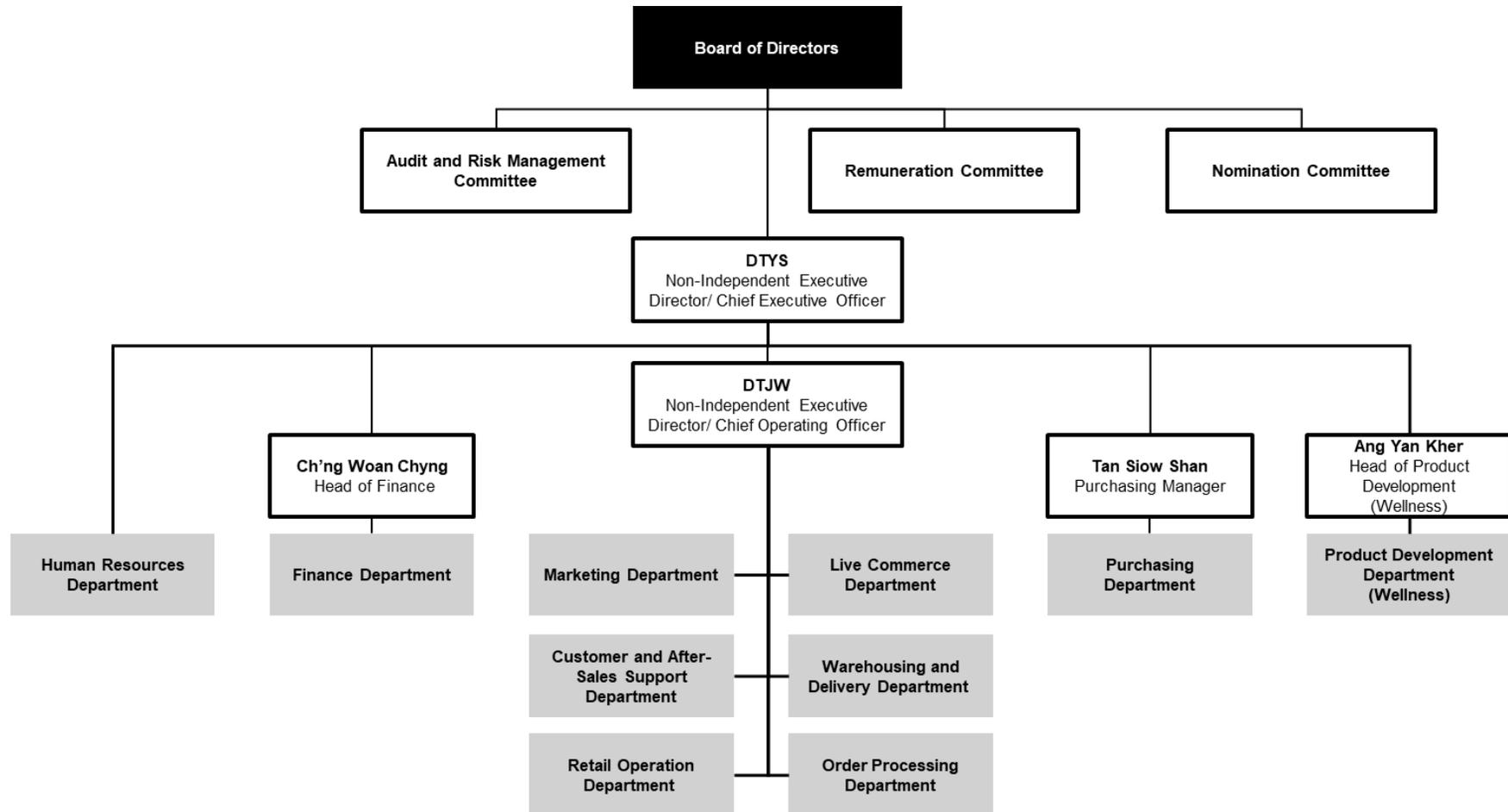
- (1) Based on our issued Shares of 400,000,000 Shares after the Share Split but before our IPO.
- (2) Based on our enlarged Shares of 500,000,000 Shares after our IPO.
- (3) Deemed interested by virtue of his shareholdings in Oasis Management Team pursuant to Section 8(4) of the Act.
- (4) Based on the assumption that the Key Senior Management subscribe in full for their entitlements to the Pink Form Shares.

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5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

5.4.2 Management reporting structure

The management reporting structure of our Group is as follows:



5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*CONT'D*)

5.4.3 Profiles of our Key Senior Management

The profiles of DTYS and DTJW are set out in Section 5.1.2 of this Prospectus and profiles of our other Key Senior Management are as follows:

(i) **Ch'ng Woan Chyng**
Head of Finance

Ch'ng Woan Chyng, a Malaysian Female, aged 42, is our Head of Finance. She is responsible for overseeing and managing the overall financial matters of our Group which includes, accounting, taxation and treasury.

She graduated with a Bachelor of Accountancy (Information System) with Honours from University Utara Malaysia in September 2007. She then obtained her Association of Chartered Certified Accountants ("**ACCA**") qualification in January 2019. She became a fellow of the ACCA in January 2024 and has also been a member of the Malaysian Institute of Accountants since July 2019.

She started her career as an Audit Assistant with Pannell Kerr Forster Malaysia in July 2007 and was promoted to Audit Senior in July 2008 where she was involved in preparing audit report and consolidation. She left Pannell Kerr Forster Malaysia in September 2009 and joined UHY Lee Seng Chan & Co, a Singaporean audit firm, in October 2009 as an audit associate where she was involved in preparing audit report. She left UHY Lee Seng Chan & Co in November 2010.

In December 2010, she joined AmlInvestment Bank Berhad as an Executive in the Corporate Finance department. She was promoted as Senior Executive in June 2012 and later Assistant Manager in June 2014. She was involved in the preparation of pitch packs, announcements and submission documents to regulatory authorities. She left AmlInvestment Bank Berhad in September 2014.

In December 2014, she joined Mitrajaya Holdings Berhad as an Accountant where she was involved in the consolidation of the accounts for the holding company, as well as corporate matters including preparation of announcements. In June 2019, she left the company and joined Cleanpro Laundry Holdings Sdn Bhd as a Group Accountant. She was involved in the review of all subsidiaries' monthly management accounts and preparation of the group's consolidated financial statements.

She left Cleanpro Laundry Holdings Sdn Bhd in December 2021 and joined DK-MY Properties Sdn Bhd as Finance Manager for a period of five months where she was responsible for the preparation of the group's consolidated financial statements.

In May 2022, she joined Oasis Swiss as Head of Finance where she assumes her current responsibilities.

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5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

(ii) Tan Siow Shan
Purchasing Manager

Tan Siow Shan, a Malaysian Female, aged 36, is our Purchasing Manager. She is responsible for overseeing all purchases of supplies and managing our Group's daily procurement activities by co-ordinating with both local and foreign suppliers, and liaising with the relevant government bodies for applications and approvals in respect of electrical and beauty products.

She graduated with a Bachelor of Science (Human Development) with First Class Honours from University Putra Malaysia in June 2011.

Upon graduation, she began her career as an Officer with Sony Supply Chain Solutions (Malaysia) Sdn Bhd in July 2011 and was promoted to Senior Officer 2 in May 2013. She was involved in procurement matters including handling of enquiries and orders, coordinating with customers and suppliers on logistics, handling of delivery arrangements and documentation, as well as negotiating with suppliers. In February 2016, she left Sony Supply Chain Solutions (Malaysia) Sdn Bhd and joined Toparts Pte Ltd, a Singaporean company, in June 2016, as a Sales Coordinator where she was responsible for managing customer accounts including preparation of sales quotations, order processing, administrative sales support and preparation of sales forecasts for customers. She left Toparts Pte Ltd in February 2017 and joined the Home Product Center (Malaysia) Sdn Bhd as a Buyer in May 2017 and was subsequently promoted to Senior Buyer in February 2019. During that period, her roles include maintaining relationships with vendors and suppliers; analysis and review of sales trends, product pricing and profitability, as well as inventory management.

In June 2020, she left Home Product Center (Malaysia) Sdn Bhd and joined Oasis Swiss Sdn Bhd as a Purchase Coordinator. She was promoted to Purchasing Manager of our Company in January 2021, where she assumes her current responsibilities.

There is no key technical personnel in our Group.

5.4.4 Principal business activities and principal directorships of our Key Senior Management outside our Group

Save for the involvement of DTYS and DTJW which are detailed in Section 5.2.3, our Key Senior Management does not have any principal business activities performed outside our Group as at the LPD or any other principal directorship outside of our Group that were held within the past 5 years up to the LPD.

As at the LPD, none of our Key Senior Management has any interest, direct and indirect, in other businesses or corporations which may give rise to any conflict of interest situation with our Group.

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5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

5.4.5 Key Senior Management's remuneration and benefits

Save for DTYS and DTJW whose remuneration and material benefits-in-kind are disclosed in Section 5.2.4 of this Prospectus, the aggregate remuneration (including any contingent or deferred compensation accrued for the year) paid and proposed to be paid to our Key Senior Management for their services rendered or to be rendered in all capacities within our Group for the FYE 2024 and FYE 2025 are as follows:

| Key Senior Management | Remuneration band | |
|-----------------------|-------------------|---------------------|
| | FYE 2024 (Paid) | FYE 2025 (Proposed) |
| | RM'000 | RM'000 |
| Ch'ng Woan Chyng | 200 - 250 | 250 - 300 |
| Tan Siow Shan | 150 - 200 | 150 - 200 |

There are no material benefit-in-kind (including any contingent or deferred compensation accrued for the year) paid and proposed to be paid to our Key Senior Management for their services rendered or to be rendered in all capacities within our Group for the FYE 2024 and FYE 2025.

5.5 DECLARATION FROM OUR PROMOTERS, DIRECTORS AND KEY SENIOR MANAGEMENT

As at the LPD, none of our Promoters, Directors and Key Senior Management is or has been involved in any of the following events (whether within or outside Malaysia):

- (i) in the last 10 years, a petition under any bankruptcy or insolvency laws was filed (and not struck out) against him or any partnership in which he was a partner or any corporation of which he was a director or member of key senior management;
- (ii) disqualified from acting as a director of any corporation, or from taking part directly or indirectly in the management of any corporation;
- (iii) in the last 10 years, charged and/or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding;
- (iv) in the last 10 years, any judgment was entered against him, or finding of fault, misrepresentation, dishonesty, incompetence or malpractice on his part, involving a breach of any law or regulatory requirement that relates to the capital market;
- (v) in the last 10 years, being subject to any civil proceeding involving an allegation of fraud, misrepresentation, dishonesty, incompetence or malpractice on his part that relates to the capital market;
- (vi) being the subject of any order, judgment or ruling of any court, government, or regulatory authority or body temporarily enjoining him from engaging in any type of business practice or activity;
- (vii) subject to any current investigation or disciplinary proceeding, in the last 10 years, has been reprimanded or issued any warning by any regulatory authority, securities or derivatives exchange, professional body or government agency; or
- (viii) any unsatisfied judgment against him/her.

5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

5.6 FAMILY RELATIONSHIPS AND ASSOCIATIONS

Save as disclosed below, there are no family relationships or associations between/among our Promoters, substantial shareholders, Directors and Key Senior Management:

- (i) DTYS, who is our Promoter, substantial shareholder, Non-Independent Executive Director and Chief Executive Officer, is:
 - the controlling shareholder of Oasis Management Team, which in turn is a substantial shareholder of our Company; and
 - the spouse of DTJW.

- (ii) DTJW, who is our Promoter, substantial shareholder, Non-Independent Executive Director and Chief Operating Officer, is:
 - a substantial shareholder of Oasis Management Team, which in turn is a substantial shareholder of our Company; and
 - the spouse of DTYS.

5.7 EXISTING OR PROPOSED SERVICE AGREEMENT

As at the LPD, there are no existing or proposed service agreements between the companies within our Group and our Directors or our Key Senior Management that provide for benefits upon termination of employment.

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6. INFORMATION ON OUR GROUP

6.1 HISTORY AND BACKGROUND

Our Company was incorporated in Malaysia on 30 March 2021 under the Act as a private limited company under the name of Oasis Home Holding Sdn Bhd and was subsequently converted to a public limited company on 27 February 2024 to facilitate the Listing.

Oasis Home Holding is an investment holding company. Our Subsidiaries are principally involved in retail sales, e-commerce, direct sales or marketing, importer, exporter, distributor, wholesaler of kitchenware, cookware, houseware, household, kitchen product, equipment and related products.

We are presently headquartered in Puchong, Selangor, while our product experience centres are located in Bukit Jalil, Kuala Lumpur and Johor Bahru, Johor.

Our Group's history can be traced back to the incorporation of our wholly-owned subsidiary namely Oasis Swiss in 2011 by our Chief Executive Officer, DTYS and another shareholder, Chew Lian Seng, a third party not related to him, who was not actively involved in the business. Chew Lian Seng subsequently disposed his entire shareholding in Oasis Swiss to DTYS in 2020.

Our Group commenced our business in 2011 in the marketing and selling of home and living products as corporate gifts, incentives and/or promotional items to corporate customers. In 2014, our Group extended our sales channel to departmental stores, where we placed our home and living products on a consignment basis at outlets of major departmental stores in Malaysia.

Our Group later recognised a shift in market trends towards live commerce sessions, hence, in addition to marketing through third-party e-commerce marketplaces, our Group set up our first live commerce channel on Facebook in 2019 to market and sell our home and living products. Meanwhile, our Group progressively began to cease marketing and selling our home and living products through departmental stores. As live commerce sessions provide a more interactive and engaging alternative to traditional e-commerce shopping, our Group is able to interact directly with individual customers. Since our Group ceased marketing and selling our products through departmental stores, our Group need not carry inventories of stocks which are required when marketing and selling through departmental stores on a consignment basis.

Additionally, to encourage repeated sales and loyalty to the "Oasis" brand, our Group also established a network of Members and Affiliates through a loyalty and reward programme and set up our own mobile application and website, namely Oasis Home, in 2020.

In May 2021, after the Company's incorporation, Oasis Home Holding acquire Kitchen Harmony, Oasis Livingware, Oasis SG and Oasis Swiss from our Promoters, details of which are as follows:

| Subsidiaries | Purchase Consideration (RM) | Consideration satisfied via: | | | |
|------------------|-----------------------------|--|---------|-----------|------|
| | | Issuance of new Oasis Home Holding Shares (Number of Shares) | | Cash (RM) | |
| | | DTYS | DTJW | DTYS | DTJW |
| Kitchen Harmony | 100,000 | 100,000 | - | - | - |
| Oasis Livingware | 500,000 | 400,000 | 100,000 | - | - |
| Oasis SG | 3,000 | - | - | 3,000 | - |
| Oasis Swiss | 2,999,900 | 2,999,900 | - | - | - |

6. INFORMATION ON OUR GROUP (CONT'D)

The new Oasis Home Holding Shares issued pursuant to the acquisition of Kitchen Harmony, Oasis Livingware and Oasis Swiss rank equally in all respects including voting rights and will be entitled to all rights and dividends and/or other distributions. Upon the completion of the respective acquisitions, the said companies became wholly-owned subsidiaries of Oasis Home Holding.

Our Group later began marketing and selling wellness and personal care products under our in-house brand in 2022. In August 2022, as part of our Group's plan to venture into marketing and selling of wellness products, Oasis Home Holding established Oasis Wellness, with another shareholder, Maximus Global Ventures Sdn Bhd, in the following shareholding proportion, 80% equity interest held by Oasis Home Holding and 20% equity interest held by Maximus Global Ventures Sdn Bhd.

The shareholders of Maximus Global Ventures Sdn Bhd are Chiang Chian Fu (70.00%) and Leong Yee Hwa (30.00%), who are not persons connected to the Promoters, Directors and substantial shareholders of our Group.

In August 2023, Oasis Home Holding acquire the remaining 20% equity interest in Oasis Wellness from Maximus Global Ventures Sdn Bhd for a consideration of RM300,000, which was fully satisfied by cash. The purchase consideration of RM300,000 was arrived at after taking into consideration the audited net assets of Oasis Wellness as at FYE 2023 of RM1,947,430.

The acquisition of Oasis Wellness was completed in the same month and Oasis Wellness became a wholly-owned subsidiary of Oasis Home Holding.

In order to enhance customers' experience, our Group subsequently set up our product experience centres and began operating a mobile showroom in 2023 which provides our customers the choice of physically viewing and experiencing the product.

Over the years, our Group has evolved our business from marketing and selling products on consignment basis through departmental stores, to marketing and selling products using both online and offline sales channels. Our Group has also grown our range of product categories from home and living products to include beauty, wellness, personal care and other products.

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6. INFORMATION ON OUR GROUP (CONT'D)**6.2 SHARE SPLIT**

Our Company had, on [●], undertaken a subdivision of all the existing 4,000,000 Shares in issue into 400,000,000 Shares (i.e. subdivision of every 1 existing Share into 100 subdivided Shares).

The purpose of the Share Split is to enlarge the share base of our Company and enhance the liquidity of our Shares at the time of our listing.

Upon the completion of the Share Split, we have 400,000,000 Shares in issue and the shareholdings of our shareholders before and after the Share Split are as follows:

| Shareholders | Before the Share Split | | After the Share Split | |
|--------------------------------|-------------------------------|---------------|------------------------------|---------------|
| | Number of Shares | % | Number of Shares | % |
| DTYS | 2,252,600 | 56.32 | 225,260,000 | 56.32 |
| Oasis Management Team | 1,260,000 | 31.50 | 126,000,000 | 31.50 |
| DTJW | 200,000 | 5.00 | 20,000,000 | 5.00 |
| Chan Kok San | 73,400 | 1.83 | 7,340,000 | 1.83 |
| Dato' Doh Jee Ming | 67,000 | 1.67 | 6,700,000 | 1.67 |
| Tee Sook Sing | 40,000 | 1.00 | 4,000,000 | 1.00 |
| Lim Sam Fong | 33,500 | 0.84 | 3,350,000 | 0.84 |
| Value Ventures Capital Sdn Bhd | 33,500 | 0.84 | 3,350,000 | 0.84 |
| Dato' Law Ban Seng | 20,000 | 0.50 | 2,000,000 | 0.50 |
| Chong Sui Ping | 20,000 | 0.50 | 2,000,000 | 0.50 |
| Total | 4,000,000 | 100.00 | 400,000,000 | 100.00 |

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6. INFORMATION ON OUR GROUP (CONT'D)

6.3 SHARE CAPITAL AND CHANGES IN SHARE CAPITAL

As at the LPD, our issued share capital is RM9,600,000 comprising [400,000,000] Shares.

Details of changes to our issued share capital since incorporation up to the LPD are shown below:

| Date of allotment | No. of Shares allotted | Nature of transaction | Consideration | Cumulative issued share capital | |
|-------------------|------------------------|---------------------------------------|---------------------|---------------------------------|---------------|
| | | | | RM | No. of Shares |
| 30 March 2021 | 100 | Subscriber's shares | Cash | 100 | 100 |
| 28 April 2022 | 3,599,900 | Acquisitions ⁽¹⁾ | Otherwise than cash | 3,600,000 | 3,600,000 |
| 27 June 2022 | 400,000 | Subscription of Shares ⁽²⁾ | Cash | 9,600,000 | 4,000,000 |
| [●] | - | Share Split | Not applicable | 9,600,000 | 400,000,000 |

Notes:

- (1) Issued as consideration for the acquisition of Kitchen Harmony, Oasis Livingware and Oasis Swiss, further details of which are set out in Section 6.1 of this Prospectus.
- (2) On 31 May 2022, our Company entered into separate subscription agreements with DTYS and other investors to issue and allot 400,000 new Shares at an issue price of RM15.00 per Share, for a total consideration of RM6,000,000 for business expansion and working capital purposes as follows:

| Shareholders | Number of Shares | Cash consideration (RM) |
|--|------------------|-------------------------|
| DTYS | 112,600 | 1,689,000 |
| Chan Kok San ⁽³⁾ | 73,400 | 1,101,000 |
| Dato' Doh Jee Ming ⁽³⁾ | 67,000 | 1,005,000 |
| Tee Sook Sing ⁽³⁾ | 40,000 | 600,000 |
| Lim Sam Fong ⁽³⁾ | 33,500 | 502,500 |
| Value Ventures Capital Sdn Bhd ⁽³⁾⁽⁴⁾ | 33,500 | 502,500 |
| Dato' Law Ban Seng ⁽³⁾ | 20,000 | 300,000 |
| Chong Sui Ping ⁽³⁾ | 20,000 | 300,000 |
| Total | 400,000 | 6,000,000 |

- (3) The investors' shareholdings in our Company are only in the capacity of an investor, and none of them are persons connected to the Promoters, Directors and substantial shareholders of our Group.
- (4) The shareholders of Value Ventures Capital Sdn Bhd are Lee Moi Tiang (68.00%), Ong Wee Khiang (20.00%) and Khor Jan Yeow (12.00%), who are not persons connected to the Promoters, Directors and substantial shareholders of our Group.

As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in our Company. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotments.

Upon our Listing, our enlarged share capital will increase to RM[●]⁽¹⁾, comprising 500,000,000 Shares.

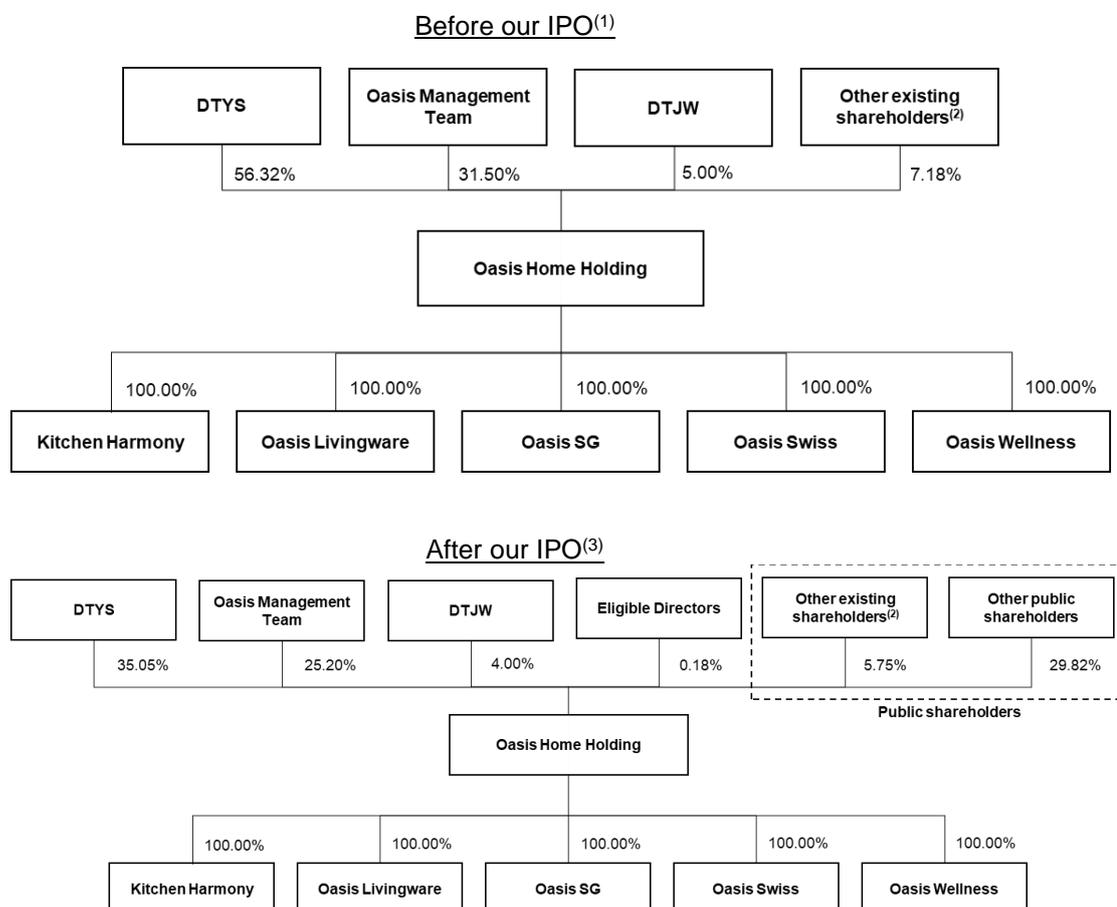
Note:

- (1) Calculated based on the IPO Price and before deducting the estimated listing expenses of approximately RM[●] million which is directly attributable to our Public Issue.

6. INFORMATION ON OUR GROUP (CONT'D)

6.4 OUR SHAREHOLDERS AND GROUP STRUCTURE

Our shareholding and Group structure before and after the IPO are as follows:



Notes:

- (1) Based on our issued Shares of 400,000,000 Shares after the Share Split but before our IPO.
- (2) The other existing shareholders and their respective shareholdings in our Company before and after the IPO are as follows:

| Shareholders | Before IPO (%) | After IPO (%) |
|--------------------------------|----------------|---------------|
| Chan Kok San | 1.83 | 1.47 |
| Dato' Doh Jee Ming | 1.67 | 1.34 |
| Tee Sook Sing | 1.00 | 0.80 |
| Lim Sam Fong | 0.84 | 0.67 |
| Value Ventures Capital Sdn Bhd | 0.84 | 0.67 |
| Dato' Law Ban Seng | 0.50 | 0.40 |
| Chong Sui Ping | 0.50 | 0.40 |
| Total | 7.18 | 5.75 |

- (3) Based on our enlarged Shares of 500,000,000 Shares after our IPO.

6. INFORMATION ON OUR GROUP (CONT'D)

6.5 OUR SUBSIDIARIES

Our Subsidiaries as at the LPD are as follows:

| Name | Date / Place of incorporation | Principal activities | Our equity interest (%) |
|------------------|--------------------------------------|---|--------------------------------|
| Kitchen Harmony | 5 May 2017 Malaysia | General trading of kitchen and household items | 100.00 |
| Oasis Livingware | 26 October 2010 Malaysia | Activity of holding companies ⁽¹⁾ | 100.00 |
| Oasis SG | 13 June 2020 Singapore | Retail sale of clothing for adults, household and kitchenware | 100.00 |
| Oasis Swiss | 25 August 2011 Malaysia | Retail sales, e-commerce, direct sales or marketing, importer, exporter, distributor, wholesaler of kitchenware, cookware, houseware, household, kitchen product & equipment and related products | 100.00 |
| Oasis Wellness | 3 August 2022 Malaysia | Export and import of perfumeries, cosmetics, soap and toiletries; other service activities; other retail sale in non-specialised stores. | 100.00 |

Note:

(1) The principal activity of Oasis Livingware is primarily to hold the Group's real properties.

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

6.5.1 Kitchen Harmony

Kitchen Harmony was incorporated in Malaysia on 5 May 2017 as a private limited company under the Act. The principal place of business of Kitchen Harmony is at No. 25, Jalan PP 11/3, Taman Putra Perdana, 47130 Puchong, Selangor, Malaysia.

As at the LPD, the issued share capital of Kitchen Harmony is RM100,000 comprising 100,000 ordinary shares. There has been no change in Kitchen Harmony's issued share capital for the Financial Years Under Review up to the LPD.

As at the LPD, Kitchen Harmony does not have any outstanding warrants, options, convertible securities and uncalled capital.

Kitchen Harmony is our wholly-owned subsidiary. As at the LPD, Kitchen Harmony does not have any subsidiary, joint venture or associate company.

As at the LPD, the directors of Kitchen Harmony are DTYS and DTJW.

6.5.2 Oasis Livingware

Oasis Livingware was incorporated in Malaysia on 26 October 2010 as a private limited company under the Companies Act 1965 under the name of House of Flask Sdn Bhd and is deemed registered under the Act. It changed its name to Oasis Livingware Sdn Bhd on 8 January 2015. The principal place of business of Oasis Livingware is at No. 25, Jalan PP 11/3, Taman Putra Perdana, 47130 Puchong, Selangor, Malaysia.

6. INFORMATION ON OUR GROUP (CONT'D)

As at the LPD, the issued share capital of Oasis Livingware is RM500,000 comprising 500,000 ordinary shares. There has been no change in Oasis Livingware's issued share capital for the Financial Years Under Review up to the LPD.

As at the LPD, Oasis Livingware does not have any outstanding warrants, options, convertible securities and uncalled capital.

Oasis Livingware is our wholly-owned subsidiary. As at the LPD, Oasis Livingware does not have any subsidiary, joint venture or associate company.

As at the LPD, the directors of Oasis Livingware are DTYS and DTJW.

6.5.3 Oasis SG

Oasis SG was incorporated in Singapore on 13 June 2020 as a private company limited by shares under the Singapore Companies Act 1967.

As at the LPD, the issued share capital of Oasis SG is SGD1,000 comprising 1,000 ordinary shares. There has been no change in Oasis SG's issued share capital for the Financial Years Under Review up to the LPD.

As at the LPD, Oasis SG does not have any outstanding warrants, options, convertible securities and uncalled capital.

Oasis SG is our wholly-owned subsidiary. As at the LPD, Oasis SG does not have any subsidiary, joint venture or associate companies.

As at the LPD, the directors of Oasis SG are DTYS and Pang Yew Mang.

6.5.4 Oasis Swiss

Oasis Swiss was incorporated in Malaysia on 25 August 2011 as a private limited company under the Companies Act 1965 and is deemed registered under the Act. The principal place of business of Oasis Swiss is at No. 25, Jalan PP 11/3, Taman Putra Perdana, 47130 Puchong, Selangor, Malaysia.

As at the LPD, the issued share capital of Oasis Swiss is RM1,500,000 comprising 1,500,000 ordinary shares. Save as disclosed below, there has been no change in Oasis Swiss's issued share capital for the Financial Years Under Review up to the LPD:

| <u>Date of allotment</u> | <u>No. of ordinary shares allotted</u> | <u>Consideration</u> | <u>Cumulative issued share capital</u> | |
|--------------------------|--|----------------------|--|-------------------------------|
| | | | <u>RM</u> | <u>No. of ordinary shares</u> |
| 1 December 2021 | 500,000 | Cash | 1,500,000 | 1,500,000 |

As at the LPD, Oasis Swiss does not have any outstanding warrants, options, convertible securities and uncalled capital.

Oasis Swiss is our wholly-owned subsidiary. As at the LPD, Oasis Swiss does not have any subsidiary, joint venture or associate companies.

As at the LPD, the directors of Oasis Swiss are DTYS and DTJW.

6. INFORMATION ON OUR GROUP (CONT'D)

6.5.5 Oasis Wellness

Oasis Wellness was incorporated in Malaysia on 3 August 2022 as a private limited company under the Act. The principal place of business of Oasis Wellness is at No. 25, Jalan PP 11/3, Taman Putra Perdana, 47130 Puchong, Selangor, Malaysia.

As at the LPD, the issued share capital of Oasis Wellness is RM1,000,000 comprising 1,000,000 ordinary shares. Save as disclosed below, there has been no change in Oasis Wellness's issued share capital since incorporation up to the LPD:

| <u>Date of allotment</u> | <u>No. of ordinary shares allotted</u> | <u>Consideration</u> | <u>Cumulative issued share capital</u> | |
|--------------------------|--|----------------------|--|-------------------------------|
| | | | <u>RM</u> | <u>No. of ordinary shares</u> |
| 3 August 2022 | 3,000 | Cash | 3,000 | 3,000 |
| 27 March 2023 | 997,000 | Cash | 1,000,000 | 1,000,000 |

As at the LPD, Oasis Wellness does not have any outstanding warrants, options, convertible securities and uncalled capital.

Oasis Wellness is our wholly-owned subsidiary. As at the LPD, Oasis Wellness does not have any subsidiary, joint venture or associate companies.

As at the LPD, the directors of Oasis Wellness are DTJW and Ang Yan Kher.

6.6 PUBLIC TAKE-OVER

Since our incorporation up to the LPD, there has been:

- (i) no public take-over offers by third parties in respect of our Shares; and
- (ii) no public take-over offers by our Company in respect of other companies' shares.

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6. INFORMATION ON OUR GROUP (CONT'D)

6.7 MATERIAL PROPERTIES OF OUR GROUP

6.7.1 Material properties owned by our Group

As at the LPD, the material properties owned by our Group are as follows:

| No. | Registered owner/ Tenure | Title / Postal address | Description / Existing use | Date of CCC/ Land area (sq. ft.) | Category of land use / Material restriction in interest | Material encumbrances | NBV as at 30 June 2024 (RM'000) |
|-----|--|---|--|--|--|---|---------------------------------|
| 1. | Registered owner: Oasis Swiss Tenure: 99-year leasehold interest expiring on 25 September 2113 | Title: HSD 37192 Lot No. PT 22329 Mukim of Dengkil District of Sepang, Selangor Postal address: 25, Jalan PP 11/3 Alam Perdana Industrial Park Taman Putra Perdana 47130 Puchong, Selangor | Description: 3-storey semi-detached factory Existing use: Head office | Date of CCC: 7 October 2019 Land area: 8,400.05 Built-up area: 7,246.26 | Category of land use: Industrial Material restriction in interest: This land cannot be transferred, charged or leased without the written consent of the State Authority | Charged to Hong Leong Bank Berhad vide presentation number 62716/2019 | 3,486 |
| 2. | Registered owner: Oasis Livingware Tenure: 99-year leasehold interest expiring on 25 September 2113 | Title: HSD 37173 Lot No. PT 22310 Mukim of Dengkil District of Sepang, Selangor Postal address: 26, Jalan PP 11/4 Alam Perdana Industrial Park Taman Putra Perdana 47130 Puchong, Selangor | Description: Double-storey semi-detached factory Existing use: Office | Date of CCC: 11 October 2017 Land area: 8,400.05 Built-up area: Approximately 4,830.84 | Category of land use: Industrial Material restriction in interest:- This land cannot be transferred, charged or leased without the written consent of the State Authority | Charged to Maybank Islamic Berhad vide presentation number 35494/2022 | 2,937 |

6. INFORMATION ON OUR GROUP (CONT'D)

| No. | Registered owner/ Tenure | Title / Postal address | Description / Existing use | Date of CCC/ Land area (sq. ft.) | Category of land use / Material restriction in interest | Material encumbrances | NBV as at 30 June 2024 (RM'000) |
|-----|---|---|--|--|--|---|---------------------------------|
| 3. | <p>Registered owner: Oasis Livingware</p> <p>Tenure: 99-year leasehold interest expiring on 25 September 2113</p> | <p>Title: HSD 37161 Lot No. PT 22298 Mukim of Dengkil District of Sepang, Selangor</p> <p>Postal address: 13, Jalan PP 11/4, Alam Perdana Industrial Park Taman Putra Perdana 47130 Puchong, Selangor</p> | <p>Description: Double storey semi-detached factory</p> <p>Existing use: Rented out⁽¹⁾</p> | <p>Date of CCC: 11 October 2017</p> <p>Land area: 8,400.05</p> <p>Built-up area: 5,261.40</p> | <p>Category of land use: Industrial</p> <p>Material restriction in interest: This land cannot be transferred, charged or leased without the written consent of the State Authority</p> | <p>(i) Charged to Public Bank Berhad vide presentation number 23077/2022</p> <p>(ii) Private caveat by Public Bank Berhad vide presentation number 47211/2021</p> | 3,020 |
| 4. | <p>Registered owner: Oasis Livingware</p> <p>Tenure: 99-year leasehold interest expiring on 25 September 2113</p> | <p>Title: HSD 56087 Lot No. PT 22349 Mukim of Dengkil District of Sepang, Selangor</p> <p>Postal address: Nil</p> | <p>Description: Vacant industrial land</p> <p>Existing use: Vacant⁽²⁾</p> | <p>Date of CCC: Not applicable⁽³⁾</p> <p>Land area: 25,956.09</p> <p>Built-up area: Not applicable</p> | <p>Category of land use: Industrial</p> <p>Material Restriction in Interest: This land cannot be transferred, charged or leased without the written consent of the State Authority</p> | Charged to Hong Leong Bank Berhad vide presentation number 47077/2021 | 4,145 |
| 5. | <p>Registered owner: NCT Land Sdn Bhd⁽⁴⁾</p> <p>Tenure: 98-year leasehold interest expiring on 6 December 2121</p> | <p>Title: HSD 50617 PT 54496 Mukim of Tanjong Duabelas District of Kuala Langat, Selangor</p> <p>Postal address: Nil</p> | <p>Description: 2-storey detached factory⁽⁴⁾</p> <p>Existing use: Not in use. Building under construction⁽⁴⁾</p> | <p>Date of CCC: Not applicable⁽⁴⁾</p> <p>Land area: 156,830.17</p> <p>Proposed built-up area: 14,364</p> | <p>Category of land use: Industrial</p> <p>Material Restriction in Interest: This land cannot be transferred, charged or leased without the written consent of the State Authority</p> | ⁽⁵⁾ | ⁽⁶⁾ |

6. INFORMATION ON OUR GROUP (CONT'D)

Notes:

- (1) The property is currently being rented to a third party not related to our Group.
- (2) We intend to construct the New HQ on this parcel of land. Please refer to Section 7.21(iii) of this Prospectus for further details of the New HQ.
- (3) Not applicable as no building has been erected on the land.
- (4) In October 2023, Oasis Swiss entered into a sale and purchase agreement with NCT Land Sdn Bhd (“Developer”) for the acquisition of a piece of leasehold land with the title identification of Lot No. D89, HSD 50617, PT 54496, Mukim of Tanjong Duabelas, District of Kuala Langat, Selangor together with a 2-storey building to be constructed which we intend to use as our fulfilment centre. As at the LPD, the construction is still incomplete, and our Group has yet to receive the vacant possession of the land. Please refer to Sections 4.8(ii), 7.21(iv) and 14.5(iv) of this Prospectus for the details of utilisation of proceeds, business strategies and future plans and material contracts.
- (5) As our Group has yet to receive the vacant possession of the property, the land is currently assigned/charged by the Developer to AmBank (M) Berhad, being the Developer’s financier.
- (6) The cost of the property will be recognised progressively under property, plant and equipment upon receipt of progress billings from the Developer.

As at the LPD, the properties owned by our Group are not in breach of any land use conditions, laws, regulations, rules and requirements in relation to land and buildings.

6.7.2 Material properties rented by our Group

As at the LPD, the material properties rented by our Group are as follows:

| No. | Tenant / Landlord | Postal address | Use of property | Tenure | Approximate area (sq. ft.) | Rental per annum (RM) |
|-----|---|---|---------------------------|--------------------------------------|----------------------------|-----------------------|
| 1. | Tenant: Oasis Swiss Landlord: Classic Emas (Sarawak) Sdn Bhd | Ground Floor Sublot No.28 of parent Lot 2506 Section 66 KTLD, Jln Merbau Pending Industrial Estate 93450 Kuching, Sarawak | Office | 15 January 2023 – 14 January 2025 | 1,559.69 | 39,600 |
| 2. | Tenant: Oasis Swiss Landlord: Ken Jey Sdn Bhd | Unit A-02-01 Plaza Bukit Jalil (Aurora Place) No.1, Persiaran Jalil 1 Bandar Bukit Jalil 57000, Wilayah Persekutuan Kuala Lumpur | Product experience centre | 1 November 2024 – 31 October 2026 | Approximately 1,791.22 | 90,000 |

6. INFORMATION ON OUR GROUP (CONT'D)

| No. | Tenant / Landlord | Postal address | Use of property | Tenure | Approximate area (sq. ft.) | Rental per annum (RM) |
|-----|---|--|--------------------------------------|-------------------------------------|----------------------------|--|
| 3. | Tenant: Oasis Wellness Landlord: Ikonik Eye Specialist And General Health Centre Sdn Bhd | Unit B-05-16 Plaza Bukit Jalil (Aurora Place) No.1, Persiaran Jalil 1 Bandar Bukit Jalil 57000, Wilayah Persekutuan Kuala Lumpur | Digital marketing office | 1 March 2024 – 28 February 2026 | Approximately 999.97 | 1 st year – 57,600 2 nd year – 60,000 |
| 4. | Tenant: Oasis Swiss Landlord: Sin Fuat Hardware (M) Sdn Bhd | No. 17-G (Ground Floor), Jalan Ponderosa 2/2, Taman Ponderosa, 81100 Johor Bahru, Johor | Office and product experience centre | 15 December 2024 – 14 December 2025 | Approximately 1,860.00 | 90,000 |

As at the LPD, the properties rented by our Group are not in breach of any land use conditions, laws, regulations, rules and requirements in relation to land and buildings.

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7. BUSINESS OVERVIEW

7.1 OVERVIEW

We are principally involved in the marketing and selling of consumer lifestyle products, with live commerce and our mobile application and website as our main sales channels since FYE 2023. We also market and sell through other online sales channels such as e-commerce marketplaces (i.e. Lazada, Shopee and TikTok Shop) and digital marketing (i.e. targeted advertisements on social media platforms to market our products), as well as offline sales channels such as product experience centres, mobile showroom and warehouse sales.

Our core expertise and capabilities are as follows:

- (i) identifying sales channels and marketing strategies that are relevant to the latest market trends and changing customer needs and preferences;
- (ii) positioning and selling products to effectively market and sell the products to the target customers;
- (iii) sourcing and/or developing products that meet market needs, preferences and trends; and
- (iv) attracting and retaining a customer base and establishing our brand presence.

We focus on marketing and selling consumer lifestyle products which mainly comprise home and living, beauty and personal care, and wellness products. Our products comprise our in-house brand products and third-party products. We engage local and international OEMs to manufacture our in-house brand products. In addition, we also source third-party products that meet market needs, preferences and trends from suppliers (namely trading houses and manufacturers). We focus on sourcing international products that may not be readily or widely available in the local market from international suppliers.

Generally, our Group has 2 business segments categorised by our customer groups, namely individual customers under our D2C segment and corporate customers under our B2B segment.

For our D2C segment, we market our products through the following sales channels:

- (i) Live commerce channels that host live commerce sessions i.e. livestream videos that allow for showcasing of our products and engagement with our audiences on a real time basis. We set up our first live commerce channel on Facebook in 2019, and presently, our live commerce channels are hosted on Facebook and TikTok using the Live feature.

We generally conduct these live commerce sessions at our live streaming rooms at our headquarters located in Puchong, Selangor. Additionally, we may also conduct on-site live commerce sessions at our suppliers' premises when our hosts visit our suppliers' premises, which may be located either locally or internationally. These on-site live commerce sessions allow us to showcase our suppliers' premises and production facilities to our audiences;

- (ii) Mobile application and website (under the name of Oasis Home), where individual customers can purchase our products through our own e-commerce marketplace.

Under Oasis Home, we have in place a loyalty and reward programme to retain a network of individual customers (which we term as Members and Affiliates) to encourage recurring purchases from us. We also use an Affiliate marketing strategy to encourage Affiliates to refer individual customers to our Group;

7. BUSINESS OVERVIEW (CONT'D)

- (iii) Third-party e-commerce marketplaces such as Lazada, Shopee and TikTok Shop (which involve the marketing and sale of our products on these e-commerce marketplaces) and digital marketing channels (wherein we use targeted advertisements in social media platforms); and
- (iv) Offline sales channels such as product experience centres, mobile showroom and warehouse sales.

As for our B2B segment:

- (i) we market our products to corporate customers (who purchase the products to be used as corporate gifts, incentives and/or promotional items and/or for onward sales to their respective customers); and
- (ii) we provide marketing services to our corporate customers whereby our Group markets the products of our corporate customers through our live commerce channels.

With an omni-channel marketing strategy (where we market and sell our products through online and offline sales channels), we are able to enjoy the following benefits:

- (a) wide target market reach - our online sales channels allow accessibility to customers throughout Malaysia and Singapore; and
- (b) appeal to different customers' preferences - while some customers may prefer to shop online, others may prefer to physically view and experience the product or engage with a person who can personally recommend products.

During the Financial Years Under Review, we mainly market and sell our products in Malaysia, Singapore and other countries (namely Indonesia (FYE 2022) and Brunei (FYE 2022 and FYE 2023)).

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7. BUSINESS OVERVIEW (CONT'D)

Our business model is as illustrated below:

| | | |
|---|--|--|
| Principal activity | Marketing and selling of consumer lifestyle products | |
| Business segment | D2C segment | |
| | Online sales channels | |
| |  | Live commerce channels |
| |  | Mobile application and website namely Oasis Home |
| |  | Third-party e-commerce marketplaces and digital marketing channel |
| | Offline sales channels | |
| |  | Product experience centres |
|  | Mobile showroom | |
|  | Warehouse sales | |
| Customer segment | Individual customers comprising: <ul style="list-style-type: none"> • Live commerce customers • Members • Affiliates • Walk-in customers |  <p>Sale of our range of products to corporate customers for their onward sale to their customers or for their use as corporate gifts, incentives and/or promotional items</p> |
| | |  <p>Provision of marketing services to corporate customers to market their products on our live commerce channels</p> |
| Markets | Malaysia, Singapore, and other countries* | |

Note:

* Others comprised Indonesia (FYE 2022) and Brunei (FYE 2022 and FYE 2023).

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7. BUSINESS OVERVIEW (CONT'D)

7.2 PRINCIPAL BUSINESS ACTIVITIES AND BUSINESS SEGMENTS

We are principally involved in the marketing and selling of consumer lifestyle products under 2 business segments, namely the D2C segment where we sell to individual customers, and B2B segment where we sell to corporate customers.

7.2.1 D2C segment

Under our D2C segment, we employ an omni-channel marketing strategy where we market and sell our products through various online and offline sales channels, as illustrated below:

(i) Online sales channels

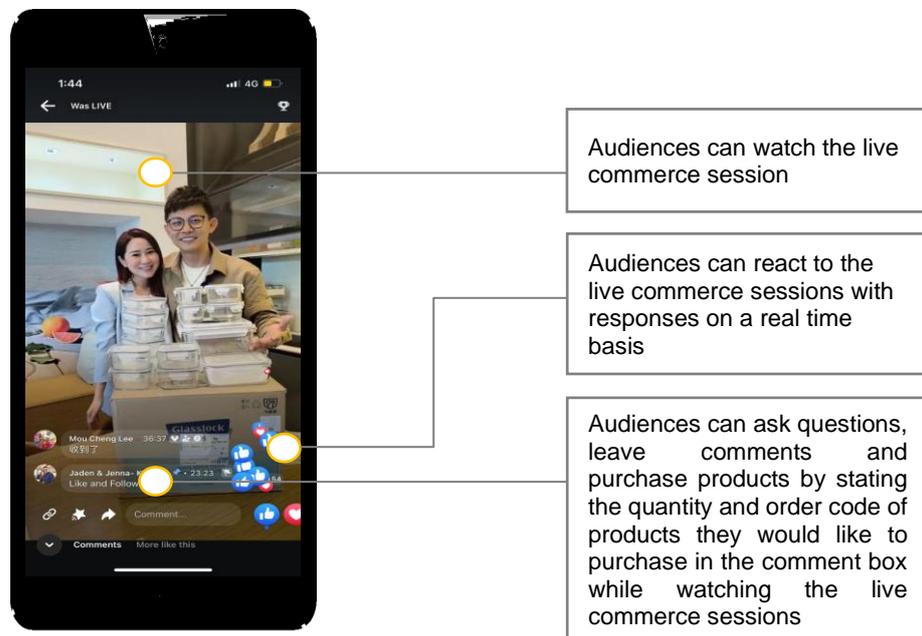
(a) Live commerce channels

We market and sell our products through live commerce channels using the Live feature on Facebook and TikTok.

Live commerce is an interactive method of marketing and selling where livestream videos are used to showcase products and engage with audiences on a real time basis. It allows businesses to replicate the in-store experience online to demonstrate products, answer questions and provide personalised recommendations.

Our live commerce audiences can watch our live commerce sessions through various devices such as their mobile phones, tablets or personal computers.

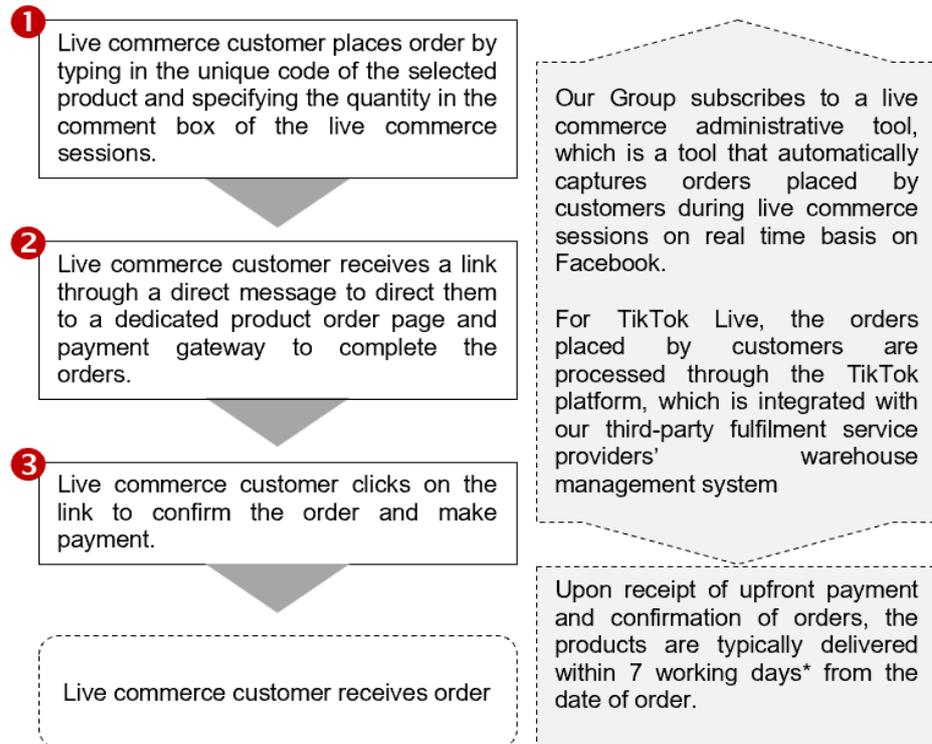
An example of a live commerce session on Facebook is as follows:



Live commerce sessions on TikTok are similar to those on Facebook.

7. BUSINESS OVERVIEW (CONT'D)

During the live commerce session, the audience can post comments and reactions, and also place orders. The ordering process during the live commerce session is as follows:



Note:

* In cases where stocks are limited, our Group may take a longer time (i.e. 2 to 6 weeks, depending on the mode of transport (air or sea) and distance of the origin country) to deliver the products. Nevertheless, the live commerce customers will be informed of the estimated delivery lead time during the live commerce sessions.

The live commerce sessions on Facebook are recorded and potential customers may view the recording as a post on Facebook any time after the live commerce sessions. From time to time, we may replay the recording of live commerce sessions that are popular (i.e. with high viewership). Customers viewing the recorded live commerce session may also place orders by following the same steps as mentioned above should there still be stocks for the respective products.

Once the stock for a product is depleted, the live commerce administrative tool will automatically not allow any orders to be placed by customers as the maximum order quantity has been pre-set by us into the live commerce administrative tool.

As at the LPD, our live commerce sessions are conducted by our in-house team of 10 hosts, including our Chief Executive Officer, DTYS and our Chief Operating Officer, DTJW.

We generally conduct these live commerce sessions at live streaming rooms at our headquarters located in Puchong, Selangor.

7. BUSINESS OVERVIEW (CONT'D)

Prior to the live commerce sessions, we will plan and prepare the content (in terms of product information and demonstrations, selling strategies and materials), set up the equipment and thereafter, host the live commerce sessions (which include presentation of content, attending to queries from the audience and recommending products).

During the live commerce sessions, we will:

- capture livestream videos using audio visual equipment such as cameras and lighting equipment and other support equipment such as mobile phones;
- manage live chats; and
- manage orders captured using a live commerce administrative tool during the live commerce sessions.

The picture below illustrates a typical set up for a live commerce session:



Additionally, we also conduct on-site live commerce sessions at our suppliers' premises. These on-site live commerce sessions may be conducted locally or internationally, and allow us to showcase our suppliers' premises and production facilities to our audiences. These sessions are conducted periodically to provide different and fresh perspectives and content to audiences as it allows audiences to view the suppliers' premises or facilities and production processes, and suppliers can provide more information on the products. As such, this not only engages the audiences, but also promotes confidence in the products.

In addition, we may also market and sell promotional or new products during the on-site live commerce sessions.

We normally conduct our on-site live commerce sessions on a pre-order basis whereby we collect the orders from our audience throughout the live commerce session before finalising the orders with our suppliers. This reduces our inventory holding cost and thus, allows us to offer the products to our live commerce customers at a competitive pricing.

7. BUSINESS OVERVIEW (CONT'D)

As at [15 October 2024], we operate 10 live commerce channels, as detailed below:

| Live commerce channel | Platform link / (Date of establishment) | Product/Content focus | Number of operational hours | Number of views (million) | Commencement date of live commerce sessions |
|-------------------------|---|--|--------------------------------------|---------------------------|---|
| Oasis Live Mall | https://www.facebook.com/OasisSwiss (est. 8 March 2019) | Whole range of products offered ⁽¹⁾ | Approximately 8 to 12 hours per day | 28.8 ⁽²⁾ | March 2019 |
| O Shop Live | https://www.facebook.com/oshoplive.my (est. 30 December 2023) | Third-party products sold for other product owners/suppliers On-site live streaming session | Approximately 8 to 12 hours per week | 4.7 ⁽²⁾ | February 2024 |
| Oasis Wellness Live TV | https://www.facebook.com/oasiswellnesslive/ (est. 19 December 2022) | Wellness products | Approximately 8 to 12 hours per week | 3.1 ⁽²⁾ | February 2024 |
| Boom De Ah Dah Malaysia | https://www.facebook.com/boomdeahdahmy (est. 28 January 2023) | Beauty products | Approximately 3 to 6 hours per week | 1.7 ⁽²⁾ | February 2024 |
| Glasslock Malaysia | https://www.facebook.com/p/Glasslock-Malaysia-61558425026334/ (est. 15 April 2024) | Home and living products | Approximately 3 to 6 hours per week | 0.7 ⁽²⁾ | April 2024 |
| Glasslock.OS | https://www.tiktok.com/@glasslock.os (est. 17 January 2024) | Home and living products | Approximately 18 hours per week | 1.7 ⁽²⁾ | January 2024 |
| Lebelage Malaysia | https://www.tiktok.com/@lebelage_my (est. 9 February 2023) | Beauty products | Approximately 18 hours per week | 0.4 ⁽²⁾ | February 2023 |
| Durabs.OS | https://www.tiktok.com/@durabs.os (est. 1 February 2024) | Home fitness equipment | Approximately 18 hours per week | * ⁽²⁾ | February 2024 |
| SafroNegin Malaysia | https://www.facebook.com/SafroNeginMY (est. 29 November 2022) | Wellness products | Approximately 3 to 6 hours per week | 1.6 ⁽³⁾ | September 2024 |
| NMN3+ | https://www.facebook.com/nmn3plusmy (est. 9 December 2023) | Wellness products | Approximately 3 to 6 hours per week | 4.1 ⁽³⁾ | September 2024 |

Notes:

- (1) Mainly home and living products, wellness products, beauty and personal care products and other products such as apparels and fashion accessories.
- (2) Refers to number of views for the last 6 months up to 13 December 2024
- (3) Refers to number of views from the commencement date of live commerce sessions up to 13 December 2024.

* Less than 0.1

Moving forward, we intend to create more live commerce channels, as detailed further in Section 7.21(i) of this Prospectus.

7. BUSINESS OVERVIEW (CONT'D)

(b) Mobile application and website namely Oasis Home

We also market and sell our products through Oasis Home, which is our own mobile application that is available for download via App Store and Google Play Store or website (oasishome.com.my) accessible via the internet. It acts as an online marketplace where individual customers can browse and purchase our products. Our mobile application and website were developed by a third-party developer, who has also been engaged to maintain and upgrade the application/website.

Individual customers who are keen to register for our loyalty and reward programme can sign up as Members or Affiliates through Oasis Home.

- (i) To sign up as Member, an individual customer may sign up by paying a membership fee of RM38.

An individual customer that signs up as Member enjoys member privileges such as:

- discounted member price;
- free delivery within Peninsular Malaysia for all orders;
- birthday rewards (i.e. discount vouchers); and
- reward points for all purchases, which can be used to redeem vouchers or free gifts.

Thereafter, Members can maintain their membership by paying an annual renewal fee of RM10.

- (ii) To sign up as Affiliate, an individual customer may purchase a starter kit comprising products or vouchers ranging from RM78 and above.

An individual customer who signs up as Affiliate is entitled to the following benefits, in addition to the earlier mentioned member privileges:

- earn cash bonuses by referring individual customers. This is done through generating a referral link through the Affiliate's account on Oasis Home, which can be sent to potential customers. The Affiliate would then be entitled to cash bonuses for any purchases made through the referral link. We pay out the cash bonuses due to our Affiliates on a monthly basis; and
- earn free gifts by achieving the sales milestones (i.e. total value of products purchased by individual customers that they have referred to us).

Affiliates can maintain their status as Affiliates by spending a minimum of RM600 on an annual basis, or RM50 on a monthly basis.

7. BUSINESS OVERVIEW (CONT'D)

Additionally, Affiliates that have achieved the following criteria within a cumulative period of 90 days will be granted with Prestige Affiliate status:

- spent a minimum of RM300 through Oasis Home and achieved a sales milestone of RM10,000 (in terms of own purchase value and value of products purchased by individual customers that have been referred); and
- signed up 5 new Affiliates.

In addition to the earlier mentioned Affiliate privileges, Prestige Affiliates are entitled to an additional 2.0% cash bonus on their own purchase value and sales generated through their referral links.

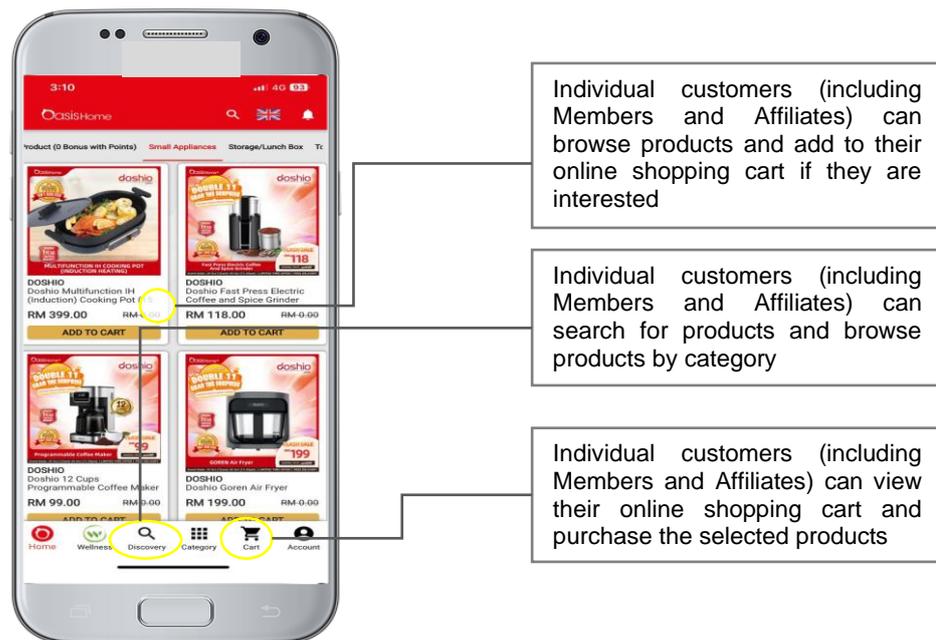
These Affiliates will need to meet the abovementioned criteria every 90 consecutive days to maintain their Prestige Affiliate status.

In order to market and sell products through this Affiliate marketing strategy, our Group has obtained a direct sales licence from the MDTCL.

Oasis Home facilitates the Affiliate marketing strategy, whereby a personal account on Oasis Home will be created for Affiliates which allows the Affiliates to generate referral links, track their orders, accumulate and check their rewards points as well as to claim/ redeem discount vouchers. In addition, Affiliates will have access to a dashboard on their Oasis Home personal account which displays their cash bonuses earned, the total value of products purchased by them, the total number of individual customers they have referred and the progress of their sales milestones.

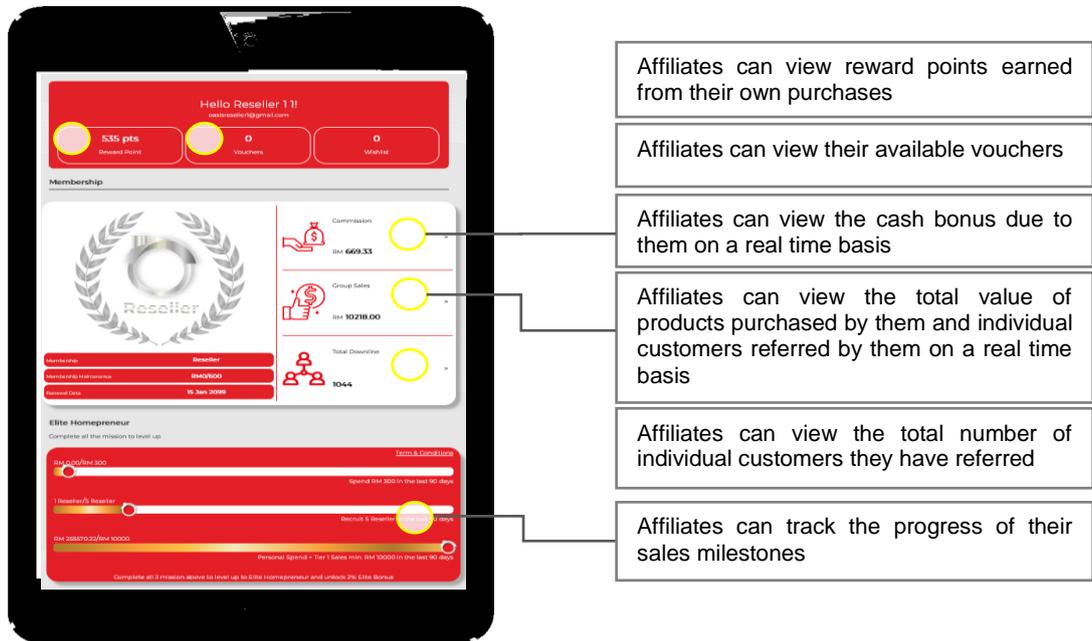
Members also have a personal account on Oasis Home, though the features available for them will be limited to tracking their orders, accumulating and checking their rewards points as well as claiming or redeeming discount vouchers.

The illustration of Oasis Home is as follows:



7. BUSINESS OVERVIEW (CONT'D)

An illustration of the user interface screen for an Affiliate is as follows:



Note:

- (1) The above illustration is an example of a dashboard for an Affiliate. The dashboard for Members is generally a simplified version.

(c) Third-party e-commerce marketplaces and digital marketing

We also market and sell our products on third-party e-commerce marketplaces namely Lazada, Shopee and TikTok Shop.

In addition, we also market and sell our products using digital marketing wherein we use targeted advertisement services on social media platforms. These targeted advertisements will automatically recommend advertisement content about our products (i.e. whether in the form of graphics or short videos) to our target audience on social media platforms. Interested audience can then click on the advertisement posts and be directed to our website landing page, WhatsApp link or the direct message features on the respective social media platform whereby they may inquire or place orders for our products.

As at the LPD, we have a marketing team comprising 22 personnel to handle the content creation and management of third-party e-commerce marketplaces and digital marketing, alongside other activities such as brand development, advertising and promotional activities.

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7. BUSINESS OVERVIEW (CONT'D)

(ii) Offline sales channels

(a) Product experience centres

We have set up 2 product experience centres in Bukit Jalil, Kuala Lumpur and Taman Ponderosa, Johor Bahru, Johor. The purpose of setting up the product experience centres are as follows:

- (i) to showcase our product range to individual customers;
- (ii) to allow individual customers to sample the beauty and personal care, and wellness products carried by us as well as to physically view our products and/or its functions;
- (iii) to provide a conducive environment to individual customers (particularly Members and Affiliates) to hold discussions and attend product demonstration events;
- (iv) to act as a retail outlet where individual customers can purchase our products;
- (v) to act as a self-collection centre for consumer lifestyle products purchased via Oasis Home; and
- (vi) to act as customer support centre whereby individual customers can drop off defective or damaged products for us and/or our suppliers to undertake the necessary testing, repairs and replacement. Individual customers can also collect their repaired or replaced products/components from the customer support centre.

(b) Mobile showroom

In addition to the product experience centres, we have a mobile showroom that is equipped with a kitchen to allow for live demonstrations as well as a display shelf to display and showcase our products. As at the LPD, we own 1 mobile showroom.



We station our mobile showroom at events such as property launch events and corporate events to display and showcase our products, particularly our range of home and living products. We also regularly drive the mobile showroom throughout Peninsular Malaysia to create awareness of our brand and product range.

7. BUSINESS OVERVIEW (CONT'D)

(c) Warehouse sales

We hold warehouse clearance sales at our headquarters, whereby walk-in customers are able to purchase our products at discounted prices.

7.2.2 B2B segment

Our B2B segment involves:

(i) Sale of products to corporate customers

We sell our range of consumer lifestyle products to corporate customers, who typically purchase our products:

- (a) for their onward sale to their customers. As at the LPD, we sell our products to distributors and retailers such as pharmacies; and
- (b) to use as corporate gifts, incentives and/or promotional items for their customers. As at the LPD, we sell our products to manufacturers and retailers.

(ii) Provision of marketing services to corporate customers

Having established a presence and follower base for our live commerce channels, we also provide marketing services to product owners/suppliers, provided they meet our product theme and quality requirements.

We also allow the product owners/suppliers to market or sell their products on our live commerce channels, where our hosts will demonstrate and market the products together with the representative from the product owners/suppliers to our live commerce audiences. In such instances, we will charge a marketing service fee based on the number of hours required for our hosts to present the products. We also earn a pre-determined margin on the products sold as agreed with the product owners/suppliers.

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7. BUSINESS OVERVIEW (CONT'D)

7.3 OUR PRODUCTS

We market and sell a wide range of consumer lifestyle products and continuously seek to increase our product range to keep up with market needs, preferences and trends. As at the LPD, our product selection generally focuses on home and living, beauty and personal care, and wellness products. Our range of products include in-house brand products and third-party products.

As at the LPD, we have a portfolio of approximately 3,481 SKUs of home and living, beauty and personal care, wellness and other products, of which approximately 2,078 SKUs are our in-house brands and approximately 1,403 SKUs are sourced from suppliers and marketed under third-party brands. As at the LPD, we have 29 registered trademarks for our product brands in Southeast Asia, Japan and Switzerland.

The table below sets out the products that we sell, classified based on product categories and brands as at the LPD:

| In-house brands and product description | Third-party brands and product description |
|---|---|
| <p>Home and living products</p>  | |
| <p><i>Chefology</i> – range of stovetop cookware e.g. pots and pans</p> <p><i>Doshio</i> – range of household appliances, e.g. air-fryers, microwave ovens, blenders, vacuums and air purifiers</p> <p><i>NatureMe</i> – range of natural cleaning detergent products</p> <p><i>Oasis</i> – range of thermal food jars, small countertop kitchen appliances, and utensils</p> <p><i>Smart</i> – electrical adapters</p> <p><i>Titlis</i> – range of kitchen utensils, dishware and cutleries</p> <p><i>Vakkum</i> – range of thermal flasks</p> | <p><i>Amercook</i> – range of cast iron and stainless steel pans</p> <p><i>Catchmop</i> – range of household cleaning products (i.e. floor mop and microfibre cloth)</p> <p><i>Glasslock</i> – range of household food storage products</p> |

7. BUSINESS OVERVIEW (CONT'D)

| In-house brands and product description | Third-party brands and product description |
|--|---|
| <p>Beauty products</p>  | |
| | <p><i>Boom De Ah Dah⁽¹⁾</i> – range of skincare products</p> <p><i>BRMUD</i> – range of mud-based scrubs and face masks</p> <p><i>Fascy Lab</i> – range of skincare products</p> |
| <p>Personal care products</p>  | |
| <p><i>Larotty</i> – range of feminine hygiene products comprising sanitary napkins</p> <p><i>Saffro</i> – range of feminine hygiene products comprising feminine wash</p> <p><i>Soniclab</i> – electric toothbrush</p> <p><i>Tamaray</i> – negative ion products (e.g. mattress toppers and socks)</p> | |

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7. BUSINESS OVERVIEW (CONT'D)

| In-house brands and product description | Third-party brands and product description |
|--|--|
| <p>Wellness products</p>  | |
| <p><i>Ferroxin</i> – functional beverage made with key ingredients such as chokeberry, elderberry, marigold extracts and probiotics</p> <p><i>Megapine</i> – soft gel capsules containing Omega-3, 6, 7 and 9 fatty acids</p> <p><i>NMN3+</i> – functional beverage containing nicotinamide mononucleotide and collagen</p> <p><i>SafroNegin</i> – saffron and baobab based functional beverages</p> <p><i>TygerCeps+</i> – functional beverage containing black elderberry, tiger milk mushroom and cordyceps</p> | <p><i>Radimery</i> – apple cider vinegar gummy</p> <p><i>Ratusan</i> – functional beverage range and herbal lotion</p> |
| <p>Other products</p>  | |
| <p><i>Durabs</i> – home fitness equipment</p> <p><i>Gouway</i> – travel accessories such as luggage, travel adapters, travelling bags</p> | <p>Third-party products sold during our on-site live commerce sessions or for other product owners/suppliers, which are sold on ad-hoc basis</p> |

Note:

- (1) Our Group is authorised by JUNMOK International, Inc to exclusively distribute Boom De Ah Dah products in Malaysia between 10 June 2024 and 10 June 2025.

7. BUSINESS OVERVIEW (CONT'D)

7.4 SEGMENTAL REVENUE

(i) Revenue by business segment

Our Group's revenue segmentation by business segments and sales channels for the Financial Years Under Review is as follows:

| | Audited | | | | | |
|---|---------------|---------------|---------------|---------------|---------------|---------------|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| D2C segment | | | | | | |
| Live commerce | 17,191 | 42.05 | 24,883 | 62.26 | 41,471 | 75.65 |
| Mobile application and website | 17,845 | 43.65 | 11,671 | 29.20 | 7,095 | 12.94 |
| Third-party e-commerce marketplaces and digital marketing | 1,425 | 3.48 | 632 | 1.58 | 3,976 | 7.25 |
| Offline sales channels ⁽¹⁾ | 1,113 | 2.72 | 1,681 | 4.21 | 1,036 | 1.89 |
| | 37,574 | 91.90 | 38,867 | 97.25 | 53,578 | 97.73 |
| B2B segment | | | | | | |
| Sale to corporate customers ⁽²⁾ | 3,310 | 8.10 | 1,099 | 2.75 | 1,243 | 2.27 |
| Total | 40,884 | 100.00 | 39,966 | 100.00 | 54,821 | 100.00 |

Notes:

- (1) Offline sales channels comprise product experience centres, mobile showroom and warehouse sales. As at the LPD, we have 2 product experience centres and 1 mobile showroom.
- (2) We sell our range of consumer lifestyle products to corporate customers, who generally purchase these products for onward sale to their customers or as corporate gifts, incentives and/or promotional items as part of reward programmes offered to their customers.

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7. BUSINESS OVERVIEW (CONT'D)

(ii) Revenue by product category

The revenue segmentation by product categories for the Financial Years Under Review is as follows:

| | Audited | | | | | |
|--------------------------|---------------|---------------|---------------|---------------|---------------|---------------|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| Home and living | 39,980 | 97.79 | 26,407 | 66.07 | 18,318 | 33.41 |
| Beauty and personal care | 594 | 1.45 | 9,522 | 23.83 | 13,343 | 24.34 |
| Wellness | 310 | 0.76 | 3,792 | 9.49 | 12,137 | 22.14 |
| Others ⁽¹⁾ | - | - | 245 | 0.61 | 11,023 | 20.11 |
| Total | 40,884 | 100.00 | 39,966 | 100.00 | 54,821 | 100.00 |

Note:

- (1) Mainly comprising home fitness products, third-party products such as apparels and fashion accessories.

(iii) Revenue by in-house brand and third-party brand

The revenue segmentation by in-house and third-party brands for the Financial Years Under Review is as follows:

| | Audited | | | | | |
|-------------------------|---------------|---------------|---------------|---------------|---------------|---------------|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| In-house brand products | 25,215 | 61.67 | 17,289 | 43.26 | 17,039 | 31.08 |
| Third-party products | 15,669 | 38.33 | 22,677 | 56.74 | 37,782 | 68.92 |
| Total | 40,884 | 100.00 | 39,966 | 100.00 | 54,821 | 100.00 |

While our Group's revenue from home and living products declined during the Financial Years Under Review, from RM39.98 million in FYE 2022 to RM18.32 million in FYE 2024, our Group's revenue from beauty and personal care, and wellness products has been growing. This is because our product offerings constantly change based on current market needs, preferences and trends. Further, we also expanded our product offerings to include products that need to be replenished regularly, such as in the case of beauty and personal care, and wellness products which are used/consumed on daily basis. The revenue from the sale of other products (mainly apparels and fashion accessories) increased by RM10.77 million or 4,308.00% from RM0.25 million in FYE 2023 to RM11.02 million in FYE 2024 as our Group had actively marketed and sold apparels and fashion accessories during our live commerce sessions in FYE 2024. Please refer to Section 12.2.2(iv) of this Prospectus for the commentaries on our revenue.

We intend to continue sourcing and/or developing products that meet market needs, preferences and trends. Additionally, we plan to create more live commerce channels with specific product categories or demographic focus to better reach out to target audience and potential customers. We will continuously study and monitor consumer preferences and product trends and from time to time, we may add more product categories. Please refer to Section 7.21 of this Prospectus for our business strategies and future plans.

7. BUSINESS OVERVIEW (CONT'D)

7.5 PRINCIPAL MARKETS AND LOCATION OF OPERATIONS

7.5.1 Principal markets

During the Financial Years Under Review, we mainly sold our products to individual and corporate customers in Malaysia and Singapore. We also sold our products to customers in other countries such as Singapore, Indonesia and Brunei.

The breakdown of our Group's revenue by geographical location for the Financial Years Under Review are as follows:

| Countries | FYE 2022 | | Audited FYE 2023 | | FYE 2024 | |
|-----------------|---------------|---------------|---------------------|---------------|---------------|---------------|
| | RM'000 | % | RM'000 | % | RM'000 | % |
| Malaysia | 37,245 | 91.10 | 38,849 | 97.21 | 54,500 | 99.41 |
| <u>Overseas</u> | | | | | | |
| Singapore | 1,763 | 4.31 | 995 | 2.49 | 321 | 0.59 |
| Indonesia | 1,773 | 4.34 | - | - | - | - |
| Brunei | 103 | 0.25 | 122 | 0.30 | - | - |
| Total | 40,884 | 100.00 | 39,966 | 100.00 | 54,821 | 100.00 |

7.5.2 Location of operations

Our Group's operations are based in Malaysia, with our headquarters located in Puchong, Selangor.

As at the LPD, our Group's operational facilities are located in the following locations:

| Location | Operational facilities and usage |
|---------------------------|---|
| Puchong, Selangor | <u>Headquarters and customer service centre</u> - Research and development and sourcing of new products, marketing and sales activities, finance and administrative, warehousing and customer service and after-sales support |
| Bukit Jalil, Kuala Lumpur | <u>Office</u> - Marketing and sales office |
| | <u>Product experience centre and customer service centre</u> - Allows for physical viewing and experience our products by individual customers, and act as a retail outlet, self-collection centre and customer service and after-sales support |
| Johor Bahru, Johor | <u>Product experience centre and customer service centre</u> - Allows for physical viewing and experience our products by individual customers, and act as a retail outlet, self-collection centre and customer service and after-sales support |
| Kuching, Sarawak | <u>Customer service centre</u> - For customer service and after-sales support |

Please refer to Section 6.7.1 and 6.7.2 of this Prospectus for further information on the abovementioned properties.

7. BUSINESS OVERVIEW (CONT'D)

We currently engage the services of 2 third-party fulfilment service providers, namely SNT Global Logistics Sdn Bhd located in Subang, Selangor and Maple Leap Sdn Bhd located in Shah Alam, Selangor to provide fulfilment services. The fulfilment services provided involve the storing, picking and packing of products for customers as well as coordinating product delivery based on instructions provided by us. We either pay a fee based on the volume of products stored and handled per month, and/or number and location of deliveries performed. Our Group had engaged SNT Global Logistics Sdn Bhd for a tenure of 3 years and Maple Leap Sdn Bhd for a tenure of 1 year.

7.6 SEASONALITY

Our business is subject to seasonal demand. The demand for our products is higher prior to festive seasons such as Hari Raya, Christmas, New Year and Chinese New Year, as observed during the Financial Years Under Review.

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7. BUSINESS OVERVIEW (CONT'D)

7.7 COMPETITIVE STRENGTHS

We believe that our historical successes and future prospects are underpinned by the following competitive strengths:

(i) Our expertise is in marketing and selling, and is agile in adapting to the latest market needs, preferences and trends

Over the years, we have evolved our business from marketing and selling products through departmental stores, to marketing and selling products through live commerce channels, our mobile application and website in line with changes in the market's needs, preferences and trends. Marketing and selling products through live commerce channels also allowed us to improve our profit margins and reduce the risks of keeping inventories of stocks on a consignment basis at departmental stores.

Currently, we have adopted an online-to-offline marketing strategy where we not only market and sell our products through online sales channels but also offline sales channels such as our product experience centres, mobile showroom and warehouse sales.

Our omni-channel marketing strategy enables us to enjoy the following benefits:

- Wide target market reach as online sales channels allow us to be accessible to individual customers throughout Malaysia and Singapore without the need of setting up physical stores. Though we have opened product experience centres and rolled out a mobile showroom, we do not rely on physical storefronts to market and sell our products. This has enabled us to minimise our capital expenditure on setting up and maintaining multiple physical storefronts or maintaining large volume of inventories to cater for sales through these stores. Thus, we have been able to market and sell reasonably priced products, which has enabled us to maintain our competitiveness in the market;
- Appeal to different customers' preferences - while some individual customers may prefer to shop online, others may prefer to physically view and experience the product or engage with a person who can personally recommend products.

(ii) We have gained followers through our online and offline sales channels

We utilise an omni-channel marketing strategy where we market and sell our products through various online and offline sales channels.

Our online channels have been gaining traction. Since we began marketing our products through our first live commerce channel on Facebook in 2019 up to the LPD, we have accumulated over 507,000 followers on Facebook, 1,600 followers on Instagram and 12,000 followers on TikTok.

The growing number of followers of our live commerce channel serve as a foundation for us to continue to secure new individual customers and grow our sales.

In addition, we also encourage repeated sales and loyalty on our mobile application and website by establishing a loyalty and reward programme. Although we place less focus on growing the number of Members and Affiliates, we have 2,512 active Members and 1,375 active Affiliates as at the LPD.

7. BUSINESS OVERVIEW (CONT'D)

(iii) We have a wide range of products comprising home and living, beauty and personal care, wellness, and other products, and are continuously expanding our offerings to keep up with latest market trends

As at the LPD, we currently offer approximately 3,481 SKUs of home and living, beauty and personal care, wellness, and other products.

Our purchasing personnel actively researches and sources new products based on current market needs, preferences and trends to gauge the products' marketability in Malaysia and Singapore before we begin to market and sell the products. Please refer to Section 7.8(i) of this Prospectus for further information on our product research and development, and sourcing process. We also take into account feedback from customers. For the Financial Years Under Review, we have launched between 492 and 1,120 new SKUs annually.

Our wide product range appeals to different target markets, needs and budgets. In particular, our wide variety of home and living products cater to different customer preferences in terms of functionality, quality and design. For example, within our Chefology range of products, we have different categories of stovetop cookware with different functionality, price range and material thus allowing us to appeal to a variety of target markets.

We believe that by continuously introducing new products, we will be able to encourage recurring sales from our existing individual customers, in addition to securing new individual customers.

Further, our wide range of products also include products that needs to be replenished regularly, such as in the case of beauty and personal care, and wellness products which are used/consumed on daily basis. This encourages repeated sales of the products from individual customers and thus, we expect to benefit from the continuous demand for such products.

(iv) We have our own range of in-house brand products

We have our own in-house brand products that are marketed and sold under Chefology, Doshio, Oasis, Smart, Titlis, Vakkum, NatureMe, SafroNegin, Ferroxin, Megapine, TygerCeps+, Larotty, Saffro, Soniclab, NMN3+, Tamaray, Durabs and Gouway. As at the LPD, we currently market and sell approximately 2,078 SKUs of home and living, wellness and personal care products, as well as other products under these brands.

Our Group is able to enjoy the following benefits in marketing and selling our in-house brand products:

- We are able to have control over the functionality, quality, shape and design of our products, thus enabling us to cater our products to meet the latest market needs, preferences and trends. This allows us to respond to changes in customer needs, preferences and trends in a timely manner;
- We need not compete with other marketers and sellers of consumer lifestyle products sourcing the same products from the same third-party brand owners; and
- Our own in-house brand is unique to our Group and will thus differentiate us from other marketers and sellers of home and living, beauty and personal care, and wellness products.

7. BUSINESS OVERVIEW (CONT'D)

(v) We are committed to providing quality products and place emphasis on providing reliable customer service and after-sales support

We are committed to providing quality products as well as effective and reliable customer service and after-sales support, so that we are able to maintain our reputation and positive business relationships with our customers which mainly comprise individual customers, including live commerce customers, Members and Affiliates, and corporate customers.

Prior to marketing and selling a third-party product, we check that all products marketed and sold have the necessary certifications and endorsements. For electrical appliances, we are required to obtain the SIRIM and CB certifications in Malaysia and/or the Certificate of Conformity in Singapore. We are also required to notify or register some of our beauty and wellness products with the National Pharmaceutical Regulatory Agency before they are commercialised or sold.

For our in-house brand products, we conduct due diligence on the OEM that we engage. This is to ensure that the OEM is capable of manufacturing products that meet our specifications. Our purchasing department also performs stringent testing on any potential new products to ensure functionality, user-friendliness and quality of the product. During the Financial Years Under Review, the percentage of products that need to be replaced ranged from 0.4% to 0.6%.

Apart from ensuring the quality of the products we market and sell, we also provide customer service and after-sales support which include troubleshooting and repair of our products. We also ensure that our customers are able to reach us *via* our e-commerce platforms' chat message function, e-mail or phone call if there is a need to enquire, repair or replace a product or missing part of the product purchased. We are also available for video call with the customer to provide live troubleshooting. In order to respond promptly, we anticipate parts that are susceptible to damage or need to be frequently replaced due to wear and tear, and keep available stock of these parts on best effort basis.

In addition to ensuring we supply quality products, we believe that providing effective and reliable customer service and after-sales support is essential in retaining our customers.

(vi) We have an experienced and committed key management team

We are led by an experienced and committed key management team with vast experience in their respective fields. Our Chief Executive Officer, DTYS, has 20 years of experience in the marketing and selling of consumer lifestyle products, particularly home and living products. He has been instrumental in the growth and success of our Group thus far by formulating sound business strategies and overseeing our Group's daily operations. Meanwhile, our Chief Operating Officer, DTJW has 15 years of experience in sales and marketing.

Leveraging on their past experiences, both our Chief Executive Officer and Chief Operating Officer have deep understanding and experience in marketing and selling products. They have also spearheaded the development of both our online and offline business segments. We are able to customise our marketing strategies and products to customers' needs and preferences through the customers' purchasing behaviour on Oasis Home. This can also be achieved by collecting customers' feedback which also helps us in identifying suitable products to launch.

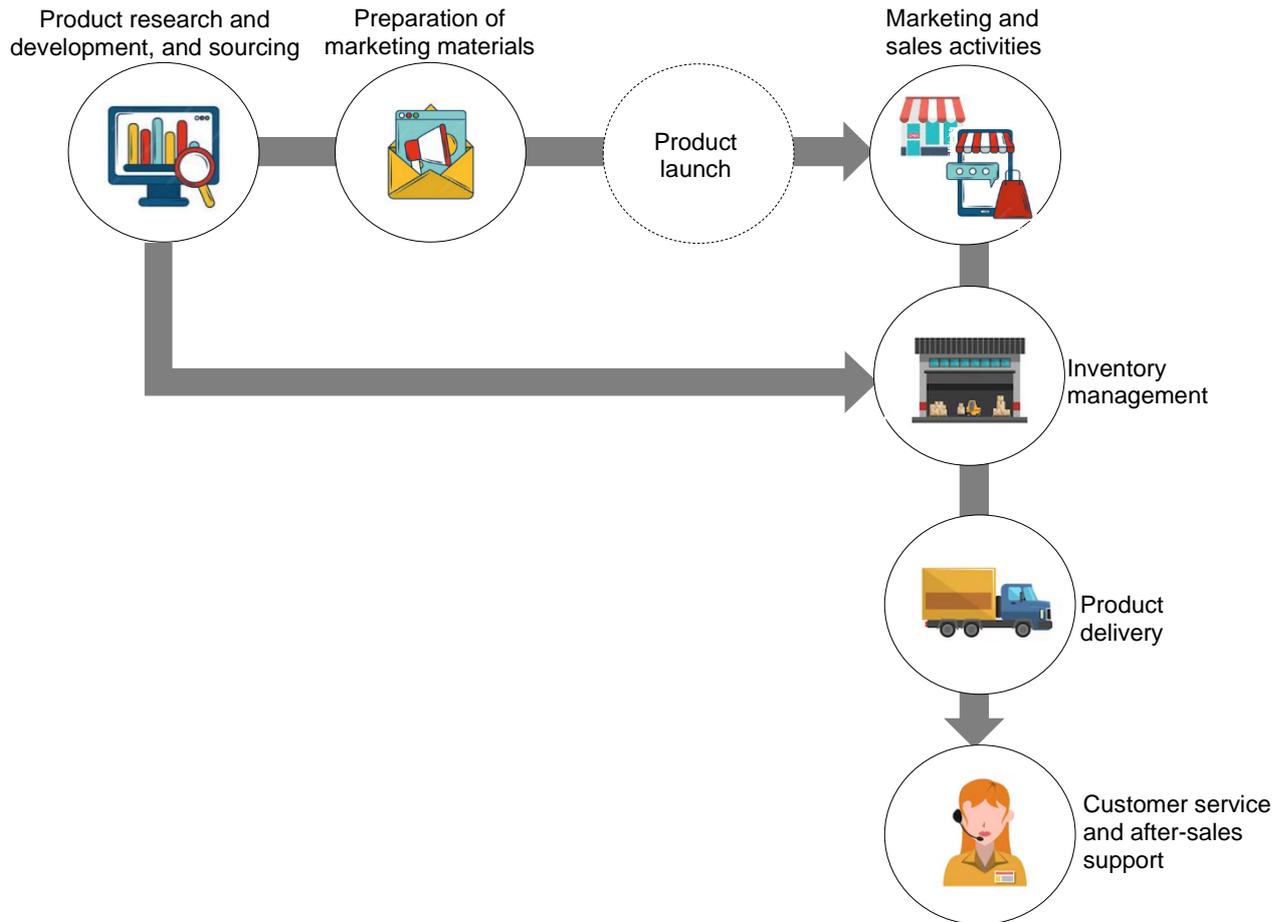
Meanwhile, our Head of Finance, Ch'ng Woan Chyng, has over 15 years of experience in accounting and auditing. Our Purchasing Manager, Tan Siow Shan, has over 10 years' experience in sales and purchasing. They are instrumental in meeting our Group's growth targets and future success.

7. BUSINESS OVERVIEW (CONT'D)

Our Key Senior Management's combined skills, extensive experience in their respective fields, management capabilities and continued focus in realising our business strategies have been vital to our Group's growth and development. As a result, this allows us to continue to grow our business and expand our market presence.

7.8 PROCESS FLOW

Our Group is mainly involved in our D2C segment, and our operational process flow for the D2C segment is as follows:



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7. BUSINESS OVERVIEW (CONT'D)

(i) Product research and development, and sourcing

As mentioned in Section 7.7(iii) of this Prospectus, we constantly undertake research and development activities to determine the type of products to be launched based on market needs, preferences and trends. Once we have determined the product type that we intend to market and sell, and have determined whether the product type will be marketed under our in-house brand or third-party brand, we will either begin development of our in-house brand product or source for suitable third-party product, as follows:

(a) Development of our in-house brand product

| Steps | In-house brand products (other than wellness products) | Wellness products |
|--|--|---|
| Step 1: Selection of OEMs | <p>Purchasing department / product development department (wellness) will identify and conduct due diligence on OEMs to select a suitable OEM that is experienced in the manufacturing of the type of product.</p> <p>We generally select a few suitable OEMs for each product category (i.e. home and living or beauty product categories) and work with the same OEMs for new products in that product category. However, we may consider new OEMs if there are more suitable OEMs to manufacture a particular new product.</p> | |
| Step 2: Conceptualise product / product design | <p>The purchasing personnel will then conceptualise the design of the product based on their understanding of who the product's users will be, users' interaction with similar products and market trends.</p> <p>We may also take into account customer feedback and preferences for certain products by carrying out online polls or feedback survey forms through our social media platform accounts. These design activities involve working with the appointed OEM to select the physical design (such as colours, shape and materials) as well as the features and functionality of the product.</p> | <p>Specifically for the product development of our wellness products, the wellness product development department will first identify suitable product types that meet market trends and customer preferences.</p> <p>Our wellness product development department comprises 2 personnel, namely Ang Yan Kher and Pamela Chee Pei Chi, both of whom have the necessary qualifications and experience in the wellness industry. Ang Yan Kher graduated with a Bachelors' degree in Pharmacy and is registered as a pharmacist with the Registrar, Pharmacy Board Malaysia with 10 years' working experience as a pharmacist in various institutions, including the National Pharmaceutical Regulatory Agency. Meanwhile, Pamela Chee Pei Chi graduated with a Bachelor's in Food Science (Major in Food Service and Nutrition), and has close to 10 years' experience working as a nutritionist prior to joining our Group.</p> |

7. BUSINESS OVERVIEW (CONT'D)

| Steps | In-house brand products (other than wellness products) | Wellness products |
|--|--|--|
| Step 2: Conceptualise product / product design (cont'd) | | <p>Our wellness product development personnel will then conduct secondary research on existing scientific studies performed on the active ingredients, to determine the health benefits of each active ingredient and the potential benefits of mixing different active ingredients (ensuring that the active ingredients must not include substances that are not in compliance with regulations).</p> <p>In addition, the wellness product development personnel will also study and analyse similar products offered in the market.</p> |
| Step 3: Approval by the Purchasing Committee | <p>The final product / design of the product is approved by the Purchasing Committee, comprising our Key Senior Management personnel namely our Chief Executive Officer (DTYS), our Chief Operating Officer (DTJW) and our Purchasing Manager (Tan Siow Shan), as well as selected purchasing personnel. Thereafter, the final product / design of the product is communicated to the appointed OEM.</p> | |
| Step 4: Manufacture product sample | <p>The OEM will then manufacture a sample of the product based on the final design, on which we will carry out several inspections and tests to ensure the product is as per its specifications, and identify possible damages that might occur.</p> | <p>Thereafter, we will provide the product specifications to the OEM for them to manufacture a sample of the product. Typically, the product formulation comprises a mixture of different raw materials which may be sourced from different suppliers, and may be pre-mixed before delivering to the OEM for further mixing, processing and packaging into its final form.</p> |
| Step 5: Obtain product certification ⁽¹⁾ | <p>For electrical appliances, our purchasing personnel will send product samples of electrical appliances to SIRIM for certification.</p> | <p>The OEM will then deliver a sample, on which we will carry out sensory tests. Upon confirmation, we will submit an application to the National Pharmaceutical Regulatory Agency to register the product based on the finalised product specifications for health supplements. For functional food and beverages, we will first check with the National Pharmaceutical Regulatory Agency if it is required to be registered. If required, we will submit an application to register the said product based on finalised product specifications. If not required, no submissions will be necessary.</p> |

7. BUSINESS OVERVIEW (CONT'D)

| Steps | In-house brand products (other than wellness products) | Wellness products |
|--|--|---|
| Step 6: Manufacture of in-house brand products | We will place an order with the OEM to manufacture the in-house brand products | The OEM will only begin manufacturing the product based on the quantity required when the product is registered with the National Pharmaceutical Regulatory Agency, should it be required to do so. |

Note:

- (1) Prior to commercializing and selling beauty products in Malaysia, the National Pharmaceutical Regulatory Agency is required to be notified.

In October 2023, we set up a wellness product development department to undertake the product development of our wellness products. Prior to that, the product development of our wellness products was outsourced to third-parties.

- (b) Sourcing of third-party products

Our purchasing personnel will first identify suitable third-party products through trade exhibitions and networking with trade associations. These suppliers will then provide samples of their products, on which we will carry out several inspections and tests to ensure the product is as described and identify possible damages that might occur, as elaborated in Section 7.9 of this Prospectus. Our purchasing personnel will shortlist the products based on various factors including its functionality, convenience, appeal and durability as well as uniqueness against our current list of products. This will be determined based on the tests and inspections performed, research on market trends and competitive benchmarking studies on competitors.

The shortlisted products will be presented to our product selection committee, comprising our Key Senior Management personnel namely DTYS, DTJW and our Purchasing Manager, Tan Siow Shan, as well as selected purchasing personnel. Our product selection committee is responsible for selecting the third-party products that we intend to market. Thereafter, we will negotiate with the supplier of the third-party product on the terms of sale.

For products sold through on-site live commerce sessions, the supplier will send us product samples and marketing materials. Our purchasing personnel will perform a due-diligence on the information provided, and our Chief Executive Officer has to approve the selected products before we confirm with the respective supplier that we will market and sell their products.

We will assess the marketability of the product after marketing and selling the product for 6 to 12 months, in order to decide if we should continue marketing and selling the product.

We will also obtain the necessary registrations and approvals from authorities before commercialising and launching the products. For example, electrical appliances have to be CB certified and SIRIM certified before they are commercialised and sold in Malaysia, and are CB certified and have obtained the Certificate of Conformity before they are commercialised and sold in Singapore. Meanwhile, we will need to register certain wellness products which are sold under in-house brands with the National Pharmaceutical Regulatory Agency before they are commercialised or sold in Malaysia. We may also request the FDA or LFGB certifications from the suppliers for some of the home and living products for the purpose of quality control.

7. BUSINESS OVERVIEW (CONT'D)

(ii) Preparation of marketing materials

Once we approve the products, our purchasing team will communicate to various departments on the features of the product so that they have a better understanding of the product and its functionality in order to begin preparing the respective marketing materials relating to the product. These include:

- (a) The marketing personnel who will design the packaging of the product and prepare marketing materials on the functionality and unique selling points of the product; and
- (b) The purchasing personnel who will develop the content for the product manual and a list of answers to frequently asked questions on the product.

Once the marketing materials of the product have been developed, we will then outsource the manufacturing of the packaging and printing of brochures, pamphlets and/or manuals to a packaging supplier and/or printer. For some third-party products, we do not design the product packaging and will utilise the original packaging of the product provided by the suppliers.

Once the marketing materials are completed, the product will then be launched.

(iii) Marketing and sales activities

Our products are marketed to individual customers (D2C segment) and corporate customers (B2B segment).

- (a) For D2C segment – we sell our products through the following channels:
 - Live commerce channels;
 - Mobile application and website (Oasis Home);
 - Third-party e-commerce marketplaces and digital marketing; and
 - Offline sales channels such as product experience centres and mobile showroom
- (b) For B2B segment – we may either approach corporate customers or corporate customers may approach us to supply them with our products.

(iv) Inventory management and warehousing

We ensure that our products are restocked regularly. We typically conduct stock movement analysis to analyse the number of products sold to ensure the products sold tally with our records and there is sufficient supply of products. For in-house products, we generally restock once there is sufficient quantum to meet the minimum order quantity of our OEMs. If necessary, we will restock our other products on an ad-hoc basis.

It typically takes between 35 and 60 days, upon placing a purchase order with our OEM, to manufacture a batch of our in-house brand products, depending on whether the OEM is located locally or internationally, as well as the product type. Usually, it takes between 7 and 10 days for local suppliers and 45 to 60 days from the date of the purchase order for foreign suppliers to prepare a batch of third-party products.

Our suppliers and OEMs will typically ship the products to our third-party fulfilment service providers' facilities in Subang, Selangor and Shah Alam, Selangor, save for products sold through on-site live commerce sessions which will be shipped to our headquarters. The third-party fulfilment service providers will then handle the packaging of our products as per our instructions. Upon packing the products, our warehousing and delivery personnel will then conduct a final QA/QC on the packaging of each product, as elaborated in Section 7.9 of this Prospectus.

7. BUSINESS OVERVIEW (CONT'D)

Presently, most of our inventories are at our third-party fulfilment service providers' facilities. We utilise their warehouse management system. This warehouse management system is integrated with our ordering system so that the third-party fulfilment service providers will be automatically informed to prepare the products upon receiving orders from customers. In respect of products stored at our headquarters, our order processing personnel will inform our warehousing and delivery personnel to prepare the orders upon receiving orders from customers. In addition, products that need repairing as well as spare parts are stored at our headquarters.

For clarity, we do not keep stock of third-party products sold through on-site live commerce sessions, as we typically collect the orders from our audience throughout the live commerce session before placing the orders with our suppliers. Once the product arrives at our headquarters, our warehousing and delivery personnel will expediently arrange for delivery to the respective customers' preferred address once the product arrives at our headquarters.

(v) Product delivery

Upon receipt of an order from customers, the third-party fulfilment service providers or our warehousing and delivery personnel will arrange for delivery to:

- the customer's preferred address if the customer is in Peninsular Malaysia, East Malaysia or Singapore;
- our product experience centres in Johor Bahru, Johor and Bukit Jalil, Kuala Lumpur, if the customer opts to self-collect from these locations. (Note: Upon receipt of the products at our product experience centres, inspection will be performed); or
- for B2B segment's customers, freight forwarding services will be arranged to deliver the products to the corporate customers' premises.

(vi) Customer service and after-sales support

Should there be any enquiries raised by customers for defective, damaged or missing products or parts within 3 days of the customers receiving the products, we will perform an investigation to verify these claims. Once these claims have been verified to be true, we will offer customers an exchange of the products or provide the shortfall of products or missing parts to the customer.

In the event any home and living, personal care and other products (namely home fitness equipment and travel accessories) which were purchased needs to be repaired, the customer has to contact us within 3 days of receiving these products. Our customer and after-sales support personnel will liaise with the customer, who will then courier the item back and the case will be handed over to our after-sales support to perform the necessary testing and repairs. A video will be taken to demonstrate that the item has been repaired to be shown to the customer before the item is sent back to the customer.

We provide a warranty period of 1 year for our Gouway travel adaptors, Durabs, Soniclab, Doshio and Smart products, a warranty period of 3 years for Gouway travelling luggages and a warranty period of 5 years for Vakkum products. Save for the in-house brand products mentioned earlier, we do not provide warranties for other in-house brand products. We also generally do not provide warranties for third-party products, save for Glasslock, wherein our third-party supplier provides a 1-year warranty for their product.

7. BUSINESS OVERVIEW (CONT'D)

7.9 QUALITY ASSURANCE AND CONTROL PROCEDURES

We carry out the following quality control procedures:

| QA/QC procedures | Description |
|--|--|
| Due diligence on OEM and suppliers | <p>Our due diligence on OEM involve:</p> <ul style="list-style-type: none"> • Conducting site visits at their factories; • Ensuring they are experienced in manufacturing the particular type of product by requesting for a list of similar products manufactured in the past; • For wellness products, we ensure that they have the certifications and/or licences required to manufacture the specific product category, i.e. functional beverage; and • Track record of the company in terms of their list of customers and history. <p>For clarity purposes, we only perform due diligence on the OEM if we have not engaged them to manufacture our products before. A single OEM may manufacture multiple products for us.</p> <p>Our due diligence on suppliers involve:</p> <ul style="list-style-type: none"> • Checking reviews of the products to ensure that there are no major negative feedbacks; • Ensuring electrical appliances are CB certified and has obtained SIRIM certification before it is commercialised and sold in Malaysia; • Ensuring electrical appliances are CB certified and has obtained Certificate of Conformity before it is commercialised and sold in Singapore; • Ensuring notification of the beauty products has been made to the National Pharmaceutical Regulatory Agency before it is commercialised and sold in Malaysia; and • Ensuring wellness products has been registered with the National Pharmaceutical Regulatory Agency, if required, before it is commercialised and sold in Malaysia. |
| Testing on product samples received from OEM and suppliers | <p>Various personnel will conduct several tests upon receiving the product samples such as:</p> <ul style="list-style-type: none"> • We will inspect and review products to ensure the product features and functionality are as per described or specified in terms of its functionality, time taken to cook dishes, taste of food cooked using the product, user-friendliness and features (such as non-stick and resistance to scratches and erosion); • We will identify possible damages that might occur to the product and make a list of spare parts that have to be made available at our warehouse; and • DTYS, DTJW, our wellness product development personnel and selected employees from different departments will conduct sensory tests upon receiving the product samples of beauty and personal care, and wellness products to examine the product's taste, texture, appearance and smell, where applicable. |
| Certifications for in-house brand products | <p>We will send product samples of our home and living, personal care and other products such as home fitness equipment and travel accessories to SIRIM for certification, particularly for electrical appliances. We also hold a Certificate of Registration from the Energy Commission of Malaysia to import electrical appliances.</p> <p>We will also submit an application to the National Pharmaceutical Regulatory Agency to notify and/or register our beauty and wellness products, if</p> |

7. BUSINESS OVERVIEW (CONT'D)

| QA/QC procedures | Description |
|---|--|
| | <p>required. The labels for our wellness products must also be approved by the Ministry of Health Malaysia or the Medicine Advertisements Board.</p> <p>We may also obtain certifications for cookware, beauty and wellness products to verify the quality of the products.</p> <p>Product development personnel will send samples of the manufactured wellness products to an accredited independent laboratory to conduct tests to determine the product's nutritional content and ensure that it does not contain microbiological and heavy metal contents.</p> |
| Inspection on product packaging | <p>Our warehousing and delivery personnel will perform an inspection after the product is packaged to ensure that:</p> <ul style="list-style-type: none"> • the product is labelled and branded correctly; and • the number of products delivered tallies with the purchase order before being recorded as inventory. |
| Inspection upon receipt of products at our third-party warehouse, headquarters and product experience centres | <p>The third-party fulfilment service provider will inspect the products in order to ensure that the quantity and type of product tallies with the purchase orders.</p> <p>Our retail personnel will inspect the products at the product experience centres while our warehousing and delivery personnel will inspect the products at the headquarters upon receipt to ensure that the quantity and type of product tallies with the purchase orders.</p> |

7.10 RESEARCH AND DEVELOPMENT ACTIVITIES

Our research and development activities are centered on expanding our range of in-house brand products. We are continuously looking to expand our range of in-house brand products. Our Group targets to develop 2 to 5 new products every month to ensure that we consistently have new products available for our customers. Depending on product complexity, it typically takes 3 to 6 months before a home and living product or beauty and personal care product or wellness product can be launched. During this period, we will identify a suitable OEM who will manufacture product samples based on our final product design, perform inspections and tests on the product samples, obtain product certifications (if required) and prepare marketing materials. We may be able to launch a product in less than 3 months if we have launched similar products in the past or if we are expanding our existing product range as we would have already identified the OEM to manufacture the product.

The purchasing and product development personnel hold a meeting on a monthly basis to discuss potential products to be introduced for the upcoming quarters. Initially, our purchasing and product development personnel will begin by conducting research on current market trends as well as demands and preferences of our target customer group for potential new home and living, beauty and personal care, as well as wellness products. This is done through research on market trends based on historical sales trends, internal studies and studying of social media trends utilising Facebook Analytics as well as competitive benchmarking studies on competitors to identify products which have been growing in popularity.

Thereafter, we will undertake the product research and development, and sourcing processes as described in Section 7.8(i) of this Prospectus.

7. BUSINESS OVERVIEW (CONT'D)

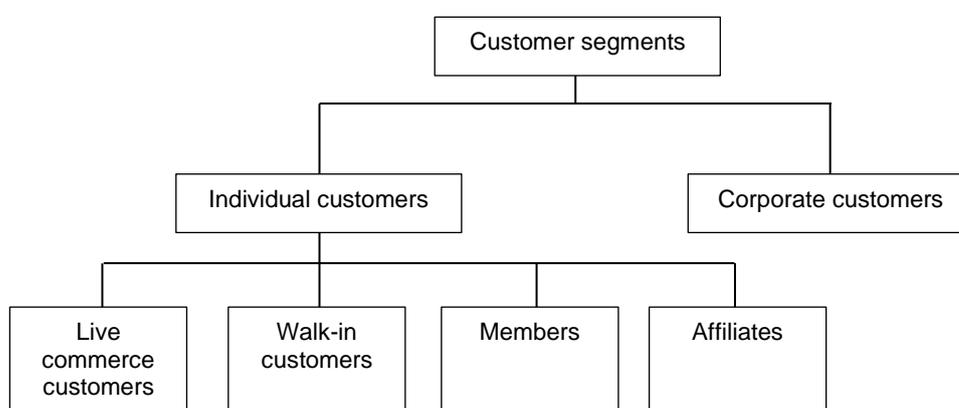
7.11 SALES AND MARKETING STRATEGIES

As at the LPD, our sales and marketing department comprises:

- 8 personnel in our live commerce department who are live hosts (excluding our Chief Executive Officer, DTYS and our Chief Operating Officer, DTJW);
- 4 retail operation personnel managing our product experience centres; and
- 22 marketing personnel handling content creation and management of third-party e-commerce marketplaces and digital marketing, as well as brand development, advertising and promotional activities. In addition, these marketing personnel manages our Members and Affiliates to ensure that they have the necessary product information and are paid bonuses due to them.

Sales strategies and customer segments

Our customer segments are as follows:



Individual customers

Our individual customers can be categorised in the following manner:

- (i) Live commerce customers – these are typically live commerce audiences who buy our products during our live commerce sessions. This group of individual customers comprises repeated buyers which are followers of our live commerce channels or first-time buyers that come across our live commerce sessions through their social media feed. This group of individual customers purchases our products at normal price and may enjoy discounts during promotional period;
- (ii) Walk-in customers – these are typically individual customers who purchase our products through our third-party e-commerce marketplaces and digital marketing channel, product experience centres or mobile showroom, or during warehouse sales;
- (iii) Members – these are individual customers that have registered as Members on Oasis Home and pay a membership fee, which is subject to annual renewal. They enjoy member privileges such as discounted member prices, free deliveries within Peninsular Malaysia, birthday rewards and reward points for their purchases; and
- (iv) Affiliates – these are individual customers who can earn cash bonuses by referring individual customers to us and earn free gifts, on top of enjoying all member privileges. The individual customers are registered as Affiliates on Oasis Home by purchasing an Affiliate starter pack consisting of our products.

7. BUSINESS OVERVIEW (CONT'D)

During the Financial Years Under Review and up to the LPD, the number of active Members and Affiliates are as shown below:

| | FYE 2022 | FYE 2023 | FYE 2024 | As at the LPD |
|----------------------------------|---------------|----------------------|----------------------|---------------|
| Active Members ⁽¹⁾ | 7,371 | 6,414 | 2,715 | 2,512 |
| Active Affiliates ⁽²⁾ | 3,766 | ⁽³⁾ 2,263 | ⁽⁴⁾ 1,471 | 1,375 |
| Total | 11,137 | 8,677 | 4,186 | 3,887 |

Notes:

- (1) Active Members are Members that have signed up or renewed their membership in the particular FYE.
- (2) Active Affiliates are Affiliates that have purchased RM600 and above in the particular FYE.
- (3) Includes 3 Prestige Affiliates.
- (4) Includes 1 Prestige Affiliates.

The number of active Members and Affiliates declined as sales through Oasis Home were diverted to our live commerce sales channel as the customers find live commerce sessions more engaging.

Corporate customers

We may either approach corporate customers or receive requests from corporate customers to purchase our products.

Corporate customers may either purchase our products for their onward sale to their customers or purchase our products as corporate gifts, incentives and/or promotional items.

Marketing strategies

We employ the following marketing strategies to increase our market presence and brand awareness:

(i) Social media marketing

We utilise social media to build our corporate profile in the industry and reach out to the relevant target market for our products. In particular, we invest in the boosting of posts and livestream videos, and digital marketing.

Post and livestream video boosting refers to promoting selected high-performing posts or livestream videos from our Facebook page to the appropriate target audience based on demographics such as age, location and interests. This allows our posts and livestream videos to appear on the Facebook feeds of a larger target audience beyond our Facebook followers.

Meanwhile, digital marketing refers to the marketing and selling of our products by investing in targeted advertisements on social media platforms. These advertisement content (in the form of graphics or short videos) will be recommended to our target audience on social media platforms, and will facilitate our sales through digital marketing.

Thus, social media marketing helps us to increase the viewership and reach of our posts and livestream videos, and drive traffic to our Facebook page.

7. BUSINESS OVERVIEW (CONT'D)

We have incurred RM83,308, RM372,765 and RM2.04 million on social media marketing in the FYE 2022, FYE 2023 and FYE 2024, respectively. As at the LPD, the amount we typically spend on posts and livestream video boosting range from RM100,000 to RM150,000 per month, and on digital marketing range from RM150,000 to RM240,000 per month. The amount spent may vary according to the sales target we intend to achieve which may be subject to factors such as the number of live channels, products featured and campaigns.

(ii) Brand ambassadors and social media influencers

We engage brand ambassadors to showcase and advertise our products periodically. Our brand ambassadors also participate in our advertisements and post contents relating to our brand on their personal social media platform to increase awareness of our products and brands, and in turn attract more prospective customers, Members and Affiliates. We also engage local and international key opinion leaders and influencers to endorse our products on Instagram, Facebook, REDnote (小红书) and TikTok.

Our selection criteria for these brand ambassadors and social media influencers include ensuring their image aligns with our brand image and the profiles of their audiences correspond to our target audience. Our Group engaged 2 brand ambassadors and 7 key opinion leaders during the Financial Years Under Review. For social media influencers, we prioritise those who consistently post on their social media accounts and actively engage with their followers.

During the Financial Years Under Review, the cost incurred to engage brand ambassadors and social media influencers amounted to RM0.44 million.

(iii) Search engine optimisation

We invest in search engine optimisation so that our website appear in the results of Google searches.

(iv) Billboards and print media

We recognise the importance of utilising various media channels to create brand awareness as well as to advertise our products. As such, we utilised billboard advertisements across Klang Valley as a method to attract a wider demographic of audiences. We advertised our products and company on billboards in key areas with heavy traffic flow, to ensure that our advertising is effective in building our brand presence in the market.

Additionally, we also advertised on newspapers. By having a variety of advertising mediums, we are able to reach a larger audience and create more awareness regarding our brand.

As at the LPD, we do not have any billboard and newspaper advertisements.

(v) Campaigns

We also host various online campaigns as a method to attract more customers. For seasonal occasions such as festivities and monthly sales, we host campaigns, offer promotions and conduct lucky draws and contests. By conducting these campaigns, we are able to create greater awareness of our products in the market and encourage sales.

7. BUSINESS OVERVIEW (CONT'D)

(vi) Events

We organise events to raise awareness of our brand and products.

In May 2022, we hosted the Metaphor 3.0 event at Four Seasons Hotel, Kuala Lumpur where we launched our Oasis Home to provide more convenience to our network of Members and Affiliates to purchase our products. We also introduced our mobile showroom which is equipped with an in-built kitchen and a range of our products for visitors to view and experience.

We also organised appreciation nights to reward our Members and Affiliates in 2023 and January 2024.

7.12 TECHNOLOGY USED

We have our own mobile application and website which have been developed for us by a third-party. This mobile application and website act as an online marketplace to allow individual customers to browse and purchase products. It also has an in-built Affiliate management system to track rewards points, bonuses to be earned, total value of products purchased, total number of individual customers referred and progress of sales milestones for Affiliates. Further details are as elaborated in Section 7.2.1(i)(b) of this Prospectus.

We also utilise the following software and tools to facilitate our operational activities:

| Software | Description |
|---|---|
| Live commerce administrative tool | Captures orders during live commerce sessions on Facebook |
| Accounting software | Automates transaction reconciliation |
| Third-party fulfilment service providers' warehouse management system | Automates communication between our headquarters and third-party fulfilment service providers to prepare products upon receipt of orders from customers |
| Facebook Insights | Analyses views and number of shares during live commerce sessions |

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7. BUSINESS OVERVIEW (CONT'D)

7.13 TYPES, SOURCES AND AVAILABILITY OF SUPPLIES

The principal supplies used in our business activities are our products, namely home and living, beauty and personal care, wellness, and other products sourced from local and overseas trading houses, manufacturers, OEMs and other suppliers. These products are generally readily available as we ensure that the suppliers we source from have sufficient availability of these products before we opt to market and sell them.

In addition, we also procure other supplies such as free gifts for Members and Affiliates when they redeem their reward points or achieve a sales milestones, as well as spare parts.

The breakdown of our purchases during the Financial Years Under Review are as follows:

| Supplies | FYE 2022 | | FYE 2023 | | FYE 2024 | |
|-------------------------------|--------------------|----------------------------|--------------------|----------------------------|--------------------|----------------------------|
| | Value of purchases | % of our Group's purchases | Value of purchases | % of our Group's purchases | Value of purchases | % of our Group's purchases |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| Home and living | 17,979 | 96.1 | 8,377 | 52.7 | 6,171 | 27.5 |
| Beauty and personal care | 226 | 1.2 | 4,543 | 28.6 | 5,244 | 23.3 |
| Wellness | 45 | 0.2 | 1,646 | 10.4 | 3,882 | 17.3 |
| Other products ⁽¹⁾ | - | 0.0 | 364 | 2.3 | 5,578 | 24.8 |
| Others ⁽²⁾ | 471 | 2.5 | 953 | 6.0 | 1,593 | 7.1 |
| Total | 18,721 | 100.0 | 15,883 | 100.0 | 22,468 | 100.0 |

Notes:

- (1) Mainly comprising home fitness products, third-party products such as apparels and fashion accessories.
- (2) Others include free gifts for Members and Affiliates, and spare parts. The increase in purchases of other supplies over the Financial Years Under Review is mainly due to the increase in purchases of spare parts due to the increase in the number of SKUs sold by our Group.

7.14 OPERATING CAPACITIES AND OUTPUT

Due to the nature of our business in the marketing and selling of consumer lifestyle products, the computation of operating capacities and output are not applicable to us.

7.15 MAJOR CUSTOMERS AND SUPPLIERS

7.15.1 Major Customers

Our customers for our D2C segment are individual customers while our customers for our B2B segment are corporate customers. For the Financial Years Under Review, approximately 91.90% to 97.73% of our revenues were generated from the D2C segment while the remaining percentage of our revenues were generated from our B2B segment. As such, a large percentage of our Group's revenues were generated from individual customers.

There are no individual customers who contributed more than 5.0% of our Group's revenue during the Financial Years Under Review and we are thus, not dependent on any particular customer.

7. BUSINESS OVERVIEW (CONT'D)

7.15.2 Major Suppliers

Set out below is our Group's top 5 major suppliers for the Financial Years Under Review:

FYE 2022

| Suppliers | Location | Type of suppliers | Types of products purchased | Approximate length of relationship (years)⁽¹⁾ | RM'000 | % of total purchases⁽³⁾ |
|---|-----------------|----------------------------|---|---|---------------|---|
| HD Global G&S Co., Ltd | South Korea | Trading house [^] | Household products | 2 | 4,702 | 25.12 |
| Yongkang K-Star Imp.& Exp. Corp | PRC | OEM | Cookware | 3 | 3,681 | 19.66 |
| Zhongshan Josoo Electric Appliance Co., Ltd | PRC | OEM | Kitchen appliances | 2 | 1,552 | 8.29 |
| Infinity group of companies ⁽²⁾ | Malaysia | Trading house [^] | Kitchen appliances and household products | 1 | 1,083 | 5.79 |
| Encore Premium Sdn Bhd | Malaysia | Trading house [^] | Household products | less than 1 | 629 | 3.36 |
| Total | | | | | 11,647 | 62.22 |

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7. BUSINESS OVERVIEW (CONT'D)

FYE 2023

| Suppliers | Location | Type of suppliers | Types of products purchased | Approximate length of relationship (years)⁽¹⁾ | RM'000 | % of total purchases⁽⁴⁾ |
|--|-----------------|----------------------------|---|---|---------------|---|
| Tan United Marketing Sdn Bhd | Malaysia | Trading house [^] | Household and beauty products | less than 1 | 4,735 | 29.82 |
| HD Global G&S Co., Ltd | South Korea | Trading house [^] | Household products | 3 | 2,243 | 14.12 |
| Infinity group of companies ⁽²⁾ | Malaysia | Trading house [^] | Kitchen appliances and household products | 2 | 765 | 4.82 |
| SGC Solutions Co Ltd | South Korea | Manufacturer | Kitchenware | less than 1 | 685 | 4.31 |
| Yongkang K-Star Imp.& Exp. Corp | PRC | OEM | Cookware | 4 | 626 | 3.94 |
| Total | | | | | 9,054 | 57.01 |

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7. BUSINESS OVERVIEW (CONT'D)**FYE 2024**

| Suppliers | Location | Type of suppliers | Types of products purchased | Approximate length of relationship (years) ⁽¹⁾ | RM'000 | % of total purchases ⁽⁵⁾ |
|--|-------------|-----------------------------|---|---|--------------|-------------------------------------|
| Infinity group of companies ⁽²⁾ | Malaysia | Trading house [^] | Kitchen appliances and household products | 3 | 2,951 | 13.13 |
| Tan United Marketing Sdn Bhd | Malaysia | Trading house [^] | Household and beauty products | 1 | 1,866 | 8.30 |
| SGC Solutions Co Ltd | South Korea | Manufacturer | Household products | 1 | 1,794 | 7.98 |
| Encore Premium Sdn Bhd | Malaysia | Trading house [^] | Household products | 2 | 1,620 | 7.21 |
| Stellar Nutraceuticals Sdn Bhd | Malaysia | Other supplier [*] | Nutraceutical ingredients | 1 | 1,197 | 5.33 |
| Total | | | | | 9,428 | 41.95 |

Notes:

[^] Trading houses are companies that are involved in the sourcing, distribution and trading of third-party products. Our Group sources products from trading houses by:

- providing the product details and specifications to the trading houses to seek their help in sourcing the product; or
- provide the details of the overseas suppliers to the trading houses and seek their help in shipping the products over to Malaysia as they also act as a trading house for our Group.

Trading houses will also assist our Group in obtaining the relevant certifications such as SIRIM for the products.

^{*} Other supplier - supplier of raw materials, i.e. nutraceutical ingredients

7. BUSINESS OVERVIEW (CONT'D)

- (1) Length of relationship is determined as at the respective FYE 2022, FYE 2023 and FYE 2024.
- (2) The Infinity group of companies consists of 2 companies which are owned by the same individual business partners. Our Group's purchases from the companies within the Infinity group of companies are as set out below:

| Company | Country | FYE 2022 | | FYE 2023 | | FYE 2024 | |
|-----------------------------|----------|--------------|---------------------|------------|----------------------|--------------|----------------------|
| | | RM'000 | % of total purchase | RM'000 | % of total purchases | RM'000 | % of total purchases |
| Infinity Trading 2U Sdn Bhd | Malaysia | 1,067 | 5.70 | - | - | - | - |
| MIK Marketing Sdn Bhd | Malaysia | 16 | 0.09 | 765 | 4.82 | 2,951 | 13.13 |
| Total | | 1,083 | 5.79 | 765 | 4.82 | 2,951 | 13.13 |

- (3) Our Group's total purchases for FYE 2022 were RM18.72 million.
- (4) Our Group's total purchases for FYE 2023 were RM15.88 million.
- (5) Our Group's total purchases for FYE 2024 were RM22.47 million.

For the Financial Years Under Review, our Group purchased 62.22%, 57.01% and 41.95% of our Group's total purchases from our top five (5) major suppliers, respectively. Our Group is not dependent on any one of the major suppliers as these products can be sourced from other suppliers and our Group markets and sells a broad range of products.

As at the LPD, we have 129 suppliers, consisting of trading houses, manufacturers, OEMs and other suppliers. Trading houses and other suppliers generally carry similar products with the necessary registrations and approvals from authorities obtained for these products. Meanwhile, the other manufacturers we source from may also carry similar third-party products, though the brands offered may not be the same. As such, we can generally source the same products, or if not similar products, from other trading houses and manufacturers. Meanwhile, OEMs generally provide similar services, and we can easily engage another OEM to manufacture our in-house brand products. We are thus not reliant on any one of our top five (5) suppliers.

7. BUSINESS OVERVIEW (CONT'D)

7.15.3 Type of suppliers**(i) Trading houses**

Trading houses are companies that are involved in the sourcing, distribution and trading of third-party products. Some of our third-party products are sourced from trading houses, who play an important role in our ability to adapt to the latest market trends by assisting in sourcing highly demanded new products which allows us to have the first mover advantage as compared to our competitors. We normally source products from our trading houses by:

- we would provide the product details and specifications to these suppliers to seek their help in sourcing the product; or
- we would look for overseas suppliers ourselves and provide these suppliers the details of the overseas suppliers and seek their help in shipping the products over to Malaysia as they also act as a trading house for us.

The trading house would then issue an invoice to us for the products, and we would make payments to them in settlement of the cost of the products we import. Trading houses will help to obtain certification or registration such as SIRIM or National Pharmaceutical Regulatory Agency for the products before distributing it to us. Tan United Marketing Sdn Bhd, Infinity group of companies, HD Global G&S Co. Ltd. and Encore Premium Sdn Bhd are our suppliers which are trading houses.

(ii) Manufacturers

Meanwhile, manufacturers are brand owners and manufacturers of third-party products. The products are sold under brand names that are not owned or trademarked by us. However, we obtained distributorship agreements to distribute these products. These products are normally certified by SIRIM or registered with National Pharmaceutical Regulatory Agency by the supplier before allowing us to market and sell the products. SGC Solutions Co. Ltd is an example of manufacturers from whom we source third-party products from.

(iii) OEM

For our in-house brand products, we normally engage a reliable and suitable OEM to assist us in manufacturing a new product. After conducting all the necessary testing on the new product, our purchasing personnel will proceed to send the sample of the product to SIRIM or National Pharmaceutical Regulatory Agency to seek their respective certification or registration (where applicable). Refer to Section 7.8(i)(a) of this Prospectus for more information about the process flow. Zhongshan Josoo Electric Appliance Co. Ltd. and Yongkang K-Star Imp. & Exp. Corporation are examples of OEMs.

(iv) Other suppliers

We also purchase supplies from other types of suppliers. In particular, we purchase nutraceutical ingredients from Stellar Nutraceuticals Sdn Bhd, for our appointed OEM to manufacture our wellness products.

7. BUSINESS OVERVIEW (CONT'D)

7.16 MAJOR LICENCES, PERMITS AND APPROVALS

Please refer to Annexure A1 of this Prospectus for the major licenses, permits and approvals of our Group.

7.17 INTELLECTUAL PROPERTY

Please refer to Annexure A2 of this Prospectus for the intellectual property of our Group.

7.18 DEPENDENCY ON PATENTS, LICENCES, CONTRACTS, AGREEMENTS OR OTHER ARRANGEMENTS

As at the LPD, save as disclosed in Section Annexure A1 of this Prospectus, we are not dependent on any patents, licences, contracts, agreements or other arrangements. Our Group's business or profitability is not materially dependent on any patents, licences, contracts, agreements or other arrangements.

7.19 REGULATORY REQUIREMENTS AND ENVIRONMENTAL ISSUES

Our business operations are regulated and governed by guidelines, regulations and laws in Malaysia and Singapore. The following is an overview of the regulatory requirements governing our Group which are material to our business operations. As at the LPD, our Group complies with the material regulatory requirements.

(a) Malaysian Legislation

(i) Local Government Act 1976 ("LGA 1976") and Businesses, Professions and Trades Licensing Ordinance ("BPTLO")

We are required to obtain and maintain business and trade licenses in respect of our operations. Under the LGA 1976 and the by-laws of the respective local authorities in Peninsular Malaysia, a business license granted by the local authority is generally valid for a period not exceeding three years and is subject to renewal. Every person to whom a license has been granted shall always exhibit his license in some prominent place on the licensed premises and shall produce such license if required to do so by any officer of the local authority authorised to demand the same. Any person who fails to exhibit or to produce such a license shall be guilty of an offence and shall on conviction be liable to a fine not exceeding RM500 or to imprisonment for a term not exceeding 6 months or to both.

In Sarawak, under the BPTLO, any person who carries on any business in Sarawak without a trading license shall be liable to a fine of RM1,000. The trading license shall be exhibited in a conspicuous place of the premises, and any person who fails to exhibit the license shall be liable to a fine of RM200. Further, pursuant to the Local Authorities (Advertisements) By-Laws 2012 ("LABL 2012"), no person shall erect or exhibit or cause to be erected or exhibited within the areas under the jurisdiction of any local authority any advertisement, without a license. Any person who contravenes any of the provisions of the LABL 2012 is subject to a fine not exceeding RM5,000 and imprisonment not exceeding 6 months, and in the case of a continuing offence, a further fine not exceeding RM200 for each day during which the offence continues.

7. BUSINESS OVERVIEW (CONT'D)

(ii) Direct Sales and Anti-Pyramid Scheme Act 1993 (“DSAPSA 1993”)

DSAPSA 1993 is an act to provide for the licensing of persons carrying out direct sales business, for the regulation of direct selling, for prohibiting pyramid scheme or arrangement, chain distribution scheme or arrangement or any similar scheme or arrangement, and for other connected matters.

Pursuant to the DSAPSA 1993, no person shall carry on any direct sales business unless it is a company incorporated under the Companies Act 1965 and holds a valid license granted under the DSAPSA 1993. Failure to comply amounts to an offence and attracts penalty on conviction, in the case of a body corporate, partnership or society, to a fine not exceeding RM1,000,000 and for a second or subsequent offence, to a fine not exceeding RM2,000,000; and in the case of person other than a body corporate, partnership or society, to a fine not exceeding RM250,000 or to imprisonment for a term not exceeding 5 years or to both and for a second or subsequent offence, to a fine not exceeding RM500,000 or to imprisonment for a term not exceeding 10 years or to both. If such offence is committed by a body corporate, partnership, or society, the director or person in a similar position responsible for management can be held guilty of the offence unless they can prove that it was committed without their consent or connivance.

Our Group had in September 2022 introduced the Affiliate marketing program for Oasis Home whereby individual customers can sign up to be an Affiliate to earn cash bonuses by referring individual customers under the Oasis Home marketing program, on top of the privileges offered to Members. Our Group had on 16 December 2022 submitted application to the Ministry of Domestic Trade and Consumer Affairs (*now known as Ministry of Domestic Trade and Costs of Living (“MDTCL”)*) for the application of direct sales license and subsequently obtained the direct sales license from the MDTCL in February 2023. As at the LPD, no fine or penalty has been imposed on our Group nor has any order been issued by the regulatory authority in relation to our business.

In the event that the maximum penalty is imposed on our Group of up to RM1.00 million, equivalent to 1.82% and 12.40% of the revenue and PAT of our Group for the FYE 2024, respectively, our financials may be impacted. However, this impact may or may not be material depending on the timing of the penalty (if any), and the future growth in our business and financial performance. Additionally, our Group had on 4 March 2024 sought MDTCL’s clarification on the above matter. MDTCL clarified that no fine or penalty would be imposed on our Group since the direct sales licence has been issued to Oasis Swiss, a wholly-owned subsidiary of Oasis Home Holding.

(iii) Consumer Protection Act 1999 (“CPA 1999”) and Consumer Protection (Electronic Trade Transactions) Regulations 2012 (“CPR 2012”)

The CPA 1999 provides for the protection of consumers, and for matters connected therewith. The CPR 2012 issued pursuant to the CPA 1999, prescribes that any person operating a business through a website or marketplace must make certain minimum disclosures which include the name of the business operator, registration number of the business or company, email address and telephone number, or the address of the business operator, a description of the main characteristics of the goods or services, the full price of the goods or services including transportation costs, taxes and other costs, the method of payment, the terms and conditions and the estimated time of delivery.

7. BUSINESS OVERVIEW (CONT'D)

A body corporate, who fails to comply with the Consumer Protection Regulations (Electronic Trade Transactions) 2012, commits an offence, and shall be on conviction, liable to a fine not exceeding RM100,000, and for a second or subsequent offence, to a fine not exceeding RM200,000. A person, who is not a body corporate, shall be liable to a fine not exceeding RM50,000 or to imprisonment for a term not exceeding 3 years or both, and for a second or subsequent offence, to a fine not exceeding RM100,000 or to imprisonment for a term not exceeding 5 years or both. The person or body corporate, will in addition, be liable to a fine not exceeding RM1,000 for each day or part of a day during which the offence continues after conviction.

Our Group is required to carry our business operations in a manner which ensures that we are in full compliance with all provisions as stated in CPA 1999 particularly, to ensure that the goods and services made available by us are not made available on the basis of a false or misleading representations to our customers. Further, our Group is to ensure that we comply with CPR 2012 in the course of carrying out our business operations.

(iv) Trade Description Act 2011 (“TDA 2011”)

The TDA 2011 was enacted for the purpose of promoting good trade practices by prohibiting false trade descriptions and false or misleading statements, conduct and practices in relation to the supply of goods and services and to provide for connected and incidental matters.

Pursuant to Section 5 of the TDA 2011, any person who (i) applies a false trade description to any goods; (ii) supplies or offers to supply any goods to which a false trade description is applied; or (iii) exposes for supply or has in his possession, custody or control for supply any goods to which a false trade description is applied, commits an offence and shall, on conviction, be liable, if such person is a body corporate, to a fine not exceeding RM250,000, and for a second or subsequent offence, to a fine not exceeding RM500,000.

Our Group is required in the course of carrying out our business operations to ensure that we practice good trade practices by ensuring that the trade descriptions of goods and services supplied by us are not misleading to our customers.

(v) Electric Supply Act 1990 (“ESA 1990”) and Electricity Regulations 1994 (“ER 1994”)

Importers, manufacturers, exhibitors, sellers and advertisers of electrical equipment are required to apply for a certificate of approval from the Energy Commission of Malaysia pursuant to the ER 1994, which was issued pursuant to the ESA 1990. All regulated electrical equipment approved by the Energy Commission of Malaysia must be labelled or marked in accordance with the ER 1994.

7. BUSINESS OVERVIEW (CONT'D)

The potential penalty for not complying with the Energy Commission of Malaysia's requirement to obtain a certificate of approval, in addition to its power to seize, remove, or prohibit the manufacturer, import, display, advertisement or sale of the regulated electrical equipment, is a fine not exceeding RM5,000 and/or imprisonment not exceeding 1 year under the ER 1994 and/or in respect of non-compliance with codes, guidelines, or directions of the Energy Commission of Malaysia, a maximum RM200,000 fine and/or imprisonment for a term of not exceeding 2 years pursuant to the ESA 1990, which also provides for stricter penalties of RM1,000,000 million and/or imprisonment for term of not exceeding 10 years, only in the event where the equipment is determined to be likely to cause injury.

Our Group has obtained all necessary certification for the products sold.

(vi) Sale of Drugs Act 1952 ("SDA 1952"), Control of Drugs and Cosmetic Regulations 1984 ("CDCR 1984") and Guidelines for Control of Cosmetic Products in Malaysia ("Guidelines")

The SDA 1952 is an act relating to the sale of drugs and which includes any substance, product or article intended to be used or capable, or purported or claimed to be capable, of being used on human or any animal, whether internally or externally, for a medicinal purpose.

The CDCR 1984 which was issued pursuant to the SDA 1952 stipulates that save as otherwise provided therein, no person shall manufacture, sell, supply, import or possess or administer any product unless the product is a registered product, and the person is a holder of the appropriate license required issued under the CDCR 1984.

(vii) Food Act 1983 ("FA 1983") and Food Regulations 1985 ("FR 1985")

The FA 1983 and the FR 1985 are laws governing the food safety and quality control including standards, hygiene, import and export, advertisement and accreditation of laboratories. The objective is to protect the public from health hazards and fraud in the preparation, sale and use of foods and for other related matters. The legislation applies to all foods, locally produced or imported, which are sold in the country. It covers a broad spectrum from compositional standards to food additives, nutrient supplements, contaminants, packages and containers, food labelling, procedure for taking samples, food irradiation, provision for food not specified in the regulations and penalties.

(viii) Medicines (Advertisement and Sale) Act 1956 ("MASA 1956") and Medicine Advertisements Board Regulations 1976 ("MABR 1976")

The MASA 1956 and the MABR 1976 regulate the advertisement and dissemination of information in relation to healthcare matters to general public. The information provided in the advertisements must be factually accurate and capable of being substantiated. It must not be exaggerated, false, misleading or deceptive. The authenticity and the accuracy of the information imparted in the advertisements should be verifiable by the Medicine Advertisements Board.

7. BUSINESS OVERVIEW (CONT'D)

(ix) Trademark Act 2019 (“TA 2019”)

The TA 2019 provides for the registration of trademarks in relation to goods and services and to implement the relevant treaties and for other connected matters. A registered trademark shall be a property right obtained by the registration of trademark under the TA 2019 and a registered proprietor of the trademark has the rights and remedies provided under the TA 2019. The registration of a trademark shall be for a period of 10 years and may be renewed for a further period of 10 years in accordance with the TA 2019.

Our Group holds multiple registered trademarks which have been registered under the TA 2019. Please refer to Annexure A2 of this Prospectus for a list of our registered trademarks.

(x) Personal Data Protection Act 2010 (“PDPA 2010”)

The PDPA 2010 regulates the processing of personal data in commercial transactions and provides for connected and incidental matters. The PDPA 2010 applies to (a) any person who processes and (b) any person who has control over or authorizes the processing of any personal data in respect of commercial transactions (“**Data User**”).

The processing of personal data by a Data User must be in compliance with various personal data protection principles, namely (a) the General Principle; (b) the Notice and Choice Principle; (c) the Disclosure Principle; (d) the Security Principle; (e) the Retention Principle; (f) the Data Integrity Principle; and (g) the Access Principle (collectively, “**the Personal Data Protection Principles**”). A Data User who contravenes the Personal Data Protection Principles commits an offence and shall, on conviction, be liable to a fine not exceeding RM300,000 or to imprisonment for a term not exceeding 2 years or both.

Our Group has adopted the data protection policies which are in line with the PDPA 2010.

(b) Singapore Legislation**(i) Consumer Protection (Trade Descriptions and Safety Requirements) Act 1975 (“CPTDSRA 1975”) and Consumer Protection (Safety Requirements) Regulations (“CPSR”)**

The CPSR requires 33 categories of household electrical, electronic and gas appliances and accessories (the “Controlled Goods”) to be tested to specified safety standards, registered with the Enterprise Singapore Board and affixed with the “Safety Mark”, before they can be supplied or advertised for the purpose of supply in Singapore.

Registration of Controlled Goods under the CPSR is based on Certificates of Conformity (“**COC**”) issued by designated third party Conformity Assessment Bodies, or Suppliers’ Declarations of Conformity declared by registered suppliers. Our Group has been issued COCs in relation to multiple models of Controlled Goods, which have been registered under the CPSR.

Suppliers must also be a registered supplier with the Consumer Product Safety Office before supplying the Controlled Goods. Any person found guilty of selling unregistered Controlled Goods is liable upon conviction to a fine not exceeding S\$10,000 or imprisonment for a term not exceeding two (2) years or both.

7. BUSINESS OVERVIEW (CONT'D)

Our Group is required to carry out our business operations in a manner which ensures that we are in full compliance with the CPSR and the CPTDSRA 1975.

(ii) Consumer Protection (Fair Trading) Act 2012 (“CPFTA 2012”)

The CPFTA 2012 is administered by the Ministry of Trade and Industry and allows consumers aggrieved by unfair practices to seek civil redress against unfair trade practices in Singapore. The Competition & Consumer Commission (“**CCCS**”), as the administering agency, will gather evidence against persistent errant retailers, file injunction applications with the courts against persistent errant retailers and enforce compliance with injunction orders issued by the courts. CCCS will take on cases of persistent errant retailers engaging in unfair trade practices (a non-exhaustive list of examples are set out under the CPFTA 2012). A person who refuses to provide information, destroy or falsify documents, provide false or misleading information and/or obstruct an officer conducting the investigation, could be guilty of an offence and liable on conviction to a fine not exceeding S\$10,000 or imprisonment not exceeding one (1) year or to both.

(iii) Personal Data Protection Act 2012 (“PDPA 2012”)

The PDPA 2012 protects a baseline standard of protection for personal data in Singapore. The Personal Data Protection Commission (“**PDPC**”) was set up in 2013 to administer and enforce the PDPA 2012, which protects against the misuse of personal data by governing the collection, use, disclosure and care of personal data in Singapore.

Organisations are responsible for personal data in their possession or under their control, and are required to comply with the PDPA 2012 when undertaking activities relating to the collection, use or disclosure of personal data. If an individual discloses personal data it is in possession of, the disclosure is not authorised by the organisation and the individual does so knowing that the disclosure is not authorised, the individual shall be guilty of an offence and shall be liable on conviction to a fine not exceeding S\$5,000 or to imprisonment for a term not exceeding two (2) years or to both.

It is also mandatory for all organisations to appoint a Data Protection Officer and make their business contact information public under the PDPA 2012.

(iv) Sale of Food Act 1973 (“SFA 1973”)

The SFA 1973 and Food Regulations sets out stringent food safety and quality standards for the sale of food, including health supplements of food nature, in Singapore. This falls under the purview of the Singapore Food Authority (“**SFA**”) to ensure that food for sale is safe and suitable for public consumption.

All traders who wish to import, export or trans-ship food products are required by law to either obtain the relevant trader’s licence or register with SFA, depending on the type of food product(s) sold. Traders of health supplements are required to register with the SFA to import processed food products and food appliances. Traders may also voluntarily notify the Health Sciences Authority (“**HSA**”) of their health supplements supplied in Singapore to show compliance with published guidelines, such products will then be listed on the HSA website and can be viewed by members of the public.

7. BUSINESS OVERVIEW (CONT'D)

Dealers (which include manufacturers, importers, distributors and retailers) must ensure that their health supplements do not contain prohibited substances including certain medicinal ingredients (e.g. steroids) or ingredients in excess of the relevant toxic metal, microbial, vitamin and mineral limits prescribed under the Food Regulations. Dealers must also comply with labelling and advertising requirements, and should not include false or misleading claims on their health supplements that suggest treatment or prevention of any disease, disorder or related conditions.

The HSA may also implement post-market surveillance programmes to monitor safety of health supplements and to initiate timely product recalls (e.g. sampling of products in the market and adverse reaction monitoring).

Prior to the launch of our in-house brand products, our purchasing department or product development (wellness) department will procure the necessary registration and approvals from the relevant authorities. In this respect, the respective departments are also supported by our appointed solicitors. Please refer to Section 7.23 of this Prospectus for further information on our personnel responsible for procuring the relevant registrations and approvals for our products.

7.20 INTERRUPTIONS TO BUSINESS AND IMPACT OF COVID-19 PANDEMIC

Our Group has not experienced any other business interruptions that had a significant effect on our business and operations during the period prior to the date of this Prospectus, save for the lockdowns and restrictions imposed in Malaysia due to the COVID-19 pandemic.

Since COVID-19 was officially declared a pandemic by the Director-General of the World Health Organisation on 11 March 2020, we closely monitor the development of the outbreak of COVID-19 in order to proactively respond and implement necessary measures and steps in response to the COVID-19 pandemic.

Impact of COVID-19 on our business operations in Malaysia

While we were not allowed to operate in our offices in Malaysia during the implementation of the movement control orders (“MCOs”) that were implemented during the COVID-19, it did not have any major material impact on our business operations as our employees worked remotely from home.

Further, during this period, our business was not materially affected as we could still market and sell our products *via* our live commerce channels and mobile application and website, and deliver our products using a third-party fulfilment service provider who could operate as transportation services was deemed as essential services.

Malaysia has entered into the “Transition to Endemic” phase since 1 April 2022, and “Endemic” phase since 1 May 2022. Since then, all restrictions limiting business operating hours and number of employees in a workplace have been uplifted and our Group has been operating at 100% capacity.

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7. BUSINESS OVERVIEW (CONT'D)

7.21 BUSINESS STRATEGIES AND FUTURE PLANS

We have identified the following strategies to strengthen our Group's market reach:

(i) We intend to establish more live commerce channels to grow our sales

In FYE 2024, sales from our live commerce channels constituted a large proportion i.e. 75.65% of our Groups' revenues. We foresee that live commerce channels will continue to be a key sales channel for our business, based on regional market trends. According to the IMR Report, sales from live commerce in Southeast Asia increased from USD0.3 billion (RM1.2 billion) in 2018 to USD13.0 billion (RM57.2 billion) in 2022, recording a CAGR of 156.6%. In 2023, sales from live commerce in Southeast Asia is estimated to have grown to USD18.5 billion (RM84.5 billion). The live commerce market in Southeast Asia is estimated to have grown at a CAGR of 128.0% between 2018 and 2023. In addition, across Southeast Asia, based on an online survey conducted in 2022, 4 in 5 internet users have watched a live video streaming in the last 12 months before the time the survey was conducted and more than half of all users watching live streaming have made a purchase. Although live commerce is a fairly new method of online shopping in Malaysia, customers' receptiveness towards live commerce is expected to grow in the near future. Based on the IMR Report, Malaysian consumers are among the top 3 nationalities that watch live commerce sessions most frequently, after Vietnam and Thailand.

In light of this, we intend to capture present market opportunities to grow our sales from live commerce channels.

To grow sales from our live commerce channels, we recognise a need to undertake the following:

- Setting up live commerce channels that are focused on our product categories

As at 15 October 2024, we have 10 live commerce channels as follows:

- (a) Oasis Live Mall;
- (b) O Shop Live;
- (c) Oasis Wellness Live TV;
- (d) Boom De Ah Dah Malaysia;
- (e) Glasslock Malaysia;
- (f) Glasslock.OS;
- (g) Lebelage Malaysia;
- (h) Durabs.OS;
- (i) SafroNegin Malaysia; and
- (j) NMN3+.

Please refer to Section 7.2.1(i) of this Prospectus for further information.

We intend to create additional live commerce channels with specific product categories or demographic focus to better reach out to target audience and potential customers. This will allow us to simultaneously conduct multiple live commerce sessions at any point in time thereby reaching out to a wider audience group, and our customers are also able to tune in to the respective live commerce channels based on their preferences.

As at the LPD, we intend to set up in total at least 5 additional live commerce channels on Facebook and TikTok which will enable us to conduct multiple live commerce sessions at a point in time.

7. BUSINESS OVERVIEW (CONT'D)

We plan for new live commerce channels focusing on product categories such as, but not limited to, wellness, fashion accessories and travel accessories. We will continuously study and monitor consumer preferences and product trends from time to time, and may include more product categories.

Depending on the feedback and demand from our target audience at the prevailing time, we may consider setting up new live commerce channels using English, Bahasa Malaysia or Mandarin as the language medium for content delivery.

In order for the new live commerce channels to be effective, we will need to invest in social media marketing to boost the viewership of our live commerce channels, marketing events and campaigns and new back-end support equipment (such as computers and mobile phones for order processing and responding to customers' queries and audio-visual equipment (such as cameras, mobile phones and lighting). We will also incur expenditure on social media content development, live host training and development and setting up of an ordering system and payment system for the additional live commerce channels. We have allocated approximately RM[●] million from the IPO proceeds as follows:

| Description | Estimated amount (RM'000) |
|--|--------------------------------------|
| Increasing the number of live commerce channels | |
| - Social media marketing | (1) [●] |
| - Social media content development | [●] |
| - Marketing events and campaign budget | (2) [●] |
| - Live host training and development | [●] |
| - Back-end support equipment for order processing and responding to customers' queries (i.e. computer and mobile phones) | [●] |
| - Rental of temporary office | (3) [●] |
| Expanding the workforce | [●] |
| Total | [●] |

Notes:

- (1) Comprising targeted digital advertisements and post boosting on Facebook, TikTok, Instagram and REDnote (小红书) to extend the reach of our posts and live commerce sessions. The duration of each targeted digital advertisements and post boosting is contingent upon, amongst others, the sales target for each live session, the budget allocated for the respective digital advertisement or post boosting, the coverage of target audience and the desired conversion rate.
- (2) Comprising promotional campaign, lucky draw, social media influencers' engagement fee and/or brand ambassador.
- (3) Rental of a temporary office, pending the completion of our New HQ for an estimated rental period of up to 18 months. Further details of our New HQ are as set out in Section 7.21(iii) of this Prospectus.

7. BUSINESS OVERVIEW (CONT'D)

- Expanding the workforce

As at the LPD, we have an in-house team of 10 live commerce hosts who are involved in the hosting, planning and preparation of live commerce sessions. Our in-house team includes DTYS and DTJW who are also involved in live commerce operations, in addition to their roles and responsibilities as Chief Executive Officer and Chief Operating Officer, respectively.

We plan to cater for the growth in our live commerce channels by hiring up to 53 new personnel which comprises of live hosts and back-end support personnel, further details of which are as set out in Section 4.8(i)(b) of this Prospectus. The recruitment of new personnel is estimated to cost RM[●] million, which will be fully funded via the IPO Proceeds.

We may also occasionally invite hosts from international markets to conduct live streaming sessions at our live streaming rooms or premises. These hosts are social media influencers who have established followers. This would be a refreshing change for our viewers and also enable us to tap onto the hosts' network of followers to extend our market reach.

- Setting up additional live streaming rooms

We presently conduct our live commerce sessions at our headquarters, where we have 5 designated live streaming rooms. In order to cater for the expansion of number of live commerce sessions through the setting up of additional live commerce channels, we will require additional live streaming rooms.

We are in the midst of constructing our New HQ i.e. a 3-storey detached industrial building located in Puchong, Selangor, which is expected to be ready by 2026.

We plan to dedicate approximate size of 2,200 sq. ft. in our New HQ to set up 10 to 12 live streaming rooms for hosts to conduct their live commerce sessions. Further details of the New HQ is as set out in Section 7.21(iii) of this Prospectus.

(ii) We plan to continuously expand our range of consumer lifestyle products and grow our existing business segments and sales channels

Over the years, we have been growing our range of consumer lifestyle products which has expanded from home and living products to beauty and personal care, wellness and other products.

We intend to continue sourcing and/or developing products that meet market needs, preferences and trends. In particular, we intend to launch up to 8 new wellness products by the end of FYE 2025. These wellness products are in various stages of product development (i.e. conceptualisation and formulation, engagement with OEMs, sample manufacturing and testing, product certification and mass production).

Depending on the stage of product development, the extent of involvement of our product development personnel will vary accordingly to the different stages of product development. Additionally, our Chief Executive Officer and Chief Operating Officer are also involved in the process of product development.

Our Group will continuously monitor our resource requirements and, if necessary, we will increase our headcount according to our needs.

We have allocated RM0.58 million for the development of these products, which will be financed by internally generated funds.

7. BUSINESS OVERVIEW (CONT'D)**(iii) We plan to set up our New HQ**

In December 2020, we acquired a piece of leasehold industrial land with the title identification of HSD 56087, Lot No. PT 22349, Mukim of Dengkil, District of Sepang, Selangor, measuring 25,956 sq. ft. for the construction of a 3-storey detached industrial building which we intend to use as our New HQ. The purpose of setting up the New HQ is to cater for the future growth in our business operations, including the expansion of our live commerce sales channel as set out in Section 7.21(i) of this Prospectus. We had obtained planning permission on 21 July 2023 from Majlis Perbandaran Sepang for the construction of our New HQ. As at the LPD, the validity period of the planning permission has expired and we expect to submit a new application for the planning permission and other approvals for the construction of the New HQ by the fourth quarter of 2024.

The New HQ is estimated to have a built-up area of 14,351 sq. ft. spanning across 3 storeys and is expected to consist of the following areas:

| Area | Usage | Estimated built-up area (sq. ft.) |
|--------------|--|-----------------------------------|
| Ground floor | <ul style="list-style-type: none"> Warehouse with multi-level racking | 4,428 |
| Ground floor | <ul style="list-style-type: none"> Product showroom/ gallery to showcase our range of internal brand of products Meeting room Reception | 3,538 |
| First floor | <ul style="list-style-type: none"> Office | 2,847 |
| Second floor | <ul style="list-style-type: none"> Office space for live commerce team Live commerce streaming rooms | 3,538 |
| Total | | 14,351 |

The construction costs for the New HQ is expected to amount to RM4.4 million and will be entirely funded via a combination of bank borrowings and internally generated funds. The interior renovation and fit-out expenses in relation to the setting-up of the New HQ is estimated to be RM[●] million, and will be funded from the IPO proceeds.

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7. BUSINESS OVERVIEW (CONT'D)

As at the LPD, the estimated timeframe for the construction of the New HQ is set out as follows:

| Milestones | Estimated timeline |
|--|---|
| <ul style="list-style-type: none"> Commencement of construction | Second quarter of 2025 |
| <ul style="list-style-type: none"> Completion of construction Target submission of the application for certificate of completion and compliance (or its equivalent) Target submission of application to obtain the necessary license, approvals or permits required | 12 months from commencement of construction works |
| <ul style="list-style-type: none"> Approval for the application for certificate of completion and compliance (or its equivalent) Approval for the application to obtain the necessary license, approvals or permits required | 15 months from commencement of construction works |
| <ul style="list-style-type: none"> Renovation and fit-out works | 17 months from commencement of construction works |
| <ul style="list-style-type: none"> Expected relocation into New HQ | 18 months from commencement of construction works |

We target to commence construction activities by the second quarter of 2025. Upon obtaining all the relevant approvals and permits for the New HQ and completion of renovation and fit-out works, we expect to relocate into the New HQ.

After the relocation, we plan to rent out the current headquarters building.

(iv) We plan to set up our own fulfilment centre

As at the LPD, we have a small storage area with an approximate size of 1,900 sq. ft. at our current headquarters to store small quantities of inventories. Due to the limited availability of space, we currently engage 2 third-party fulfilment service providers to provide fulfilment services, including warehousing. The warehousing and fulfilment charges are determined by the volume of our inventory and orders, which constitute 9.90% to 14.53% of our total cost of sales for the Financial Years Under Review.

By setting up our own fulfilment centre, we can reduce/eliminate the fulfilment charges which is expected to escalate in view of the anticipated growth in volume of products in light of our plans to expand our live commerce sales channels. This would enable us to enjoy cost savings from not having to pay the fulfilment charges to a third-party fulfilment service provider, which would preserve and/or improve our profit margin.

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7. BUSINESS OVERVIEW (CONT'D)

As such, in addition to the warehouse to be set up at our New HQ, we have entered into a sale and purchase agreement dated 31 October 2023 (“SPA”) for the acquisition of a piece of leasehold land with the title identification of Lot No. D89, HSD 50617, PT 54496, Mukim of Tanjong Duabelas, District of Kuala Langat, Selangor together with a 2-storey building to be constructed. The purchase price of the property is RM8,303,000 (before developer’s rebates of RM1.00 million), which is to be paid to the developer in accordance with the schedule of payment set out in the SPA. As at LPD, payment amounting to RM2.53 million (excluding developer’s rebates) has been paid to the developer in accordance to the SPA. The completion date is expected to be 36 calendar months from the date of the SPA or such extended date of completion which may be granted or certified by the developer’s architect, consulting engineer, planner, designer, solicitor, surveyor, or any other professional consultants. The completion of the SPA is subject to the following:

- (i) issuance of the certificate of completion for the construction;
- (ii) payment of all monies due and payable to the developer; and
- (iii) handover of vacant possession of the property to our Group.

Upon the delivery of vacant possession of the property, we will proceed to undertake amongst others, minor renovation and interior fit-out works on the property as we intend to use this property as a fulfilment centre for in-house fulfilment process, as well as for inventory storage and management. The property which will have a built-up area of 14,364 sq. ft. is located at the NCT Smart Industrial Park at the Integrated Development Region at South Selangor, situated in Sepang.

The NCT Smart Industrial Park is a managed industrial park that has an ESG status and is GreenRE certified as it has environmentally sustainable features such as solar equipped industrial lots, rainwater harvesting systems, water canal to cool down temperature, and water and waste management systems, to reduce carbon footprint and promote sustainable business practices. The industrial park is also equipped with social amenities to promote wellness such as a wellness centre, cycling and jogging track and walking path. In addition, it is also equipped with 5G infrastructure and has smart features such as a smart security system that utilises AI systems to enable facial recognition and car plate recognition. It also has an AI-enabled lodging for workers.

The cost of acquiring the industrial lot amounted to RM8.30 million (before rebates provided by the developer), which was funded via a combination of bank borrowings and internally generated funds. As at the LPD, the construction of Phase 1 of the NCT Smart Industrial Park is expected to be completed by December 2025.

Upon the delivery of vacant possession of the property, we will proceed to undertake minor renovation and interior fit-out works and acquire a warehouse management system, warehouse fixtures and racking systems as well as tools and equipment such as forklifts and product packing devices.

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7. BUSINESS OVERVIEW (CONT'D)

As at the LPD, the estimated timeline for setting up the fulfilment centre is as follows:

| Milestones | Estimated timeline |
|---|---------------------|
| Vacant possession of property | December 2025 ("T") |
| Approval of planning permissions and building plan for construction from local council | T + 3 months |
| Commencement of renovation work | T + 4 months |
| Completion of renovation work | T + 4 months |
| Installation of warehouse management systems, fixtures and racking systems | T + 9 months |
| To obtain the necessary licences, approvals or permits required for the commencement of operations at the new warehouse | T + 10 months |
| Expected commencement of operations at the warehouse | T + 12 months |

The cost of setting up the fulfilment centre is estimated to amount to RM[●] million, which will be fully funded via the IPO proceeds. The breakdown of the estimated cost is as set out as below:

| Details | Estimated cost (RM'000) |
|---|-------------------------|
| Warehouse management system and integration with our existing accounting system | [●] |
| Warehouse fixtures and reconfiguration (i.e. racking system) | [●] |
| Warehouse tools and equipment (i.e. forklift, product packing device) | [●] |
| Minor renovation and interior fit out | [●] |
| Total | [●] |

We also intend to recruit up to 15 additional warehousing personnel to handle warehousing and packaging of our products, which will be funded via our internally generated funds. However, the actual number of new warehousing personnel to be recruited cannot be confirmed at this juncture as it will depend on the actual requirements of our Group at the relevant point in time.

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7. BUSINESS OVERVIEW (CONT'D)

7.22 PROSPECTS OF OUR GROUP

The demand for consumer lifestyle products has generally been growing over the years. In particular, home and living products sales value in Malaysia grew at a CAGR of 5.4% between 2017 and 2023, while the sales value of beauty and personal care products in Malaysia grew at a CAGR of 6.9%. At the same time, the sales value of apparel and fashion products in Malaysia grew at a CAGR of 3.4% and the sales value of wellness products in Malaysia grew at a CAGR of 9.0%.

Much of these sales were driven by online channels in Malaysia, wherein sales of the abovementioned product categories grew at CAGRs ranging from 20.1% to 33.9%. This is largely contributed by the surge of online sales activities in 2020 and 2021 due to the COVID-19 pandemic.

The growth of consumer lifestyle product market has been, and is expected to be, largely driven by the following factors:

- (i) Improved accessibility to consumers through online sales channels, including live commerce channels, leading to higher sales of consumer lifestyle products;
- (ii) Long-term economic growth leading to increasing disposable income, as well as population growth will boost the consumer lifestyle product market; and
- (iii) Constant introductions of new products will drive the demand for consumer lifestyle products.

(Source: IMR Report)

Thus, our Board is of the view that we will continue to enjoy favourable prospects in the long term, in marketing and selling consumer lifestyle products (particularly home and living, beauty and personal care, wellness and other products) on the back of our historical track record, competitive strengths (as detailed in Section 7.7 of this Prospectus) and the growing demand for these products in Malaysia.

In particular, our primary sales channel, i.e. live commerce channels, is expected to benefit from the growing popularity in live commerce channels as a sales channel in Southeast Asia. This can be depicted by the sales of live commerce in Southeast Asia, as it has grown at a CAGR of 128.0% between 2018 and 2023.

Against this backdrop, we seek a listing on the ACE Market to facilitate our future growth and strengthen our position as a marketer and seller of consumer lifestyle products.

(Source: Our Management)

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7. BUSINESS OVERVIEW (CONT'D)

7.23 EMPLOYEES

A summary of our Group's total work force, all of which are based in Malaysia as at FYE 2024 and as at the LPD is set out below:

| Category | No. of employees | |
|--|--------------------|---------------|
| | As at 30 June 2024 | As at the LPD |
| Key senior management | 4 | 4 |
| Finance and human resources | 8 | 8 |
| Order processing | (1)9 | 12 |
| Purchasing ⁽²⁾⁽⁴⁾ | 3 | 4 |
| Sales and marketing | | |
| - <i>Live commerce</i> | 6 | 8 |
| - <i>Retail operation</i> | 4 | 4 |
| - <i>Customer and after-sales support</i> | 13 | 13 |
| - <i>Marketing</i> | 22 | 22 |
| Wellness product development ⁽³⁾⁽⁴⁾ | 2 | 2 |
| Warehousing and delivery | 6 | 15 |
| Total | 77 | 92 |

None of our employees belong to any trade union. As at the LPD, there has not been any material labour and/or industrial dispute involving our Group.

Note:

- (1) Includes 1 contract employee who was subsequently made permanent after FYE 2024.
- (2) Our purchasing department is headed by Tan Siow Shan (a Key Senior Management), a holder of a First Class Honours in Bachelor of Science (Human Development). She has close to 12 years of experience in procurement. She is responsible for overseeing all purchases of supplies and managing our Group's daily procurement activities by co-ordinating with both local and foreign suppliers and liaising with the relevant government bodies for applications and approvals in respect of electrical and beauty products. She is supported by 4 employees.
- (3) Our wellness product development personnel consist of a pharmacist which is registered with the Registrar, Pharmacy Board Malaysia with 10 years' working experience as a pharmacist in various institutions, including the National Pharmaceutical Regulatory Agency and a nutritionist who graduated with a Bachelor in Food Science (Major in Food Service and Nutrition) with close to 10 years' experience working as a nutritionist. In this respect, the respective departments are also supported by our appointed solicitors.
- (4) Prior to the launch of our in-house brand products, the personnel from our purchasing department and product development (wellness) department will procure the necessary registration and approvals from the relevant authorities. In addition, the respective departments are also supported by our appointed solicitors. As for the third-party brand products, our personnel will check to ensure that the third-party brand products possess the necessary registration and approvals from the relevant authorities.

7. BUSINESS OVERVIEW (CONT'D)

7.24 ENVIRONMENTAL, SOCIAL AND GOVERNANCE PRACTICES AND INITIATIVES

As part of our Group's commitment to ensure environmentally responsible operations, provide a conducive workplace for our employees and adopt a high standard of corporate governance, we strive to adopt the following practices:

Environmental

We are conscious of our impact on the environment, and have adopted responsible approaches in our daily operations to promote environmental sustainability. These approaches include:

- Encouraging digitalisation

We utilise various software and tools to facilitate our operational activities. In particular, we use a live commerce administrative tool to automatically capture orders during live commerce sessions on Facebook, and the third-party fulfilment service provider's warehouse management system is integrated with our ordering system so that they can be automatically informed to prepare the products upon receiving orders from customers. This minimises paper usage, thus positively impacting the environment.

- Utilising green energy and optimising usage of electricity

We have invested in an industrial lot to house our future fulfilment centre in NCT Smart Industrial Park. NCT Smart Industrial Park is a managed industrial park that has an ESG status and is GreenRE certified as it has environmentally sustainable features such as solar equipped industrial lots, rainwater harvesting systems, water canal to cool down temperature, and water and waste management systems, to reduce carbon footprint and promote sustainable business practices. The industrial park is also equipped with social amenities to promote wellness such as a wellness centre, cycling and jogging track and walking path.

In addition, our employees are encouraged to switch off lighting, air conditioning, water dispensers and other electrical appliances at our headquarters when they are not in use.

- Recycling

We encourage our employees to reduce the use of papers and to recycle used papers. Our Group also ensures that waste is recycled where possible, and that non-recyclable waste is disposed of responsibly.

Social

We recognise that our employees are valuable assets and as such, we strive to retain and nurture skilled talent through the following practices:

- Promoting personal development

We retain and attract new talents through providing continuous training. By doing so, we believe that we are supporting our employees' professional development which would enhance their performance and productivity while increasing their value and future marketability.

7. BUSINESS OVERVIEW (CONT'D)

- Promoting employee wellness and work-life balance

In February 2024, we organised a 2-day team-building event at Beacon Resort, Selangor with activities to encourage teamwork and collaboration amongst our employees.

We also ensure that all of our employees have insurance coverage for inpatient and hospitalisation, surgical care and personal accident. We also provide dental and optical benefits to our employees.

Apart from the above, we organise company trips on a yearly basis to reward our employees for their hard work and to further foster team spirit.

- Promoting equality and diversity

We provide equal opportunity to individuals from diverse backgrounds in our recruitment process, whereby we provide job opportunities solely based on individual merit. Thus, our workforce comprises individuals of diverse backgrounds and ethnicities. We also promote gender diversity.

We aim to have a workplace culture where all employees, regardless of their race, ethnicity, religion or gender, feel valued, respected and accepted and are encouraged to share their ideas.

Governance

Our Group believes that good governance is more than just a pursuit towards complying with all the prescripts but that it translates into better business performance and creates a more sustainable value for our Group. To uphold good corporate governance practice, our Group has in place, among others, the following policies:

- Anti-bribery and corruption policy;
- Code of conduct and ethics;
- Whistle-blowing policy; and
- Anti-money laundering policy.

Our Group has also adopted recommendations under the Malaysian Code on Corporate Governance 2021 (“MCCG”). As at the LPD, more than half of our Board members comprise independent directors. Additionally, our Company has also met the MCCG’s recommendation to have at least 30% women directors, i.e. as at the LPD, 2 out of 6 of our Company’s Directors are women.

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8. INDEPENDENT MARKET RESEARCH REPORT



PROVIDENCE STRATEGIC PARTNERS SDN BHD
(1238910-A)
67-1, Block D, Jaya One, Jalan Prof Diraja Ungku Aziz
46200 Petaling Jaya, Selangor, Malaysia.
T: +603 7625 1769

Date: 28 October 2024

The Board of Directors

OASIS HOME HOLDING BERHAD

25, Jalan PP 11/3
Taman Putra Perdana
47130, Puchong
Selangor, Malaysia

Dear Sirs,

Independent Market Research (“IMR”) Report on the Consumer Lifestyle Product Market in Malaysia and Singapore in conjunction with the Proposed Listing of OASIS HOME HOLDING BERHAD on the ACE Market of Bursa Malaysia Securities Berhad

PROVIDENCE STRATEGIC PARTNERS SDN BHD (“**PROVIDENCE**”) has prepared this IMR report on the Consumer Lifestyle Product Market in Malaysia and Singapore for inclusion in the Prospectus of OASIS HOME HOLDING BERHAD.

PROVIDENCE has taken prudent measures to ensure reporting accuracy and completeness by adopting an independent and objective view of this market within the confines of secondary statistics, primary research and evolving industry/market dynamics. We believe that this IMR report presents a balanced view of the market within the limitations of, among others, secondary statistics and primary research, and does not purport to be exhaustive.

No part of this publication may be copied, reproduced, published, distributed, transmitted or passed, in whole or in part, without prior express written consent from PROVIDENCE.

For and on behalf of PROVIDENCE:

A handwritten signature in black ink, appearing to read 'Melissa Lim', with a long horizontal flourish extending to the right.

MELISSA LIM

EXECUTIVE DIRECTOR

About PROVIDENCE STRATEGIC PARTNERS SDN BHD:

PROVIDENCE is an independent research and consulting firm based in Petaling Jaya, Selangor, Malaysia. Since our inception in 2017, PROVIDENCE has been involved in the preparation of independent market research reports for capital market exercises. Our reports aim to provide an independent assessment of industry/market dynamics, encompassing aspects such as industry/market performance, demand and supply conditions and competitive landscape.

About MELISSA LIM:

Melissa Lim is the Executive Director of PROVIDENCE. She has approximately 15 years of experience in market research for capital market exercises. Melissa Lim holds a Bachelor of Commerce (Double major in Marketing and Management) from Murdoch University, Australia.

8. INDEPENDENT MARKET RESEARCH REPORT (CONT'D)



Oasis Home Holding Berhad and its subsidiaries (collectively referred to as “**Oasis Group**”) are principally involved in the marketing and selling of consumer lifestyle products, with live commerce and its mobile application and website as its main sales channels. The Group also markets and sells through other online sales channels such as e-commerce marketplaces (i.e. Lazada, Shopee and TikTok Shop) and digital marketing (i.e. targeted advertisements on social media platforms to market its products), as well as offline sales channels such as product experience centres, mobile showroom and warehouse sales.

As such, this IMR report focuses on ***The Consumer Lifestyle Product Market in Malaysia and Singapore***, which denotes the demand of consumer lifestyle products through various sales channels. As Oasis Group mainly sells its products in Malaysia and Singapore, this IMR report will focus on the consumer lifestyle product market in these countries.

1 THE CONSUMER LIFESTYLE PRODUCT MARKET IN MALAYSIA AND SINGAPORE

Consumer lifestyle products are products that are purchased by individuals and households for their personal use and/or consumption, which cater to their day-to-day activities, preferences, personal style and values.

There are various types of consumer lifestyle products. Among some of the key product types include:

- (i) **Home and living products** – refer to cookware, kitchen appliances, utensils and other household products. These products enable the preparation, serving and cooking of food and/or beverages, cleaning and general housekeeping. Examples of home and living products include pots, pans, ovens, vacuum cleaners, air purifiers, baking accessories (such as baking trays and rolling pins), household cleaning products (such as dishwashing liquid and laundry powder), pillows and bedding textiles;
- (ii) **Beauty and personal care products** – refer to products that are used to cleanse, moisturise and protect the skin, enhance personal appearance, and maintain personal hygiene and grooming. Some examples include cleanser, moisturiser, sunscreen, perfume, razor, shampoo, conditioner, body wash, bar soap, toothbrush, toothpaste, mouthwash, sanitary pad, deodorant and cosmetic products; and
- (iii) **Wellness products** – refer to products that maintain and enhance overall well-being such as functional beverages and health supplements.

There are also other types of consumer lifestyle products such as apparel and fashion products which are clothing and accessories for personal wear (such as shirts, pants, bags, footwear and fashion accessories) as well as home fitness equipment which allow individuals to exercise and stay active at home (such as dumbbells, weight sets, yoga mats, rowing machines and treadmills).

The industry value chain for the consumer lifestyle products comprises:

- **Manufacturers** – who design and/or manufacture the products. While some manufacturers own the design of the products they manufacture, there are some manufacturers who are original equipment manufacturers (“**OEMs**”) that manufacture products on behalf of marketers and sellers based on their specifications and designs;
- **Trading houses** – who distribute and trade third-party products that are sourced from manufacturers; and
- **Marketers and sellers** – who market and sell their in-house or third-party products. These marketers and sellers may or may not be involved in the design of the products. They are typically involved in the design process if the products are sold under their in-house brand, as compared to third-party products that are sourced from manufacturers or trading houses.

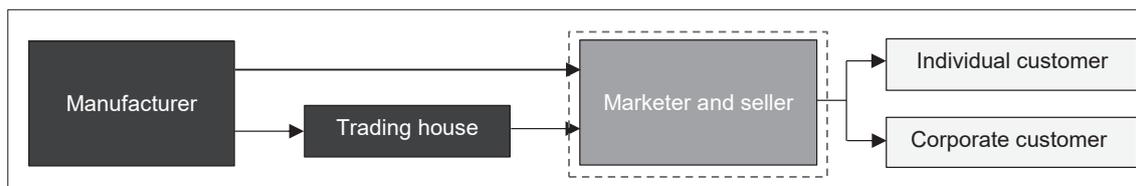
8. INDEPENDENT MARKET RESEARCH REPORT (CONT'D)



Customers of marketers and sellers include:

- Individual customers – individuals that purchase consumer lifestyle products for their own use or consumption; and
- Corporate customers – corporations that purchase consumer lifestyle products for onward sale to individual customers, or as corporate gifts, incentive and/or promotional items.

Industry value chain for consumer lifestyle products



Note:

- (i) [-----] Denotes where Oasis Group is principally involved in.

Source: PROVIDENCE

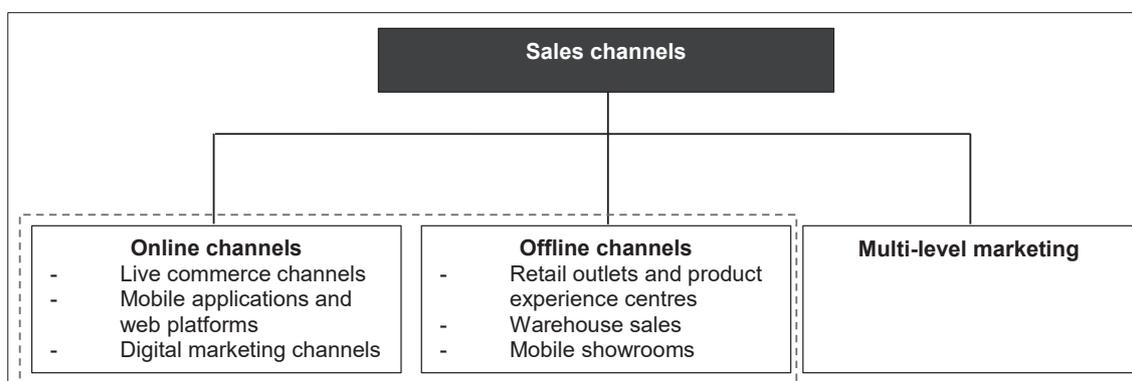
Consumer lifestyle products can be marketed and sold to customers through various sales channels. These sales channels include:

- Online sales channels
 - Live commerce channels – an interactive method of marketing and selling where livestream videos are used to showcase products and engage with audiences on a real time basis. This can be done through livestreaming platforms such as Facebook Live, TikTok Live, Shopee Live, LazLive and Bigo Live;
 - Own mobile application and web platforms, and third-party e-commerce marketplaces – mobile applications and web platforms that act as a marketplace for consumer lifestyle products. These platforms may be managed by the marketer and seller, or by third-parties. These platforms have product listings and allow customers to purchase products directly from the platform; and
 - Digital marketing channels – a form of sales channel where targeted advertisement posts (i.e. whether in the form of graphics or short videos) are presented to targeted audience, and interested audience can click on the advertisements to inquire or place orders.
- Offline sales channels
 - Retail outlets and product experience centres – refers to physical outlets that retail consumer lifestyle products and/or allow customers to view or experience the products. These outlets can include departmental stores, hypermarkets and product experience centres;
 - Warehouse sales – are typically clearance sales where products are sold at discounted prices. These warehouse sales may be organised by the marketer and seller or by third-parties; and
 - Mobile showrooms – movable showrooms, which are typically set up in mobile trucks, to allow the display of products and/or to carry out product demonstrations.
- Multi-level marketing – a sales channel that allows individuals to earn income not only from the sales and consumption of the products, but also from the sales of products sold by other individuals they have recruited.

8. INDEPENDENT MARKET RESEARCH REPORT (CONT'D)



Types of sales channels



Note:

- (i) Denotes the sales channels Oasis Group uses.
- (ii) The lists above are not exhaustive.

Source: PROVIDENCE

Oasis Group markets and sells through both online sales channels (e.g. live commerce channels, mobile application and website, and digital marketing) and offline sales channels (e.g. product experience centres, mobile showroom and warehouse sales).

MARKET PERFORMANCE, SIZE AND GROWTH

The consumer lifestyle product market in Malaysia can be depicted by the sales value of each sub-segment of products.

The home and living products sales value in Malaysia grew at a compound annual growth rate (“CAGR”) of 5.4% between 2017 and 2023, from RM12.3 billion to RM16.9 billion, while the sales value of beauty and personal care products in Malaysia increased from RM12.4 billion in 2017 to RM18.5 billion in 2023, registering a CAGR of 6.9%. At the same time, the sales value of apparel and fashion products in Malaysia grew at a CAGR of 3.4%, from RM43.3 billion in 2017 to RM53.0 billion in 2023, and the sales value of wellness products in Malaysia increased from RM4.9 billion in 2017 to RM8.2 billion in 2023, at a CAGR of 9.0%.

In Singapore, the home and living products sales value in Singapore grew from SGD2.0 billion (RM6.2 billion¹) in 2017 to SGD2.5 billion (RM8.5 billion²) in 2023, recording a CAGR of 3.8%, while the beauty and personal care products sales value in Singapore increased at a CAGR of 3.1%, from SGD2.0 billion (RM6.2 billion¹) in 2017 to SGD2.4 billion (RM8.2 billion²) in 2023. Meanwhile, the apparel and fashion products sales value in Singapore increased from SGD10.7 billion (RM33.3 billion¹) in 2017 to SGD11.7 billion (RM39.8 billion²) in 2023, at a CAGR of 1.5%. The sales value of wellness products in Singapore grew at a CAGR of 4.1%, from SGD1.1 billion (RM3.4 billion¹) in 2017 to SGD1.4 billion (RM4.8 billion²) in 2023.

Moving forward, the home and living products sales value in Malaysia is forecast to grow at a CAGR of 6.4% between 2024 and 2026, from an estimated RM18.1 billion to RM20.5 billion, while the beauty and personal care products in Malaysia is forecast to grow from an estimated RM19.7 billion in 2024 to RM22.2 billion in 2026, registering a CAGR of 6.2%. The sales value of apparel and fashion products in Malaysia is forecast to grow at a CAGR of 3.3%, from an estimated RM54.7 billion in 2024 to RM58.4 billion in 2026, and the sales value of wellness products in Malaysia is forecast to grow from RM8.8 billion in 2024 to RM10.3 billion in 2026, at a CAGR of 8.2%.

¹ Exchange rate from SGD to RM in 2017 was converted based on average annual exchange rates in 2017 derived from published information from Bank Negara Malaysia at SGD1 = RM3.1145

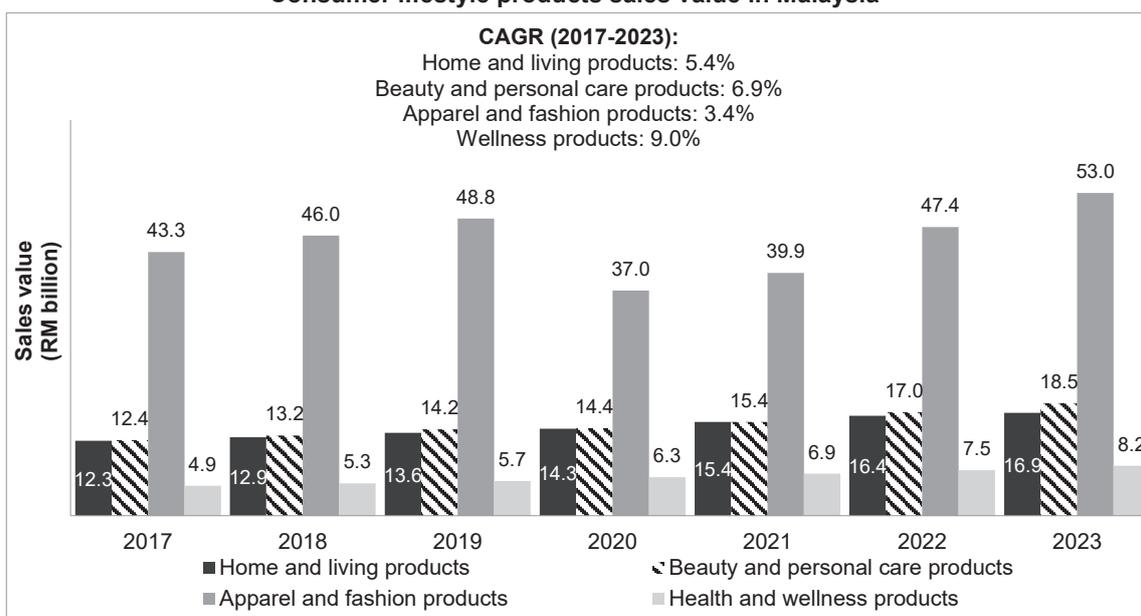
² Exchange rate from SGD to RM in 2023 was converted based on average annual exchange rates in 2023 derived from published information from Bank Negara Malaysia at SGD1 = RM3.3981

8. INDEPENDENT MARKET RESEARCH REPORT (CONT'D)

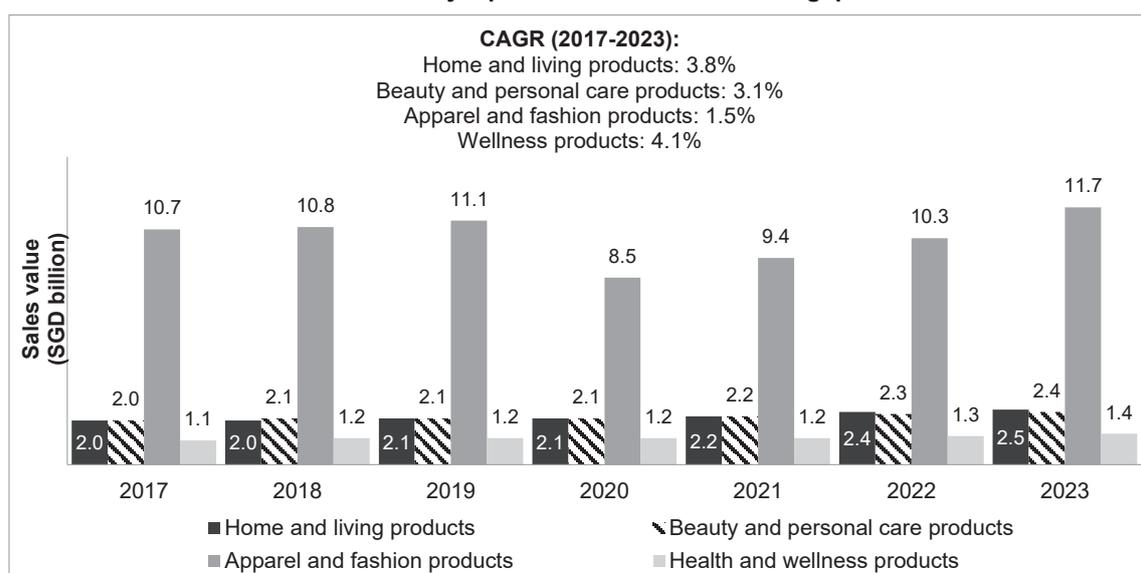


In Singapore, the home and living products sales value is forecast to grow at a CAGR of 3.8% between 2024 and 2026, from an estimated SGD2.6 billion (RM8.8 billion³) to SGD2.8 billion (RM9.5 billion⁴), while the beauty and personal care products in Singapore is forecast to grow from an estimated SGD2.4 billion (RM8.2 billion³) in 2024 to SGD2.5 billion (RM8.5 billion⁴) in 2026, registering a CAGR of 2.1%. The sales value of apparel and fashion products in Singapore is forecast to grow at a CAGR of 2.9%, from an estimated SGD12.0 billion (RM40.8 billion³) in 2024 to SGD12.7 billion (RM43.2 billion⁴) in 2026, and the sales value of wellness products in Singapore is forecast to grow from SGD1.4 billion (RM4.8 billion³) in 2024 to SGD1.5 billion (RM5.1 billion⁴) in 2026, at a CAGR of 3.5%.

Consumer lifestyle products sales value in Malaysia



Consumer lifestyle products sales value in Singapore



Source: Euromonitor, PROVIDENCE analysis

³ Exchange rate from SGD to RM in 2024 was converted based on average annual exchange rates in 2023 derived from published information from Bank Negara Malaysia at SGD1 = RM3.3981

⁴ Exchange rate from SGD to RM in 2026 was converted based on average annual exchange rates in 2023 derived from published information from Bank Negara Malaysia at SGD1 = RM3.3981

8. INDEPENDENT MARKET RESEARCH REPORT (CONT'D)

Between 2017 and 2023, consumer lifestyle products in Malaysia and Singapore were mainly sold through offline sales channels such as retail outlets and product experience centres, warehouse sales and mobile showrooms (from 85.8% to 93.0% of total sales value in Malaysia and from 87.5% to 93.7% of total sales value in Singapore).

Although a majority of consumer lifestyle products in Malaysia and Singapore were sold through offline sales channels, the sales value of consumer lifestyle products sold through online sales channels were growing at a relatively higher rate across all product segments as compared to other sales channels.

Between 2017 and 2023, the sales value of home and living, beauty and personal care, apparel and fashion, and wellness products sold through online sales channels in Malaysia grew at CAGRs of 22.1%, 20.1%, 30.0% and 33.9%, respectively. Conversely, the sales value of home and living, beauty and personal care, apparel and fashion, and wellness products sold through offline sales channels in Malaysia grew at CAGRs of 3.5%, 6.7%, 0.6% and 6.5%, respectively. Meanwhile, the sales value of home and living, beauty and personal care, and wellness products sold through multi-level marketing in Malaysia grew at CAGRs of 1.9%, 5.9% and 6.7%, while the sales value of apparel and fashion products sold through multi-level marketing experienced a negative CAGR of 9.0%.

In Singapore, the sales value of home and living, beauty and personal care, apparel and fashion, and wellness products sold through online sales channels between 2017 and 2023 grew at CAGRs of 23.7%, 34.9%, 19.0% and 11.6%, respectively. Conversely, the sales value of home and living, beauty and personal care, apparel and fashion, and wellness products sold through offline sales channels in Singapore grew at CAGRs of 4.4%, 2.9%, 2.5% and 4.1%, respectively. Meanwhile, the sales value of home and living, and beauty and personal care, sold through multi-level marketing in Malaysia experienced negative CAGRs of 3.9% and 0.4%, while the sales value of wellness products sold through multi-level marketing grew at a CAGR of 3.5%.

Although the overall sales value of consumer lifestyle products in Malaysia and Singapore experienced a dip between 2019 and 2020 due to the Coronavirus disease 2019 (“**COVID-19**”) pandemic, the sales value of consumer lifestyle products sold through online sales channels across all product segments continued to grow during the same period. This is largely because consumers began spending more time on the Internet to purchase products and services, and the increased popularity of live commerce since then. Meanwhile, sales value of consumer lifestyle products sold through non-online sales channels across all product segments fell between 2019 and 2020 as there were movement control orders implemented during this period which prevented consumers from shopping at retail outlets, product experience centres, warehouse sales and mobile showrooms, as well as conducting multi-level marketing activities.

Sales value of consumer lifestyle products by sales channel in Malaysia and Singapore

| Year | Offline sales channels | | Online sales channels | | Multi-level marketing | |
|--|------------------------|----------------------|-----------------------|----------------------|-----------------------|----------------------|
| | Malaysia (RM 'mil) | Singapore (SGD 'mil) | Malaysia (RM 'mil) | Singapore (SGD 'mil) | Malaysia (RM 'mil) | Singapore (SGD 'mil) |
| Home and living products | | | | | | |
| 2017 | 37,345.3 | 5,607.4 | 532.9 | 79.0 | 531.8 | 33.2 |
| 2018 | 38,466.2 | 5,698.0 | 603.4 | 88.1 | 542.9 | 33.2 |
| 2019 | 39,307.5 | 5,617.7 | 723.2 | 98.2 | 522.3 | 33.9 |
| 2020 | 39,666.0 | 5,697.9 | 1,047.8 | 177.5 | 488.3 | 24.5 |
| 2021 | 44,891.4 | 6,622.3 | 1,348.2 | 225.8 | 496.7 | 25.3 |
| 2022 | 50,951.0 | 7,156.8 | 1,553.7 | 269.3 | 575.6 | 25.8 |
| 2023 | 45,796.8 | 7,245.9 | 1,768.1 | 282.9 | 594.8 | 26.1 |
| CAGR (2017-2023) | 3.5% | 4.4% | 22.1% | 23.7% | 1.9% | (3.9)% |
| Beauty and personal care products | | | | | | |
| 2017 | 7,578.5 | 1,301.6 | 419.3 | 65.5 | 1,397.3 | 110.8 |
| 2018 | 8,498.0 | 1,306.8 | 476.4 | 78.4 | 1,474.4 | 117.8 |
| 2019 | 9,476.7 | 1,355.3 | 570.4 | 90.9 | 1,580.4 | 121.5 |
| 2020 | 8,296.0 | 1,216.3 | 764.2 | 311.0 | 1,592.9 | 118.8 |
| 2021 | 8,937.5 | 1,286.4 | 892.8 | 349.9 | 1,680.0 | 110.1 |
| 2022 | 10,599.1 | 1,454.1 | 1,084.1 | 361.7 | 1,850.5 | 109.0 |
| 2023 | 11,186.2 | 1,542.1 | 1,261.0 | 394.1 | 1,975.3 | 108.4 |
| CAGR (2017-2023) | 6.7% | 2.9% | 20.1% | 34.9% | 5.9% | (0.4)% |
| Apparel and fashion products | | | | | | |
| 2017 | 26,886.3 | 8,072.4 | 1,896.0 | 614.2 | 88.7 | N/A |

8. INDEPENDENT MARKET RESEARCH REPORT (CONT'D)



| Year | Offline sales channels | | Online sales channels | | Multi-level marketing | |
|--------------------------|------------------------|----------------------|-----------------------|----------------------|-----------------------|----------------------|
| | Malaysia (RM 'mil) | Singapore (SGD 'mil) | Malaysia (RM 'mil) | Singapore (SGD 'mil) | Malaysia (RM 'mil) | Singapore (SGD 'mil) |
| 2018 | 28,508.9 | 7,946.0 | 2,480.2 | 725.5 | 80.2 | N/A |
| 2019 | 29,797.5 | 7,907.7 | 3,282.4 | 836.9 | 70.4 | N/A |
| 2020 | 17,131.7 | 5,431.6 | 6,483.2 | 1,130.4 | 49.8 | N/A |
| 2021 | 18,581.1 | 6,969.8 | 6,089.3 | 1,242.8 | 35.4 | N/A |
| 2022 | 26,535.1 | 8,840.5 | 7,990.0 | 1,471.7 | 44.0 | N/A |
| 2023 | 27,804.2 | 9,375.8 | 9,171.7 | 1,742.6 | 50.5 | N/A |
| CAGR (2017-2023) | 0.6% | 2.5% | 30.0% | 19.0% | (9.0)% | - |
| Wellness products | | | | | | |
| 2017 | 13,599.0 | 1,447.7 | 66.2 | 55.0 | 1,454.6 | 152.5 |
| 2018 | 14,952.6 | 1,422.8 | 72.6 | 64.0 | 1,547.0 | 158.2 |
| 2019 | 16,315.8 | 1,442.3 | 80.7 | 71.3 | 1,639.8 | 163.0 |
| 2020 | 14,405.7 | 1,482.3 | 117.3 | 79.0 | 1,772.7 | 168.6 |
| 2021 | 15,677.0 | 1,580.9 | 180.6 | 92.3 | 1,979.7 | 171.0 |
| 2022 | 19,328.7 | 1,741.9 | 317.7 | 99.4 | 2,018.5 | 177.9 |
| 2023 | 19,862.4 | 1,845.1 | 381.5 | 106.0 | 2,142.5 | 187.1 |
| CAGR (2017-2023) | 6.5% | 4.1% | 33.9% | 11.6% | 6.7% | 3.5% |

Note:

(1) N/A – Data is not available

Source: Euromonitor, PROVIDENCE analysis

KEY DEMAND DRIVERS

The growth in demand for consumer lifestyle products is expected to be driven by the following factors:

Improved accessibility to consumers through online sales channels, including live commerce channels, leading to higher sales of consumer lifestyle products

Online sales refer to all types of businesses which are operated online over the Internet using a web browser or mobile application. Online sales channels allow consumer lifestyle products to be more accessible to customers as they have a wider target reach compared to offline sales channels, which cater to consumers within the geographical area of the physical outlet. The increased accessibility through online sales channels provides convenience to customers, as it allows them to shop from any location at any time. Thus, this has led to a growth in online sales transactions.

The online sales transactions in Malaysia, as depicted by e-commerce transactions in the country, increased from RM82.5 billion in 2017 to RM308.9 billion in 2021 at a CAGR of 39.1%.⁵

Traditionally, online sales restricted consumers' shopping experience to just purchasing the product. Over the years, the online sales market has evolved with the introduction of live commerce. Live commerce is a form of online sales where businesses use live video streaming to showcase and demonstrate their products or services in real time to an online audience in real time. Typically, live commerce is streamed on social media platforms such as Facebook (via Facebook Live) and TikTok (via TikTok LIVE), e-commerce platforms such as Shopee (via Shopee Live) and Lazada (via LazLive), as well as live streaming platforms such as Bigo Live which are applications designed specifically for individuals or businesses to conduct live streaming. The attractiveness of live commerce to consumers include the direct and immediate interaction with sellers to enquire about the displayed product or service, opportunity to enquire about other products offered by the sellers, display their likes and dislikes through emojis, as well as collect discount vouchers during the live commerce for further cost savings. Further, live commerce also differs from infomercials on television or home shopping as they are no longer limited to shopping at a fixed time. Rather, they can watch their preferred choice of live commerce streaming on their mobile devices at any time, multiple times a day at their convenience.

As a result of the abovementioned benefits live commerce provides, live commerce has been seen to have higher conversion rates as compared to traditional online selling. In China, where live commerce

⁵ Source: Department of Statistics Malaysia ("DOSM"). Latest publicly available data is as at 2021.

8. INDEPENDENT MARKET RESEARCH REPORT (CONT'D)

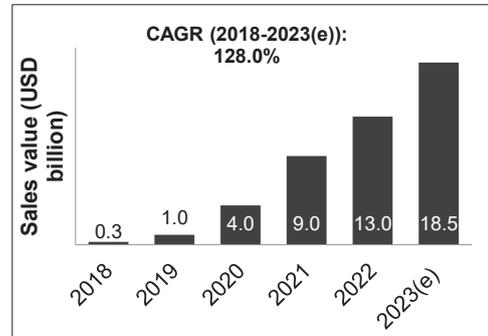


was first popularised, the conversion rate for live commerce was 30.0%, which was 10 times higher than the conversion rate of traditional online selling.⁶

Live commerce has become increasingly popular in Southeast Asia. This can be depicted by the sales of live commerce in Southeast Asia, where it has increased from USD0.3 billion (RM1.2 billion⁷) in 2018 to USD13.0 billion (RM 57.2 billion⁸) in 2022, recording a CAGR of 156.6%. In 2023, sales from live commerce in Southeast Asia is estimated to have grown to USD18.5 billion (RM 84.5 billion⁹). The live commerce market in Southeast Asia is estimated to have grown at a CAGR of 128.0% between 2018 and 2023.

In addition, based on an online survey conducted in 2022, 4 in 5 internet users across Southeast Asia have watched a livestream video in the last 12 months before the time the survey was conducted and more than half of the users watching live streaming have made a purchase.¹⁰ Malaysian consumers are among the top 3 nationalities that watch live commerce sessions most frequently, after Vietnam and Thailand.¹⁰

Live commerce in Southeast Asia



Note:
(e) - Estimate

Source: Cube Asia, PROVIDENCE analysis

The growth of the live commerce market has been, and is expected to continue to be, driven by the growing fixed and mobile broadband penetration; proliferation of mobile devices; increased accessibility to digital payment methods and wider acceptance of digital payment methods; as well as improved logistics infrastructure and last-mile delivery services throughout the country.

Moving forward, PROVIDENCE forecasts the live commerce market in Southeast Asia to grow at a CAGR of 42.6%, from USD 26.4 billion (RM120.5 billion¹¹) in 2024 to reach USD53.7 billion (RM245.2 billion¹¹) in 2026.

Thus, industry players in the consumer lifestyle product market in Malaysia stand to benefit from the growing sales of consumer lifestyle products via online channels, including live commerce channels.

Long-term economic growth leading to increasing disposable income, as well as population growth will boost the consumer lifestyle product market

Over the years, the population in Malaysia grew from 32.0 million in 2017 to 33.4 million in 2023, while the nation's disposable income, as depicted by the gross national income (GNI) per capita grew from RM41,647 in 2017 to an estimated RM52,991 in 2023, recording a CAGR of 4.1%.¹²

Meanwhile in Singapore, the population grew from 5.6 million in 2017 to 5.9 million in 2023 and the personal disposable income of Singapore increased from SGD232.6 billion (RM724.4 billion¹) in 2017 to SGD321.7 billion (RM1.1 trillion²) in 2023, registering a CAGR of 5.6%.¹³

The increase in disposable income will lead to a rise in a more affluent population that has greater spending power, resulting in higher spending on consumer lifestyle products. As a result, it will drive the consumer lifestyle product market.

⁶ Source: McKinsey & Company

⁷ Exchange rate from USD to RM in 2018 was converted based on average annual exchange rates in 2018 derived from published information from Bank Negara Malaysia at USD1 = RM4.0353

⁸ Exchange rate from USD to RM in 2022 was converted based on average annual exchange rates in 2022 derived from published information from Bank Negara Malaysia at USD1 = RM4.4005

⁹ Exchange rate from USD to RM in 2023 was converted based on average annual exchange rates in 2023 derived from published information from Bank Negara Malaysia at USD1 = RM4.5653

¹⁰ Source: Cube Asia

¹¹ Exchange rate from USD to RM in 2024 and 2026 were converted based on average annual exchange rates in 2023 derived from published information from Bank Negara Malaysia at USD1 = RM4.5653

¹² Source: DOSM

¹³ Source: Singapore Department of Statistics

8. INDEPENDENT MARKET RESEARCH REPORT (CONT'D)

**Constant introductions of new products will drive the demand for consumer lifestyle products**

There are new products constantly being introduced in the consumer lifestyle product market. These product introductions may differ or improve in terms of design styles, functions or purpose, features and technology.

For instance, cooking used to be a labour-intensive chore which has now evolved to become more convenient due to the invention of various products which simplify the food preparation and cooking process. With technology or new products, certain aspects of food preparation or cooking are simplified or more convenient, such as chopper to cut food, juicer for making juice, non-stick pans to cook food with minimal food sticking on the surface, and coffee machine to make coffee. This has led to shortened preparation and cooking time with minimal effort, which could be redirected to doing other things. Dishes and meals that previously take long hours and plenty of effort to prepare and cook can now be completed in lesser time with minimal effort. Consequently, this will drive demand for home and living products.

Further, apparel and fashion products are driven by the dynamic nature of fashion trends. Consumers are generally receptive to the frequently changing fashion trends, resulting in relatively shorter product lifecycles for apparel and fashion products. There are many festivities throughout the year in Malaysia and Singapore, during which promotional activities are heightened, and will boost the sales for apparel and fashion products as consumers will purchase these products to celebrate the festive period or to buy as gifts. As such, new collections are constantly being introduced to the market and will create demand for apparel and fashion products.

In addition, the technological advancements of home fitness products have led to the development of smart fitness equipment and interactive fitness application that offer personalised workout experiences. These products often feature real-time performance tracking and interactive content which can enhance the engagement of home fitness products. As such, the development of new home fitness products will create consumer demand for the products.

Thus, the continuous development of technology and evolving market trends are expected to boost the demand for consumer lifestyle products, which will drive the consumer lifestyle product market.

SUPPLY CONDITIONS

Availability of supplies of consumer lifestyle products

Supplies of consumer lifestyle products are sourced from local or overseas manufacturers, brand owners or distributors. As such, the supply of products is dependent on the network of suppliers and is subject to factors such as availability of materials and supplies to manufacture the product, import restrictions and foreign exchange rates.

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8. INDEPENDENT MARKET RESEARCH REPORT (CONT'D)**COMPETITIVE OVERVIEW**

In order to be comparable with Oasis Group, this IMR report highlights industry players that are involved in the live commerce marketing of consumer lifestyle products, particularly home and living products, beauty and personal care products, apparel and fashion products as well as wellness products.

The competitive landscape comprises industry players that are involved in the live commerce marketing of third-party brands as well as marketers and sellers of their own brand of consumer lifestyle products who sell their products via live commerce marketing.

PROVIDENCE has identified 6 industry players, including the Group, on the basis that:

- (i) these industry players are involved in live commerce marketing of home and living products, beauty and personal care products, apparel and fashion products as well as wellness products; and
- (ii) these industry players have a revenue of RM15.0 million and above in the latest audited financial year ("FYE").

The table below sets out the details of the industry players ⁽ⁱ⁾⁽ⁱⁱ⁾⁽ⁱⁱⁱ⁾:

| Company name | Has their own in-house brand | Latest audited FYE | Revenue (RM'000) | Gross profit ("GP") (RM'000) | Profit/Loss After Tax ("PAT/LAT") (RM '000) | GP margin (%) ^(iv) | PAT margin (%) ^(v) |
|--------------------------------|------------------------------|------------------------------|------------------|------------------------------|---|-------------------------------|-------------------------------|
| Oasis Group | ✓ | 30 June 2024 | 54,821 | 24,395 | 8,067 | 44.5 | 14.7 |
| New Me Marketing Sdn Bhd | ✓ | 30 June 2023 ^(vi) | 28,682 | 4,976 | 1,513 | 17.3 | 5.3 |
| QR Oyes Sdn Bhd | ✓ | 31 December 2023 | 27,114 | 6,217 | (2,451) | 22.9 | - |
| Elite High Sdn Bhd | - | 30 September 2023 | 21,525 | 4,445 | (177) | 20.7 | - |
| 123 Live Mall Malaysia Sdn Bhd | ✓ | 31 December 2023 | 18,127 | 6,442 | 879 | 35.5 | 4.8 |
| Fortuna Express Sdn Bhd | - | 31 December 2023 | 15,730 | 1,216 | 240 | 7.7 | 1.5 |

Notes:

- (i) Information based on publicly disclosed information as at 28 October 2024.
- (ii) This list is not exhaustive. Exempt private companies and companies with revenues below RM15.0 million have been excluded from this list.
- (iii) The list above has been arranged based on revenue, in a descending order.
- (iv) GP margin is computed based on GP divided by revenue.
- (v) PAT margin is computed based on PAT divided by revenue.
- (vi) Financial period is from 26 January 2022 to 30 June 2023.

Source: Companies Commission of Malaysia, various company websites, PROVIDENCE

Amongst other industry players involved in live commerce marketing of home and living products, beauty and personal care products, apparel and fashion products as well as wellness products, Oasis Group was the largest in terms of revenue generated in the latest FYE.

In order to set up a company marketing consumer lifestyle products through live commerce sessions, new entrants need sufficient capital to purchase these products, which may come with a minimum order quantity. However, industry players need not incur high capital expenditures to set up physical retail outlets or manufacturing facility(ies) as this may be outsourced to a manufacturer. Instead, industry players may need to invest in equipment such as mobile phones, lighting and microphones, which are relatively lower in cost. Thus, the barriers to entry faced by a company involved in live commerce marketing of consumer lifestyle products are moderately low.

Nevertheless, in order to be successful, an industry player involved in the marketing of consumer lifestyle products through live commerce must possess relevant skills, industry expertise and experience to perform live commerce marketing. This involves planning and preparation of suitable content that is relevant to the target audience, and interaction with audiences during the live commerce sessions in an engaging manner. Further, the industry player must be able to garner a substantial follower base in order to create visibility, reach a wider audience, and increase engagement. In addition, industry players must also have the resources and expertise to invest in digital advertising to boost the reach and visibility of

8. INDEPENDENT MARKET RESEARCH REPORT (CONT'D)



their posts and live commerce sessions to reach out to a larger target market and increase the likelihood of conversion into sales, as well as sustain and grow their follower base.

Apart from the above, the industry player must also be able to select products that are relevant and appeal to customer needs, preferences and trends to market, have the capability to build a brand reputation and sales channel to market and sell the products, and determine suitable pricing strategies for the intended target market.

MARKET SHARE

Based on the revenue generated by Oasis Group from Malaysia of RM38.8 million for the FYE 30 June 2023 and the total market size for home and living, beauty and personal care, wellness, apparel and fashion products in Malaysia of RM96.6 billion in 2023, Oasis Group garnered a market share of approximately 0.04% in 2023. Oasis Group's market share in Malaysia was 0.04% in 2022, with a revenue of RM37.2 million generated from Malaysia for the FYE 30 June 2022 and a total market size for home and living, beauty and personal care, wellness, apparel and fashion products in Malaysia of RM88.3 billion in 2022.

Based on the revenue generated by Oasis Group through online sales channels in Malaysia of RM37.2 million for the FYE 30 June 2023 and the total market size for home and living, beauty and personal care, wellness, apparel and fashion products sold through online sales channels in Malaysia of RM12.6 billion in 2023, Oasis Group garnered a market share of approximately 0.3% in 2023. Oasis Group's market share in Malaysia was also 0.3% in 2022, with a revenue of RM36.5 million generated through online sales channels in Malaysia for the FYE 30 June 2022 and a total market size for home and living, beauty and personal care, wellness, apparel and fashion products sold through online sales channels in Malaysia of RM10.9 billion in 2022.

Oasis Group's market share in Singapore was minimal in 2022 and 2023.

2 PROSPECTS AND OUTLOOK FOR OASIS GROUP

The demand for consumer lifestyle products has generally been growing over the years. In particular, home and living products sales value in Malaysia grew at a CAGR of 5.4% between 2017 and 2023, while the sales value of beauty and personal care products in Malaysia grew at a CAGR of 6.9%. At the same time, the sales value of apparel and fashion products in Malaysia grew at a CAGR of 3.4% and the sales value of wellness products in Malaysia grew at a CAGR of 9.0%.

During the same period, the home and living products sales value in Singapore grew at a CAGR of 3.8%, while the beauty and personal care products sales value increased at a CAGR of 3.1%. Meanwhile, the apparel and fashion products sales value in Singapore increased at a CAGR of 1.5% and the wellness products in Singapore grew at a CAGR of 4.1%.

Much of these sales were driven by online channels in Malaysia and Singapore, wherein sales of the abovementioned product categories grew at CAGRs ranging from 20.1% to 33.9% in Malaysia and 11.6% to 34.9% in Singapore. This is largely contributed by the surge of online sales activities in 2020 and 2021 due to the COVID-19 pandemic.

The growth of consumer lifestyle product market has been, and is expected to be, largely driven by the following factors:

- (i) Improved accessibility to consumers through online sales channels, including live commerce channels, leading to higher sales of consumer lifestyle products;
- (ii) Long-term economic growth leading to increasing disposable income, as well as population growth will boost the consumer lifestyle product market; and
- (iii) Constant introductions of new products will drive the demand for consumer lifestyle products.

As an industry player involved in the marketing and selling of consumer lifestyle products in Malaysia and Singapore, Oasis Group stands to benefit from the positive outlook of the consumer lifestyle product market in Malaysia and Singapore. Oasis Group also stands to benefit from the growing online sales and live commerce market as Oasis Group primarily markets and sells its products through these channels.

9. RISK FACTORS

Before investing in our Shares, you should pay particular attention to the fact that we and to a large extent, our business and operations are subject to legal, regulatory and business risks where we operate. Our operations are also subject to a number of factors, many of which are outside our control. Before making an investment decision, you should carefully consider, along with the other matters in this Prospectus, the risks and investment considerations set out below.

9.1 RISKS RELATING TO OUR BUSINESS AND OPERATIONS

9.1.1 **Our success is dependent on our brands and our reputation, and we may be subject to product liability claims**

We believe that the brand recognition of our “Oasis” brands which we have built up over the past 13 years has contributed significantly to the growth and success of our business. We believe that our reputation is critical to our continued ability to attract individual customers to shop via our online and offline sales channels and maintain relationships with our corporate customers.

Any unintended occurrence of events which negatively impact our brand name and/or reputation may deter individual customers from shopping with us as well as discourage our corporate customers from conducting business with us. Such events include incidents relating to the quality or safety of our products or our business practices, which may be beyond our control. For example, the transportation, storage and handling of our products may subject our products to risks of product damages, deterioration or defects, which could potentially impact our product quality or safety.

Increasingly, shoppers are using social media platforms to provide feedback and information on their shopping experience in a manner that may result in a rapid and broad dissemination of such feedback. This is apparent in our business as our sales are mainly generated from online sales channels, especially live commerce. Customer complaints in relation to amongst others, our failure to meet consumer expectations with respect to our products, delivery times, customer support or other matters could have a negative impact on our reputation, if disseminated widely and not handled appropriately.

Further, any actual or perceived position represented by our Group on social, environmental, or other sensitive issues, and any perceived lack of transparency about those matters, could harm our reputation with certain customer demographics. There is no assurance that any negative publicity will not have an adverse impact on our business and financial performance.

Although we source third-party products from suppliers and the manufacturing of in-house brand products are undertaken by OEMs, we may still be perceived by the general public to also be responsible for the manufacture of such products. Any negative publicity or claims in relation to such products would adversely affect our reputation and the brands of our in-house brand products.

If the products we sell are damaged, defective, contain other unintended features which may result in injury or are harmful or are subsequently subject to product recalls by the manufacturer, we may be liable for product defects under applicable consumer protection laws. While we inspect and review product samples supplied to us to ensure that the product features and functionality are as per described, and our products are required to obtain the necessary certifications from the relevant regulatory agencies, there is no assurance that the subsequent products supplied to us do not have any product defects or do not comply with the required certifications. If this were to occur, there is also no assurance that we will not be subject to any regulatory penalties or sanctions in the event of such occurrences.

9. RISK FACTORS (CONT'D)

Third parties who suffer injury or damage as a result of a product malfunction may bring claims or legal proceedings against us as the seller of the product, notwithstanding that we are not the manufacturer of such products.

Since the commencement of our business operations till the LPD, we have not been subject to any claims or sanctions by any such third parties and/or regulatory authorities in relation to any product defects.

9.1.2 We may not timely identify or effectively respond to customer needs and preferences, which could adversely impact demand for our products

Our success depends on our ability to identify and respond promptly to changing customer needs and preferences, while managing inventory levels across our wide range of products to ensure that we have sufficient product stocks. This involves predicting products that customers will demand as well as identifying the suitable sales channel to market and sell these products.

If we fail to accurately forecast changing customer needs and preferences to source, market and sell products that customers demand and market through appropriate and popular sales channels, we may miss the opportunity to capture customers' interest based on emerging consumers' preference. This would consequently adversely impact our business and financial performance.

Since our commencement of business till to-date, we have been able to accurately forecast changing customer needs and preferences to pivot from selling our products as corporate gifts, incentives and/or promotional items to corporate customers and selling through departmental stores to individual customers in the past, to presently focusing on online sales channels particularly live commerce sessions. However, there is no assurance that we will be able to accurately forecast changing customer needs and preferences in the future.

9.1.3 Any prolonged disruptions in the operations of third-party hosting platforms for our live commerce channels or termination of our live commerce channel(s) by third-party hosting platforms could adversely impact our business and financial performance

Our live commerce channels are presently hosted using the Live feature on Facebook and TikTok. We are thus dependent on the continued performance, reliability and availability of Facebook and TikTok to continuously host our live commerce channels as at the LPD.

Operational disruptions to third-party hosting platforms including our pages on Facebook and TikTok, may occur due to factors beyond our control such as computer viruses and malwares and other cyber-attacks. Should there be prolonged disruptions to the availability of third-party hosting platforms such as Facebook and TikTok, this would hinder our business processes which could have an adverse impact on our business and financial performance.

In addition, should third-party hosting platforms such as Facebook and TikTok change their commercial terms and incur higher charges, and should these terms be unfavourable to us in the future, we would not be able to enjoy the profit margins we presently enjoy or have to find an alternative third-party hosting platform(s) to host our live commerce channels. There is no assurance that we will be able to find another alternative third-party hosting platform which has commercial terms that are favourable to us, or that we will be able to secure the number of followers we presently have on Facebook and TikTok on the new third-party hosting platform.

9. RISK FACTORS (CONT'D)

Further, should our live commerce channel(s) be terminated or suspended by third-party hosting platforms, or should any of the third-party hosting platforms undergo a nationwide ban by the Government in Malaysia or any key markets we serve in the future, our sales performance may be temporarily impacted as we are unable to conduct our live commerce sessions on the said channel(s) or third-party hosting platforms. There is also no assurance that we will be able to resume our live commerce channel(s) after it has been terminated.

As we operate our live commerce channels on both Facebook and TikTok, we can still operate on either of these third-party hosting platforms in the event one of these platforms is disrupted or banned in the country(ies) we serve. Despite this, we will still be impacted if there are any prolonged disruptions to the operations of any of these third-party hosting platforms in the future.

Since the commencement of our business operations till the LPD, we have not been subject to any disruptions in the operations of third-party hosting platforms. However, there can be no assurance that we will face such disruptions in the future.

9.1.4 We are dependent on our Executive Directors for the continuing success of our Group

The continued success of our business is dependent, to a significant extent, on the experience, business relationship, technical expertise and industry know-how of our Executive Directors.

Our Executive Directors, namely DTYS and DTJW, are involved on full time basis in the day-to-day management and operations of our Group. The in-depth knowledge and experience of DTYS and DTJW in sales and marketing are valuable to us and our business expansion strategies. Our Executive Directors are vital for the direction, leadership, business planning and development, and management of our operations, in addition to formulating and implementing strategies to drive the future of our Group. They are also the main spokespersons of our Group and have played an important role in generating sales. Presently, in addition to their role in managing the overall operations of our Group including conducting live commerce sessions, they are also focused on training and developing new live hosts to drive the growth of our live commerce sales channels.

As such, the loss of any of our Executive Directors without suitable or timely replacements may result in an adverse effect on our Group's operations and may eventually affect our ability to maintain and/or improve our business or financial performance.

9.1.5 We are subject to regulatory conditions relating to our products in Malaysia and we are dependent on the licence granted by the MDTCL to provide our reward and loyalty programme

As we market and sell a broad range of wellness and beauty products in Malaysia and international markets such as Singapore, we are subject to regulations relating to the marketing and sale of such products and food safety.

Although we have complied with the regulations of the health supplements and beauty products we market and sell, there is no assurance that such regulations may become more stringent in the future or may require us to incur additional costs and time to ensure compliance.

As such, our business could be adversely affected in the event of changes in regulatory requirements which are unfavourable to us, resulting in us not being able to market and sell these products. Further, in the event that additional costs incurred to ensure compliance to new regulations cannot be passed on to our customers, we will have to absorb the additional costs incurred, which in turn, would adversely impact the profitability of our business.

9. RISK FACTORS (CONT'D)

In addition, as a way to encourage repeat sales and loyalty to our "Oasis" brand, we offer a loyalty and reward programme to our active Members and Affiliates through Oasis Home, which requires us to hold a valid direct sales licence granted by the MDTCL, further details of which are set out in Annexure A1 of this Prospectus.

It is mandatory for us to comply with the relevant requirements, regulations and conditions imposed by the MDTCL in order to maintain our licence, which has a validity period of 2 years. The MDTCL could also change the requirements, regulations and conditions resulting in our failure to comply or higher costs incurred to fulfil the new requirements, regulations and conditions, or limit the validity period. Failure to comply may result in our licence being revoked, suspended or not renewed and our Group and our Directors and officers may be further liable to a fine and/or imprisonment, or to both. This will result in our Group being restricted or prohibited from conducting our business by way of Affiliate marketing via Oasis Home, which in turn may cause a loss in revenue from sales to our active Members and Affiliates. In such event, our business, financial position and prospects may be materially and adversely affected.

We had not needed to renew our direct selling licence in the past as the validity period of our direct selling licence is until March 2025, and there can be no assurance that we will be able to successfully renew our direct selling licence in the future.

For the Financial Years Under Review and up to the LPD, our Group did not encounter any changes in regulatory requirements that were unfavourable to our Group, causing our Group to be unable to market and sell our products.

9.1.6 Our third-party fulfilment service providers handle the storage and delivery of our products and thus, we are subject to any prolonged operational disruption by our third-party fulfilment service providers

Currently we engage 2 third-party fulfilment service providers based in Subang, Selangor and Shah Alam, Selangor to provide fulfilment services. This has enabled us to focus on marketing and selling our products.

As most of our products are stored and delivered by our third-party fulfilment service providers, any significant disruption in the operations of our third-party fulfilment service providers could affect the timely delivery of our products, or result in product damages or loss in products. For instance, fires and floods could damage our products while break-ins could result in theft of our products. The timely delivery of the products may also be impacted by any inefficiencies or human errors that may lead to delays in our customers receiving their products.

Although we have in place fire insurance to compensate us for any loss or damages of products caused by the fire, we may receive complaints from our customers as a result of such delays. In addition, any unexpected termination or non-renewal of agreement by our third-party fulfilment service providers may result in a significant disruption in the operations of our business.

If we are unable to arrange for other third-party fulfilment service provider, or arrange for deliveries of the products or address customer complaints in a timely manner, our reputation and sales performance may be affected as customers may choose to shop from other sellers. In some cases, we may also be required to refund the order value to customers, which could adversely impact our Group's financial performance.

The occurrence of any of the events above could have an adverse impact on our business and financial performance until such disruptions are resolved. There is no assurance that we will be able to restore our operations and/or secure other third-party fulfilment service providers in a timely manner and on terms and conditions which are commercially acceptable to us.

9. RISK FACTORS (CONT'D)

For the Financial Years Under Review and up to the LPD, our Group did not encounter any disruption to the operations of our third-party fulfilment service providers which had a significant impact on our business or financial performance.

9.1.7 Any disruptions in the supply of products from our suppliers may have an adverse impact on our business and financial performance

As at the LPD, we have a portfolio of approximately 3,481 SKUs, of which approximately 2,078 SKUs are our in-house brand products and approximately 1,403 SKUs are third-party products. Our in-house brand products are manufactured by OEMs, while the third-party products are procured from trading houses and manufacturers. We do not enter into long-term agreements or contracts with our suppliers.

Any disruptions or cessation of supply from our suppliers may result in a shortage of supply of our products which may affect our sales performance.

For the Financial Years Under Review and up to the LPD, our Group did not encounter any major disruptions which had significantly impacted our business and financial performance.

9.1.8 We are subject to risk of unfavourable changes in the commercial terms with our suppliers which may affect our profit margin

Whilst we do not enter into long-term agreements or contracts with our suppliers, we negotiate commercial terms with them on purchase order basis. These commercial terms include the pricing, volume to be supplied, credit terms and/or warranty.

If we are unable to secure commercial terms with these suppliers that are favourable to us in the future, we would have to increase the selling price of our products or find alternative suppliers or find alternative products. There is also no assurance that we would be able to negotiate favourable terms currently enjoyed with our suppliers or with alternative suppliers, or that we will be able to find alternative products that are as saleable or of comparable quality, and this would have an adverse impact on our business and financial performance.

9.1.9 Any failure to operate and maintain our mobile application and website, Oasis Home, could have a material adverse effect on our business, financial performance and prospects

We are, to a certain extent, dependent on the continued performance, reliability and availability of our mobile application and website, i.e. Oasis Home to sell our products through online sales channels. Oasis Home can be used by our Members and Affiliates to purchase our products, whereby our Members and Affiliates will have access to track their orders, accumulate and check their rewards points as well as to claim/ redeem discount vouchers. In addition, Affiliates will have access to a dashboard on their Oasis Home personal account which displays their cash bonuses earned, total value of products purchased by them, total number of individual customers they have referred and progress of their sales milestones.

If we are not able to provide Members and Affiliates with secure and reliable access to our mobile application and website, this may cause us to lose Members and Affiliates and alongside that, potential sales.

Any damage or interruption to our mobile application and website due to a variety of causes such as computer viruses and malware, cyber-attacks, physical damage to our servers and other hardware would hinder our business processes which could have an adverse impact on our business and financial performance. Further, as our mobile application and website is developed by a third-party service provider, if the third-party service provider refuses to continue providing us service and carry out the developments and upgrades of our mobile application and website, or if they cease business (death, insolvency etc), we will have to find an alternative third-party service provider.

9. RISK FACTORS (CONT'D)

Our mobile application and website are also exposed to the risk of cyber-attacks including spyware and other malware issues which may lead to breaches in customers' data that could potentially harm our reputation and business. Such malfunctions, system failures and cyber-attacks may potentially disrupt our operations and cause our individual customers, including Members and Affiliates to lose confidence in our security measures and expose us to litigation, regulatory action or liability as a result of violation of relevant privacy, data security and other laws which in turn may have an adverse impact on our business and financial performance.

During the Financial Years Under Review, there were no interruptions or disruptions to our mobile application, website and other online platforms that materially disrupted our business operations. However, there is no assurance that this will not occur in the future.

9.1.10 We may not be able to successfully implement our business strategies and future plans

As part of our business strategies and future plans as set out in Section 7.21 of this Prospectus, we intend to establish more live commerce channels, extend our range of consumer lifestyle products and set up our New HQ and own fulfilment centre. There is no assurance that we will be able to anticipate all the business and operational risks arising from our business strategies and future plans.

There can be no assurance that we will be able to execute business strategies and future plans successfully and in a sustainable manner and in such event, we may not be able to recoup our investments or achieve the expected rate of return for these investments which may impact our business and financial performance.

9.1.11 We are exposed to fluctuations in foreign exchange rates

While our purchases are dependent on the mix of products that we are selling in the particular Financial Years, approximately 16.29% to 97.53% of our Group's purchases during the Financial Years Under Review are from suppliers based in international countries, namely China and Spain, are denominated in USD, EUR and RMB.

As such, any foreign exchange fluctuations may have an impact on our Group's operating profits. At present, we do not use any financial instruments to hedge our exposure against transactions in foreign currencies. However, we will continue to assess the need to utilise financial instruments to hedge our currency exposure, taking into consideration factors such as foreign currency involved, exposure period and transaction costs.

9.1.12 We are exposed to infringement claims by third parties relating to their intellectual property rights

Due to the large number and range of products we market and sell, we are vulnerable to claims by third parties that a certain product that we market and sell breaches such third-party's intellectual property rights. For instance, the products we market and sell might bear resemblances to other established brands.

Furthermore, we generally rely on our suppliers, including our OEMs and trading houses to ensure that our products do not infringe third-party intellectual property rights. However, even in the event that an infringement of third-party intellectual property rights may be attributable to or caused by the error or fault of one of our suppliers, we are likely to be subject to claims and adverse publicity. As we typically do not have written contracts with our end suppliers, we may not have any contractual recourse to our suppliers for such claims. We may incur significant costs to defend against such claims by third parties or to enforce the intellectual property rights that we use, and there can be no assurance that we would prevail in any such proceedings.

9. RISK FACTORS (CONT'D)

Such proceedings, including litigation, may result in a diversion of our resources and may lead to counterclaims or claims from other parties against us, which could have a material adverse effect on our business, prospects and financial performance.

During the Financial Years Under Review, we have not been subjected to any claims relating to breach of third party's intellectual property rights. However, there is no assurance that this will not occur in the future.

9.1.13 We are subject to the risk of inadequate insurance coverage

We maintain insurance coverage for our business operations. Currently, the insurance policies taken out by us include, amongst others, fire for our premises and third-party fulfilment service providers. All these insurance coverages are subject to exclusions and limitations of liability both in amount and with respect to the insured events. As at LPD, the total sum insured by our Group is RM23.14 million.

We believe our current insurance coverage is adequate for our business and level of operations. Nonetheless, there can be no assurance that our insurance coverage would be adequate to cover the losses, damages or liabilities or to compensate the claims, which we may incur in the course of our business operations. To the extent that any such risks are uninsured, not covered under our insurance policies, or where the insurance protection is insufficient to cover such risks, we may have to bear such losses, damages or liabilities and consequently our business and financial performance may be materially and adversely affected. Further, there can be no assurance that such insurance policies will continue to be available on terms acceptable to us.

During the Financial Years Under Review, there were no material insurance claims made by our Group.

9.2 RISKS RELATING TO OUR INDUSTRY

9.2.1 We face competition from other industry players

Notwithstanding our competitive advantages and key strengths, we continue to face competition from existing and prospective competitors which may be capable of offering similar products and services.

We will leverage on our future expansion plans to enhance our competitiveness. Additionally, through our IPO, we expect to establish a stronger corporate profile and higher market presence in the industry both locally and internationally, through our marketing, branding and promotional activities via online sales channels.

Whilst we strive to remain competitive, there can be no assurance that any change in the competitive environment would not have any material and adverse impact on our business and financial performance.

9.2.2 We face risks arising from political, economic, social and regulatory changes

Our business may be affected by political, economic, social and regulatory changes. Such developments include, but are not limited to, changes in political leadership, changes in general economic and business conditions, fiscal and monetary policies of the Government such as methods of taxation and tax policies, unemployment trends and other matters that influence consumer confidence and spending.

9. RISK FACTORS (CONT'D)

Consumer demand for consumer lifestyle products is driven by increasing disposable income and affluence of population. In general, a strong Malaysian economy helps boost consumer spending on these products while a weak Malaysian economy may result in consumers being more cautious in their spending. In view of the outbreak of the COVID-19 virus in 2020, Malaysia recorded a 5.63% decrease in GDP in 2020, indicating adverse economic conditions for the year. While the economy is gradually recovering, any sudden occurrence of similar pandemic as the COVID-19 may again lead to loss of businesses and jobs, pay cuts or lower salary growth, increase in unemployment rate and reduction in consumer purchasing power. This may again result in economic uncertainty, whereby consumers will be more prudent in their spending and may withhold from buying non-essential goods which may include home and living, beauty and personal care, and wellness products, thus may affect the overall demand for these products.

Any other adverse change in the economic conditions of Malaysia including any unfavourable change in inflation rates, interest rates and foreign exchange rates, expropriation, adverse changes in political leadership and unfavourable change in government policies and regulations could have an adverse impact on our business, financial performance and prospects.

9.3 RISKS RELATING TO THE INVESTMENT IN OUR SHARES**9.3.1 There is no prior market for our Shares**

Prior to our Listing, there has been no prior market for our Shares. Our Listing does not guarantee that an active market for the trading of our Shares will develop, or if developed, that such market can be sustained. There is also no assurance as to the liquidity of the market that may develop for our Shares, the ability of holders to sell our Shares or the prices at which holders would be able to sell our Shares.

There also can be no assurance that the IPO Price which has been determined after taking into consideration the factors as set out in Section 4.5 of this Prospectus will correspond to the price at which our Shares will be traded on the ACE Market upon or subsequent to our Listing.

9.3.2 There may be a delay in or abortion of our Listing

Our IPO is exposed to the risk of potential failure or delay should the following events, amongst others, occur:

- (i) the Underwriter exercising its rights under the Underwriting Agreement to discharge itself of its obligations under such agreement;
- (ii) we are unable to meet the public spread requirements of the Listing Requirements, i.e. at least 25.00% of our issued and paid-up capital for which listing is sought must be held by a minimum number of 200 public shareholders holding not less than 100 Shares each at the time of Listing; or
- (iii) the revocation of the approvals from the relevant authorities prior to our Listing and/or admission for whatever reason.

9. RISK FACTORS (CONT'D)

Where prior to the issuance and allotment of our IPO Shares:

- (i) the SC issues a stop order pursuant to Section 245(1) of the CMSA, the applications shall be deemed to be withdrawn and cancelled and our Company shall refund all monies paid in respect of the applications for our IPO Shares within 14 days of the stop order, failing which our Company shall be liable to return such monies with interest at the rate of 10% per annum or at such other rate as may be specified by the SC pursuant to Section 245(7)(a) of the CMSA upon expiration of that period until full refund is made; or
- (ii) our Listing is aborted, investors will not receive any of our IPO Shares, all monies paid in respect of all applications for our IPO Shares will be refunded free of interest.

Where subsequent to the issuance and allotment of our IPO Shares:

- (i) the SC issues a stop order pursuant to Section 245(1) of the CMSA, any issue of our IPO Shares shall be deemed to be void and all monies received from the applicants shall be forthwith repaid and if any such money is not repaid within 14 days of the date of service of the stop order, our Company shall be liable to return such monies with interest at the rate of 10% per annum or at such other rate as may be specified by the SC pursuant to Section 245(7)(b) of the CMSA upon expiration of that period until full refund is made; or
- (ii) our Listing is aborted other than pursuant to a stop order by the SC, a return of monies to our shareholders could only be achieved by way of a cancellation of share capital as provided under the Act and its related rules. Such cancellation can be implemented by either:
 - (a) the sanction of our shareholders by special resolution in a general meeting, consent by our creditors (unless dispensation with such consent has been granted by the High Court of Malaya) and the confirmation of the High Court of Malaya, in which case there can be no assurance that such monies can be returned within a short period of time or at all under such circumstances; or
 - (b) the sanction of our shareholders by special resolution in a general meeting supported by a solvency statement from our Directors.

9.3.3 The trading price and trading volume of our Shares following our Listing may be volatile

The trading price and volume of our Shares could be subject to fluctuations in response to various factors, some of which are not within our control and may be unrelated or disproportionate to our operating results. These factors may include variations in the results of our operations, changes in analyst's recommendations or projections, changes in general market conditions and broad market fluctuations.

In addition, the performance of Bursa Securities is very much dependent on external factors such as the performance of the regional and world bourses and the inflow or outflow of foreign funds, economic and political conditions of the country as well as the growth potential of the various sectors of the economy. These factors invariably contribute to the volatility of trading volume witnessed on Bursa Securities, thus adding risks to the market price of our Shares.

9. RISK FACTORS (CONT'D)

9.3.4 There is no assurance of payment of dividends to our shareholders

It is the intention of our Board to recommend and distribute a dividend of not less than 30% of our consolidated PAT. However, our Group's ability to distribute dividends or make other distributions to our shareholders is subject to various factors, such as profits recorded, excess of funds not required to be retained for working capital for our business, capital expenditure and other investment plans.

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. If we do not pay dividends or pay dividends at levels lower than that anticipated by investors, the market price of our Shares may be negatively affected.

Please refer to Section 12.14 of this Prospectus for further information on our dividend policy.

9.3.5 The sale, or the possible sale, of a substantial number of our Shares in the public market following our Listing could adversely affect the price of our Shares

Following our Listing, we will have in issue 500,000,000 Shares, of which up to 150,000,000 Shares, will be held by investors participating in our Listing (representing approximately 30.00% of our enlarged issued Shares) and 64.25% will be held by the Promoters and substantial shareholders via their direct interests in our Company. Our Shares offered pursuant to our Listing will be tradable on the ACE Market of Bursa Securities following our Listing.

Notwithstanding our existing level of cash and cash equivalents, we may issue additional Shares in connection with our financing activities or otherwise. In addition, the Promoters and substantial shareholders could dispose of some or all of our Shares that they hold after the moratorium period pursuant to their own investment objectives. If the Promoters and substantial shareholders sell, or are perceived as intending to sell, a substantial amount of our Shares that they hold, the market price for our Shares could be adversely affected.

9.4 OTHER RISK

9.4.1 Our Promoters will be able to exert significant influence over our Company

Upon completion of our IPO, our Promoters will collectively hold an aggregate of 195,260,000 Shares, representing approximately 39.05% of our enlarged issued Shares. As a result, these shareholders, acting together, will be our controlling shareholders and have voting control over our Company and are expected to have significant influence on the outcome of certain matters, unless they are required to abstain from voting by law and/or by the relevant authorities.

Nevertheless, our Company has appointed 4 Independent Directors and they will play an active role in our Board's deliberations to ensure future transactions involving related parties are entered into on an arms-length basis, so as to facilitate good corporate governance whilst promoting greater corporate transparency.

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10. RELATED PARTY TRANSACTIONS

10.1 OUR GROUP'S RELATED PARTY TRANSACTIONS

10.1.1 Material related party transactions entered into by our Group

Save as disclosed below and the acquisition by our Company of our subsidiaries namely Kitchen Harmony, Oasis Livingware, Oasis SG, Oasis Swiss and Oasis Wellness (as disclosed in Section 6.1 of this Prospectus), there are no existing or proposed material related party transactions which involved the interest, direct or indirect, of our Directors, substantial shareholders and/ or persons connected with them for the Financial Years Under Review and from 1 July 2024 up to the LPD:

| No. | Transacting parties | Nature of relationship | Nature of transaction | FYE 2022 | FYE 2023 | FYE 2024 | From 1 July 2024 up to the LPD |
|------|---|--|--|--------------------------|----------|----------|--------------------------------|
| | | | | RM'000/% | RM'000/% | RM'000/% | RM'000/% |
| (i) | <p><u>Seller:</u> Oasis Swiss</p> <p><u>Customer:</u> Giftmate Sdn Bhd ("Giftmate")⁽¹⁾</p> | <p><u>Interested Director</u> DTYS⁽²⁾</p> | Sale of Quantum-ion mask to Giftmate. ⁽³⁾ | 6/ ^(a) 0.01 | - | - | - |
| (ii) | <p><u>Landlord:</u> DTYS</p> <p><u>Tenant:</u> Oasis Swiss</p> | <p><u>Interested Director</u> DTYS⁽²⁾</p> | Rental of an industrial building for use as office and warehouse. ⁽⁴⁾ | 150/ ^(b) 2.06 | - | - | - |

Notes:

- (a) Based on our Group's audited revenue for FYE 2022.
- (b) Based on our Group's administrative expenses for FYE 2022.
- (1) DTYS was a Director of Giftmate and he did not hold any shares in Giftmate. On 26 April 2022, he resigned as a Director of Giftmate.
- (2) DTYS is our Promoter, substantial shareholder and Executive Director.
- (3) The sale of Quantum-ion mask to Giftmate was conducted at arms-length, whereby the selling price of the Quantum-ion mask was at normal wholesale price extended to Oasis Swiss' other customers. No further transactions were entered between Oasis Swiss and Giftmate after FYE 2022.
- (4) Oasis Swiss entered into a tenancy agreement with DTYS dated 21 September 2021 for the rental of a property located at No 27, Jalan PP 11/3, Taman Putra Perdana, 47130 Puchong, Selangor, Malaysia for the period 1 October 2021 to 31 July 2022 which was used as storage. The monthly rental rate was RM15,000 which was determined based on the prevailing market rental rates of comparable properties located within the vicinity of the property.

10. RELATED PARTY TRANSACTIONS (CONT'D)

The related party transactions entered into by our Group as disclosed above were carried out on an arm's length basis, and on normal commercial terms which were not more favourable to the related parties than those generally available to the public and were not to the detriment of the minority shareholders. In addition, DTYS and DTJW have also, in the ordinary course of business, purchased goods from our Group for which they are entitled to staff discount. For the avoidance of doubt, all employees of our Group are entitled to a staff discount of up to 15.00%.

Following our Listing, our Audit and Risk Management Committee will review the terms of any related party transactions and ensure that any related party transactions (including any recurrent related party transactions) are carried out on terms not more favourable to the related party than those generally available to the third parties dealing at arms' length basis with our Group and are not detrimental to the minority shareholders.

In the event there is any proposed related party transaction which requires the prior approval of our shareholders, the Directors, substantial shareholders and/or persons connected with them, which has any interest, direct or indirect, in the transaction, will abstain from voting in respect of his or her direct and/or indirect shareholdings. Such interested Directors and/or substantial shareholders will also undertake to ensure that persons connected with them will abstain from voting on the resolution approving the proposed related party transaction at a general meeting.

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10. RELATED PARTY TRANSACTIONS (CONT'D)**10.2 OTHER TRANSACTIONS****10.2.1 Transactions that are unusual in their nature or conditions**

Our Directors have confirmed that there are no transactions that are unusual in nature or conditions, involving goods, services, tangible or intangible assets, to which our Group was a party in the Financial Years Under Review and up to the LPD.

10.2.2 Loans and/or financial assistance made to or for the benefit of related parties

Our Directors have confirmed that there are no outstanding loans (including guarantees of any kind) and/or financial assistance that have been granted by our Group to or for the benefit of the related parties for the Financial Years Under Review and up to the LPD.

10.2.3 Outstanding loans and/or financial assistance from related parties for the benefit of our Group

Save as disclosed below, our Directors confirm that there are no outstanding loans (including guarantees of any kind) and/or financial assistance from related parties to our Group for the Financial Years Under Review and the subsequent period up to the LPD.

- (i) DTYS, being our Promoter, substantial shareholder and Director, had given joint and several guarantee as the Director of Oasis Swiss in favour of Hong Leong Bank Berhad for the banking facilities of up to RM4,636,000 granted to Oasis Swiss.
- (ii) DTYS and DTJW, being our Promoters, substantial shareholders and Directors, had given joint and several guarantee as the Directors of Oasis Swiss in favour of Malayan Banking Berhad for the banking facilities of up to RM3,000,000 granted to Oasis Swiss.
- (iii) DTYS and DTJW, being our Promoters, substantial shareholders and Directors, had given joint and several guarantee as the Directors of Oasis Swiss in favour of Maybank Islamic Berhad for the banking facilities of up to RM7,157,550 granted to Oasis Swiss.
- (iv) DTYS and DTJW, being our Promoters, substantial shareholders and Directors, had given joint and several guarantee as the Directors of Oasis Livingware in favour of Hong Leong Bank Berhad for the banking facilities of up to RM6,120,000 granted to Oasis Livingware.
- (v) DTYS and DTJW, being our Promoters, substantial shareholders and Directors, had given joint and several guarantee as the Directors of Oasis Livingware in favour of Maybank Islamic Berhad for the banking facilities of up to RM2,465,000 granted to Oasis Livingware.
- (vi) DTYS and DTJW, being our Promoters, substantial shareholders and Directors, had given joint and several guarantee as the Directors of Oasis Livingware in favour of Public Bank Berhad for the banking facilities of up to RM2,541,884 granted to Oasis Livingware.

In conjunction with the Listing, our Group has written to the abovementioned financiers (save for item (iii) above for which the conditional approval has been granted when the banking facilities were obtained) to discharge and/or release the personal guarantees provided by DTYS and DTJW by substituting the same with a corporate guarantee to be provided by our Company.

As at the LPD, we have received conditional approvals from the respective financiers for all the banking facilities listed above (save for item (v)) to discharge and/or release the personal guarantee provided by DTYS and DTJW which are subject to the successful Listing of our Group. In relation to item (v) above, we have received the financier's approval to discharge and/or release the personal guarantees provided by DTYS and DTJW and had accordingly substituted the personal guarantee with a corporate guarantee by our Company.

10. RELATED PARTY TRANSACTIONS (CONT'D)

10.3 MONITORING AND OVERSIGHT OF RELATED PARTY TRANSACTIONS

Any potential related party transactions to be entered into by our Group will be on arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to our Group.

Upon Listing, our Audit and Risk Management Committee will review the terms of all related party transactions (including recurrent related party transactions), and our Directors will report such transactions, if any, annually in our Company's annual report. In the event that there are any proposed related party transactions that involve the direct or indirect interest of our Directors, our interested Directors shall disclose to our Board the nature and extent of their interest including all matters in relation to the proposed related party transactions that they are aware or should reasonably be aware of, which is not in our best interest. Our interested Directors shall also abstain from any of our Board's deliberation and voting on the relevant resolutions in respect of such proposed related party transactions.

Further, we will be required to seek our shareholders' approval each time we enter, into material related party transactions in accordance with the Listing Requirements. However, if the related party transactions are deemed as recurrent related party transactions, we may seek a general mandate from our shareholders to enter into these transactions. The interested persons shall abstain from voting on the relevant resolutions in respect of such proposed related party transactions at our general meetings. Under the Listing Requirements, related party transactions may be aggregated to determine their materiality if the related party transactions occurred within a 12-month period, are entered with the same party or with parties connected to one another or if the transactions involve the acquisition or disposal of securities or interests in one particular corporation/ asset or of various parcels of land contiguous to each other.

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11. CONFLICT OF INTEREST

11.1 INTEREST IN SIMILAR BUSINESSES OF OUR GROUP, OUR CUSTOMERS AND/ OR OUR SUPPLIERS

As at the LPD, none of our Directors and substantial shareholders have any interest, direct or indirect, in other businesses and/or corporations which are:

- (i) carrying on a similar trade as our Group; and/or
- (ii) customers and/or suppliers of our Group.

Details of the interests, shareholdings and directorships in other business activities of our Directors outside our Group are disclosed in Section 5.2.3 of this Prospectus.

Upon Listing, the Audit and Risk Management Committee will supervise and monitor any potential conflict of interest situation and report to our Board for further deliberation and action as and when such situation arise. Any future transactions where the directors and substantial shareholders have direct or indirect interests in which may potentially give rise to a conflict of interest situation will be addressed based on the procedures as set out in Section 10.3 of this Prospectus to ensure that such transactions will be carried out on an arm's length basis and on normal commercial terms.

It is our Director's fiduciary duty to avoid conflict, and they are required to attend courses which provide them guidelines on their fiduciary duties. In order to mitigate any possible conflict of interest situation in the future, our Directors will declare to our Nomination Committee and our Board their interests in other companies at the onset and as and when there are changes in their respective interests in companies outside our Group. Our Nomination Committee will then evaluate if such Director's involvement gives rise to a potential conflict of interest situation with our Group's business. If our Directors are involved in similar business as our Group or business of our customers and our suppliers, our Nomination Committee shall inform our Audit and Risk Management Committee of such involvement. When a determination has been made that there is a conflict of interest of a Director, our Nomination Committee will:

- (i) Immediately inform our Board of the conflict of interest situation after deliberating with the Audit and Risk Management Committee;
- (ii) Make recommendations to our Board to direct the conflicted Director to:
 - (a) Withdraw from all his executive involvement in our Group in relation to the matter that has given rise to the conflict of interest (in the case where the conflicted Director is an Executive Director); and
 - (b) Abstain from all Board deliberation and voting in the matter that has given rise to the conflict of interest.

In relation to (b) above, the conflicted Director shall abstain from any Board discussion relating to the recommendation of our Nomination Committee and the conflicted Director shall not vote or in any way attempt to influence the discussion of, or voting on, the matter at issue. The conflicted Director, may however at the request of the Chairman of the Board, be present at the Board meeting for the purposes of answering any questions.

11. CONFLICT OF INTEREST (CONT'D)

11.2 DECLARATION BY THE ADVISERS ON CONFLICT OF INTERESTS**(i) Principal Adviser, Sponsor, Underwriter and Placement Agent**

Malaysia Building Society Berhad (“**MBSB**”) is the holding company of Malaysian Industrial Development Finance Berhad (“**MIDF**”) and MIDF Investment is a wholly-owned subsidiary of MIDF. MBSB, its subsidiaries and its related companies (collectively referred to as “**MBSB Group**”) are involved in diversified financial activities. MBSB Group has been engaged, and may in the future be engaged, in transactions with and/or perform services for Oasis Group and its affiliates, in addition to MIDF Investment’s role as the Principal Adviser, Sponsor, Underwriter and Placement Agent for the IPO. Further, in the ordinary course of business, any member of MBSB Group may at any time offer or provide its services to or engage in any transaction (on its own account or otherwise) with any member of Oasis Group and its affiliates or any other entity or transactions for its own account or the account of its customer. This is a result of the business of MBSB Group generally acting independent of each other and accordingly, there may be situations where parts of MBSB Group and/or its customers now have, or in the future, may have interest or take actions that may conflict with the said interest. Nonetheless, MBSB Group is required to comply with applicable laws and regulations issued by the relevant authorities governing its advisory business, which require, among others, segregation between dealing and advisory activities, and Chinese Walls between different business divisions.

MIDF Investment has confirmed that there is no existing or potential conflict of interest in its capacity as the Principal Adviser, Sponsor, Underwriter and Placement Agent for our IPO. The Underwriting Agreement, which certain details are set out in Section 4.10 of this Prospectus, was entered into on arm’s length basis and on market terms.

(ii) Solicitors

Wong Beh & Toh has given its confirmation that there is no existing or potential conflict of interests in its capacity as the solicitors for our IPO.

(iii) Auditors and Reporting Accountants

Baker Tilly Monteiro Heng PLT has given its confirmation that there is no existing or potential conflict of interests in its capacity as the Auditors and the Reporting Accountants for our IPO.

(iv) Independent Market Researcher

Providence Strategic Partners Sdn Bhd has given its confirmation that there is no existing or potential conflict of interests in its capacity as the IMR for our IPO.

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12. FINANCIAL INFORMATION

12.1 HISTORICAL AND PRO FORMA FINANCIAL INFORMATION

The following historical consolidated financial information for the Financial Years Under Review have been extracted from the Accountants' Report as set out in Section 13 of this Prospectus.

The historical consolidated financial information below should be read in conjunction with the "Management's Discussion and Analysis of Results of Operations and Financial Condition" in Section 12.2 of this Prospectus and our historical consolidated financial statements and the accompanying notes as set out in the Accountants' Report included in Section 13 of this Prospectus. Our historical consolidated financial statements have been prepared in accordance with MFRS and IFRS. Our audited consolidated financial statements for the Financial Years Under Review were not subject to any audit qualifications, modification and disclaimer.

12.1.1 Historical financial information

(i) Historical consolidated statements of profit or loss and other comprehensive income

The following table sets out a summary of our consolidated statements of profit or loss and other comprehensive income for the Financial Years Under Review:

| | Audited | | |
|---|---------------|---------------|---------------|
| | FYE 2022 | FYE 2023 | FYE 2024 |
| | RM'000 | RM'000 | RM'000 |
| Revenue | 40,884 | 39,966 | 54,821 |
| Cost of sales | (23,725) | (22,442) | (30,426) |
| GP | 17,159 | 17,524 | 24,395 |
| Other income | 259 | 614 | 717 |
| Selling and distribution expenses | (2,633) | (2,023) | (3,335) |
| Administrative expenses | (7,320) | (8,785) | (10,098) |
| Operating profit | 7,465 | 7,330 | 11,679 |
| Finance costs | (315) | (525) | (560) |
| PBT | 7,150 | 6,805 | 11,119 |
| Income tax expenses | (1,813) | (1,888) | (3,052) |
| PAT | 5,337 | 4,917 | 8,067 |
| Other comprehensive income, net of tax | | | |
| <i>Item that may be reclassified subsequently to profit or loss</i> | | | |
| Exchange difference on translation of foreign operations | 11 | 45 | 6 |
| Other comprehensive income for the financial years | 11 | 45 | 6 |
| Total comprehensive income for the financial years | 5,348 | 4,962 | 8,073 |

12. FINANCIAL INFORMATION (CONT'D)

| | Audited | | |
|---|-----------------|-----------------|-----------------|
| | FYE 2022 | FYE 2023 | FYE 2024 |
| | RM'000 | RM'000 | RM'000 |
| Profit attributable to:- | | | |
| Owners of the Group | 5,337 | 4,728 | 8,026 |
| Non-controlling interests | - | 189 | 41 |
| | 5,337 | 4,917 | 8,067 |
| Total comprehensive income attributable to:- | | | |
| Owners of the Group | 5,348 | 4,773 | 8,032 |
| Non-controlling interests | - | 189 | 41 |
| | 5,348 | 4,962 | 8,073 |
| EBIT ⁽¹⁾ | 7,418 | 7,185 | 11,367 |
| EBITDA ⁽¹⁾ | 8,044 | 8,117 | 12,487 |
| GP margin (%) ⁽²⁾ | 41.97 | 43.85 | 44.50 |
| PBT margin (%) ⁽³⁾ | 17.49 | 17.03 | 20.28 |
| PAT margin (%) ⁽⁴⁾ | 13.05 | 12.30 | 14.72 |
| Effective tax rate (%) ⁽⁵⁾ | 25.36 | 27.74 | 27.45 |
| EPS (RM) ⁽⁶⁾ | 1.33 | 1.18 | 2.01 |

Notes:

(1) EBIT and EBITDA are calculated as follows:

| | Audited | | |
|---------------------|-----------------|-----------------|-----------------|
| | FYE 2022 | FYE 2023 | FYE 2024 |
| | RM'000 | RM'000 | RM'000 |
| PAT | 5,337 | 4,917 | 8,067 |
| Less: | | | |
| Interest income | (47) | (145) | (312) |
| Add: | | | |
| Finance costs | 315 | 525 | 560 |
| Income tax expenses | 1,813 | 1,888 | 3,052 |
| EBIT | 7,418 | 7,185 | 11,367 |
| Add: | | | |
| Depreciation | 626 | 932 | 1,120 |
| EBITDA | 8,044 | 8,117 | 12,487 |

(2) Calculated based on GP divided by revenue.

(3) Calculated based on PBT divided by revenue.

(4) Calculated based on PAT divided by revenue.

(5) Calculated based on tax expense divided by the PBT.

(6) Calculated based on PAT attributable to owners of the Company divided by 4,000,000 issued shares.

12. FINANCIAL INFORMATION (CONT'D)**(ii) Historical consolidated statements of financial position**

The following table sets out the consolidated statements of financial position of our Group as at 30 June 2022, 30 June 2023 and 30 June 2024:

| | Audited | | |
|---|----------------|---------------|---------------|
| | 30 June | | |
| | 2022 | 2023 | 2024 |
| | RM'000 | RM'000 | RM'000 |
| ASSETS | | | |
| Non-current assets | | | |
| Property, plant and equipment | 12,573 | 13,689 | 13,773 |
| Investment property | 3,104 | 3,062 | 3,020 |
| Intangible assets | 17 | 26 | 53 |
| Deferred tax assets | 226 | 330 | 1,143 |
| Other investment | - | - | 2,024 |
| Total non-current assets | 15,920 | 17,107 | 20,013 |
| Current assets | | | |
| Inventories | 7,918 | 7,422 | 5,930 |
| Current tax assets | 127 | 658 | 400 |
| Trade receivables | 587 | 85 | 212 |
| Other receivables | 1,309 | 1,591 | 4,553 |
| Cash and short-term deposits | 9,789 | 14,863 | 19,339 |
| Total current assets | 19,730 | 24,619 | 30,434 |
| TOTAL ASSETS | 35,650 | 41,726 | 50,447 |
| EQUITY AND LIABILITIES | | | |
| Equity attributable to owners of the Group | | | |
| Share capital | 9,600 | 9,600 | 9,600 |
| Reserves | (1,488) | (1,443) | (1,437) |
| Retained earnings | 11,804 | 15,892 | 21,728 |
| | 19,916 | 24,049 | 29,891 |
| Non-controlling interests | - | 389 | - |
| TOTAL EQUITY | 19,916 | 24,438 | 29,891 |
| Non-current liabilities | | | |
| Loan and borrowings | 11,921 | 12,148 | 12,055 |
| Deferred tax liabilities | 1 | 1 | * |
| Total non-current liabilities | 11,922 | 12,149 | 12,055 |
| Current liabilities | | | |
| Loan and borrowings | 858 | 887 | 863 |
| Current tax liabilities | 111 | 350 | 161 |
| Trade payables | 986 | 1,170 | 959 |
| Other payables | 387 | 743 | 1,421 |
| Contract liabilities | 1,470 | 1,989 | 5,097 |
| Total current liabilities | 3,812 | 5,139 | 8,501 |
| TOTAL LIABILITIES | 15,734 | 17,288 | 20,556 |
| TOTAL EQUITY AND LIABILITIES | 35,650 | 41,726 | 50,447 |

(*) Less than RM1,000

12. FINANCIAL INFORMATION (CONT'D)**(iii) Historical consolidated statements of cash flows**

The following table sets out the consolidated statements of cash flows of our Group during the Financial Years Under Review:

| | Audited | | |
|--|--------------------|--------------------|--------------------|
| | FYE 2022 RM'000 | FYE 2023 RM'000 | FYE 2024 RM'000 |
| Cash flows from operating activities | | | |
| PBT | 7,150 | 6,805 | 11,119 |
| Adjustments for: | | | |
| Gain on disposal of property, plant and equipment | - | (16) | - |
| Depreciation of property, plant and equipment | 609 | 884 | 1,070 |
| Property, plant and equipment written off | - | 3 | - |
| Depreciation of investment properties | 14 | 42 | 42 |
| Amortisation of intangible assets | 3 | 6 | 8 |
| Fair value gain on other investment | - | - | (29) |
| Bad debt recovery | - | - | (2) |
| Reversal of impairment loss on trade receivables | - | - | (2) |
| Bad debts written off | 22 | 3 | - |
| Impairment loss on trade receivables | - | 2 | - |
| Unrealised foreign exchange gain | (16) | (48) | (6) |
| Finance costs | 315 | 525 | 560 |
| Interest income | (47) | (145) | (312) |
| Operating profit before changes in working capital | 8,050 | 8,061 | 12,448 |
| <u>Changes in working capital:</u> | | | |
| Inventories | (2,881) | 525 | 1,492 |
| Trade and other receivables | 2,350 | 268 | (3,094) |
| Trade and other payables | (24) | 491 | 506 |
| Contract liabilities | 359 | 517 | 3,108 |
| Net cash generated from operations | 7,854 | 9,862 | 14,460 |
| Income tax paid | (4,137) | (2,293) | (3,798) |
| Interest received | 47 | 145 | 312 |
| Net cash generated from operating activities | 3,764 | 7,714 | 10,974 |
| Cash flows from investing activities | | | |
| Purchase of property, plant and equipment | (860) | (1,100) | (282) |
| Purchase of investment properties | (576) | - | - |
| Purchase of intangible assets | (3) | (15) | (35) |
| Proceed from disposal of property, plant and equipment | - | 16 | - |
| Net cash inflow from issuance of shares by subsidiary | 497 | - | - |
| Acquisition of equity interest from non-controlling interest | - | - | (300) |
| Purchase of other investment | - | - | (1,995) |
| Net cash used in investing activities | (942) | (1,099) | (2,612) |

12. FINANCIAL INFORMATION (CONT'D)

| | Audited | | |
|--|--------------|----------------|----------------|
| | FYE 2022 | FYE 2023 | FYE 2024 |
| | RM'000 | RM'000 | RM'000 |
| Cash flows from financing activities | | | |
| Proceeds from issuance of ordinary shares | 6,000 | 200 | - |
| Repayment of term loans | (200) | (308) | (288) |
| Repayment of lease liabilities | (120) | (295) | (480) |
| Drawdown of bankers' acceptance | 265 | 221 | - |
| Repayment of bankers' acceptance | - | (265) | (221) |
| Net change in amount owing to a director | (5,709) | (8) | (47) |
| Net change in amount owing (to)/from related party | (16) | - | 16 |
| Interest paid | (315) | (525) | (560) |
| Dividend paid | - | (640) | (2,320) |
| Net cash used in financing activities | (95) | (1,620) | (3,900) |
| Net increase in cash and cash equivalents | 2,727 | 4,995 | 4,462 |
| Cash and cash equivalents at the beginning of the financial year | 7,044 | 9,789 | 14,863 |
| Effect of exchange differences on translation | 18 | 79 | 14 |
| Cash and cash equivalents at the end of the financial years | 9,789 | 14,863 | 19,339 |

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12. FINANCIAL INFORMATION (CONT'D)

12.1.2 Pro forma consolidated statements of financial position

The following table sets out a summary of the pro forma consolidated statements of financial position of our Group, to show the effects of subsequent events, Public Issue and utilisation of the proceeds raised from the Public Issue.

The pro forma consolidated statements of financial position are presented for illustrative purposes only and should be read in conjunction with the Reporting Accountants' report together with the notes and assumptions accompanying the Pro forma Consolidated Statements of Financial Position as set out in Section 12.16 of this Prospectus.

| | Consolidated Statement of Financial Position as at 30 June 2024 | Adjusted for Subsequent Events | Pro Forma I After the Subsequent Events and Public Issue | Pro Forma II After Pro Forma I and the Utilisation of Proceeds |
|---|--|---|---|---|
| | RM'000 | RM'000 | RM'000 | RM'000 |
| ASSETS | | | | |
| Non-current assets | | | | |
| Property, plant and equipment | 13,773 | 13,773 | 13,773 | 13,773 |
| Investment property | 3,020 | 3,020 | 3,020 | 3,020 |
| Intangible assets | 53 | 53 | 53 | 53 |
| Other investment | 2,024 | 2,024 | 2,024 | 2,024 |
| Deferred tax assets | 1,143 | 1,143 | 1,143 | 1,143 |
| Total non-current assets | 20,013 | 20,013 | 20,013 | 20,013 |
| Current assets | | | | |
| Inventories | 5,930 | 5,930 | 5,930 | 5,930 |
| Current tax assets | 400 | 400 | 400 | 400 |
| Trade and other receivables | 4,765 | 4,765 | 4,765 | [•] |
| Cash and short-term deposits | 19,339 | 18,159 | [•] | [•] |
| Total current assets | 30,434 | 29,254 | [•] | [•] |
| TOTAL ASSETS | 50,447 | 49,267 | [•] | [•] |
| EQUITY AND LIABILITIES | | | | |
| Equity attributable to owners of the Group | | | | |
| Share capital | 9,600 | 9,600 | [•] | [•] |
| Exchange reserve | 63 | 63 | 63 | 63 |
| Reorganisation reserve | (1,500) | (1,500) | (1,500) | (1,500) |
| Retained earnings | 21,728 | 20,548 | 20,548 | [•] |
| TOTAL EQUITY | 29,891 | 28,711 | [•] | [•] |

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12. FINANCIAL INFORMATION (CONT'D)

| | Consolidated Statement of Financial Position as at 30 June 2024 | Adjusted for Subsequent Events | Pro Forma I After the Subsequent Events and Public Issue | Pro Forma II After Pro Forma I and the Utilisation of Proceeds |
|---|--|---|---|---|
| | RM'000 | RM'000 | RM'000 | RM'000 |
| Non-current liabilities | | | | |
| Loans and borrowings | 12,055 | 12,055 | 12,055 | 12,055 |
| Deferred tax liabilities | * | * | * | * |
| Total non-current liabilities | 12,055 | 12,055 | 12,055 | 12,055 |
| Current liabilities | | | | |
| Loans and borrowings | 863 | 863 | 863 | 863 |
| Current tax liabilities | 161 | 161 | 161 | 161 |
| Trade and other payables | 2,380 | 2,380 | 2,380 | 2,380 |
| Contract liabilities | 5,097 | 5,097 | 5,097 | 5,097 |
| Total current liabilities | 8,501 | 8,501 | 8,501 | 8,501 |
| TOTAL LIABILITIES | 20,556 | 20,556 | 20,556 | 20,556 |
| TOTAL EQUITY AND LIABILITIES | 50,447 | 49,267 | [•] | [•] |
| Number of ordinary shares in issue ('000) | 4,000 | 400,000 | 500,000 | 500,000 |
| NA attributable to owners of the Group (RM) | 29,891 | 28,711 | [•] | [•] |
| NA per ordinary share (RM) | 7.47 | 0.07 | [•] | [•] |
| Interest-bearing borrowings (RM) | 12,918 | 12,918 | 12,918 | 12,918 |
| Gearing (times) ⁽¹⁾ | 0.43 | 0.45 | [•] | [•] |

Note:

(1) Calculated based on the total interest-bearing borrowings divided by the total equity of our Group.

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12. FINANCIAL INFORMATION (CONT'D)

12.2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our Group's financial performance and results of operations should be read in conjunction with the Accountant's Report as set out in Section 13 of this Prospectus and the Reporting Accountant's letter on the Pro Forma Consolidated Statements of Financial Position as set out in Section 12.16 of this Prospectus.

12.2.1 Overview of our operations**(i) Principal activities**

We are principally involved in the marketing and selling of consumer lifestyle products, with live commerce and mobile application and website as our main sales channels. We also market and sell through our other online sales channels such as e-commerce marketplaces (i.e. Lazada, Shopee and TikTok Shop) and digital marketing (i.e. targeted advertisements on social media platforms to market our products), as well as offline sales channels such as product experience centres, mobile showroom and warehouse sales.

Generally, our Group has 2 business segments categorised by our customer groups, namely individual customers under our D2C segment and corporate customers under our B2B segment.

For our D2C segment, we market our products through the following marketing channels:

- (i) live commerce channels;
- (ii) mobile application and website (under the name of Oasis Home);
- (iii) third-party e-commerce marketplaces and digital marketing channels; and
- (iv) offline sales channels such as product experience centres, mobile showroom and warehouse sales.

As for our Group's B2B segment: (a) we market our products to corporate customers (who purchase the products to be used as corporate gifts, incentives and/or promotional items and/or for onward sales to their respective customers); (b) we provide marketing services to its corporate customers whereby our Group markets the products of the corporate customers through our Group's live commerce channels.

For the Financial Years Under Review, our lifestyle products can be categorised into home and living, beauty and personal care products, wellness as well as others (such as apparels and fashion accessories). These products may be either marketed and sold under in-house brands or third-party brands.

During the Financial Years Under Review, we mainly market and sell our products in Malaysia and Singapore.

(ii) Exceptional and extraordinary items and audit qualifications

There were no exceptional or extraordinary items during the Financial Years Under Review. Our audited consolidated financial statements for the Financial Years Under Review were not subject to any audit qualifications.

12. FINANCIAL INFORMATION (CONT'D)

(iii) Significant factors affecting our business

Section 9 of this Prospectus details a number of risk factors relating to our business and the industry in which we operate. Some of these risk factors have an impact on our Group's revenue and financial performance. The main factors which affect our revenues and profits include but are not limited to the following:

(a) Our success is dependent on our brands and our reputation, and we may be subject to product liability claims

We believe that the brand recognition of our "Oasis" brands which we have built up over the past 13 years has contributed significantly to the growth and success of our business. We believe that our reputation is critical to our continued ability to attract individual customers to shop via our online and offline sales channels and maintain relationships with our corporate customers.

If the products we sell are damaged, defective, contain other unintended features which may result in injury or are harmful or are subsequently subject to product recalls by the manufacturer, we may be liable for product defects under applicable consumer protection laws. While we inspect and review product samples supplied to us to ensure that the product features and functionality are as per described, and our products are required to obtain the necessary certifications from the relevant regulatory agencies, there is no assurance that the subsequent products supplied to us do not have any product defects or do not comply with the required certifications. If this were to occur, there is also no assurance that we will not be subject to any regulatory penalties or sanctions in the event of such occurrences.

(b) We may not timely identify or effectively respond to customer needs and preferences, which could adversely impact demand for our products

Our success depends on our ability to identify and respond promptly to changing customer needs and preferences, while managing inventory levels across our wide range of products to ensure that we have sufficient product stocks. This involves predicting products that customers will demand as well as identifying the suitable sales channel to market and sell these products.

If we fail to accurately forecast changing customer needs and preferences to source, market and sell products that customers demand and market through appropriate and popular sales channels, we may miss the opportunity to capture customers' interest based on emerging consumers' preference. This would consequently adversely impact our business and financial performance.

(c) We are subject to risk of unfavourable changes in the commercial terms with our suppliers which may affect our profit margin

Whilst we do not enter into long-term agreements or contracts with our suppliers, we negotiate commercial terms with them on purchase order basis. These commercial terms include the pricing, volume to be supplied, credit terms and/or warranty.

If we are unable to secure commercial terms with these suppliers that are favourable to us in the future, we would have to increase the selling price of our products or find alternative suppliers or find alternative products. There is also no assurance that we would be able to negotiate favourable terms currently enjoyed with our suppliers or with alternative suppliers, or that we will be able to find alternative products that are as saleable or of comparable quality, and this would have an adverse impact on our business and financial performance.

12. FINANCIAL INFORMATION (CONT'D)

(d) Any disruptions in the supply of products from our suppliers may have an adverse impact on our business and financial performance

As at the LPD, we have a portfolio of approximately 3,481 SKUs, of which approximately 2,078 SKUs are our in-house brand products and approximately 1,403 SKUs are third-party products. Our in-house brand products are manufactured by OEMs, while the third-party products are procured from trading houses and manufacturers. We do not enter into long-term agreements or contracts with our suppliers.

Any disruptions or cessation of supply from our suppliers may result in a shortage of supply of our products which may affect our sales performance.

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12. FINANCIAL INFORMATION (CONT'D)**12.2.2 Revenue**

Revenue from the sale of products is recognised at the point in time when the customer obtains control of goods, which is generally at the time of delivery. Revenue is measured at the fair value of the consideration received or receivable, net of discounts and taxes applicable to the revenue.

(i) Revenue by business segment and sales channels

| | Audited | | | | | |
|---|---------------|---------------|---------------|---------------|---------------|---------------|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| D2C segment | | | | | | |
| Live commerce | 17,191 | 42.05 | 24,883 | 62.26 | 41,471 | 75.65 |
| Mobile application and website | 17,845 | 43.65 | 11,671 | 29.20 | 7,095 | 12.94 |
| Third-party e-commerce marketplaces and digital marketing | 1,425 | 3.48 | 632 | 1.58 | 3,976 | 7.25 |
| Offline sales channels ⁽¹⁾ | 1,113 | 2.72 | 1,681 | 4.21 | 1,036 | 1.89 |
| | 37,574 | 91.90 | 38,867 | 97.25 | 53,578 | 97.73 |
| B2B segment | | | | | | |
| Sale to corporate customers ⁽²⁾ | 3,310 | 8.10 | 1,099 | 2.75 | 1,243 | 2.27 |
| Total | 40,884 | 100.00 | 39,966 | 100.00 | 54,821 | 100.00 |

Notes:

- (1) As at LPD, we have 2 product experience centres which allows consumers to physically view our products and experience the functions of the products. We also have 1 mobile showroom that provides the same functions to the customers. Customers can purchase and collect our products at the product experience centres and/or mobile showroom.
- (2) We sell our range of consumer lifestyle products to corporate customers, who generally purchase these products for onward sale to their customers or as corporate gifts, incentives and/or promotional items as part of reward programmes offered to their customers.

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12. FINANCIAL INFORMATION (CONT'D)**(ii) Revenue by product category**

| | Audited | | | | | |
|--------------------------|---------------|---------------|---------------|---------------|---------------|---------------|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| Home and living | 39,980 | 97.79 | 26,407 | 66.07 | 18,318 | 33.41 |
| Beauty and personal care | 594 | 1.45 | 9,522 | 23.83 | 13,343 | 24.34 |
| Wellness | 310 | 0.76 | 3,792 | 9.49 | 12,137 | 22.14 |
| Others ⁽¹⁾ | - | - | 245 | 0.61 | 11,023 | 20.11 |
| Total | 40,884 | 100.00 | 39,966 | 100.00 | 54,821 | 100.00 |

Note:

- (1) Mainly comprising home fitness products, third-party products such as apparels and fashion accessories.

(iii) Revenue by in-house brand and third-party brand

| | Audited | | | | | |
|-------------------------|---------------|---------------|---------------|---------------|---------------|---------------|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| In-house brand products | 25,215 | 61.67 | 17,289 | 43.26 | 17,039 | 31.08 |
| Third-party products | 15,669 | 38.33 | 22,677 | 56.74 | 37,782 | 68.92 |
| Total | 40,884 | 100.00 | 39,966 | 100.00 | 54,821 | 100.00 |

(iv) Commentaries**(aa) Comparison between FYE 2022 and FYE 2023****Business segment**

Our Group's revenue was mainly generated from our D2C segment, which accounted for 91.90% and 97.25% of our total Group's revenue for FYE 2022 and FYE 2023, respectively.

Our Group's total revenue decreased by RM0.91 million or 2.23%, from RM40.88 million in FYE 2022 to RM39.97 million in FYE 2023. This was mainly due to:

- (i) sales through our mobile application and website (i.e. Oasis Home) decreased by RM6.18 million or 34.62% from RM17.85 million in FYE 2022 to RM11.67 million in FYE 2023 as some of our customers who are Members of our loyalty and reward programme prefer to attend our live commerce sessions as it is more engaging (based on feedback received from some of our Members). Hence, some sales through our Oasis Home were diverted to our live commerce channel which resulted in the decrease in our Group's sales through Oasis Home;
- (ii) sales to corporate customers decreased by RM2.21 million or 66.77% from RM3.31 million in FYE 2022 to RM1.10 million in FYE 2023. This was because we obtained less orders from corporate customers as we received a one-off bulk order in FYE 2022 from a corporate customer based in Indonesia which did not recur in FYE 2023; and

12. FINANCIAL INFORMATION (CONT'D)

- (iii) sales through third-party e-commerce marketplaces and digital marketing decreased by RM0.80 million or 55.94% from RM1.43 million in FYE 2022 to RM0.63 million in FYE 2023. This was due to the decrease in sales from individual customers in Malaysia arising from the shift of customers to our live commerce channel.

This was offset through an increase in revenue from other sales channels, as illustrated below:

- (i) sales through our live commerce increased by RM7.69 million or 44.74% from RM17.19 million in FYE 2022 to RM24.88 million in FYE 2023. This was because our range of products expanded in FYE 2023 as compared to FYE 2022, increasing from 1,158 active SKUs in FYE 2022 to 2,075 active SKUs in FYE 2023; and
- (ii) sales through our offline sales channels increased by RM0.57 million or 51.35% from RM1.11 million in FYE 2022 to RM1.68 million in FYE 2023 due to 3 warehouse sales in October 2022, January 2023 and March 2023. During FYE 2023, we opened 2 product experiences stores at Bukit Jalil, Kuala Lumpur and Taman Ponderosa, Johor Bahru, Johor.

Product category

The sale of home and living products was the main revenue contributor, which accounted for 97.79% and 66.07% of our total revenue for FYE 2022 and FYE 2023, respectively.

The decrease in our Group's revenue between FYE 2022 and FYE 2023 was attributable to the decrease in the sales of home and living products by RM13.57 million or 33.94% from RM39.98 million in FYE 2022 to RM26.41 million in FYE 2023, due to lower overall sales from our in-house brand of home and living products of RM11.25 million and third-party home and living products of RM2.32 million.

The abovementioned decrease in our Group's revenue was partially offset by the increase in revenue from the sales of beauty and personal care products and wellness products of RM8.93 million and RM3.48 million in FYE 2023, respectively. Our understanding of consumers' trends towards beauty, personal care and wellness, had enabled us to market and sell more beauty and personal care products and wellness products in FYE 2023 through audience engagements and live commerce sessions.

Product brand

The revenue derived from the sale of third-party products was the main revenue contributor for FYE 2023, which accounted for 56.74% of our total Group's revenue for FYE 2023.

During FYE 2023, the growth in revenue derived from the sale of third-party products increased by RM7.01 million or 44.74% in FYE 2023, attributable to higher sales of beauty and personal care products and wellness products.

The revenue derived from the sale of our in-house brand products decreased by RM7.93 million or 31.44% in FYE 2023. This was attributable to the mix of products sold by our Group, as the development of in-house brand products takes time (i.e. typically, it takes 3 to 6 months from the commencement of product development stage before a new in-house brand product can be launched). Our Group had in the interim focused our resources to selling third-party products that we are able to source to generate sales while waiting for the development of our in-house brand products.

12. FINANCIAL INFORMATION (CONT'D)**(bb) Comparison between FYE 2023 and FYE 2024****Business segment**

Our Group's revenue was mainly generated from our D2C segment, which accounted for 97.25% and 97.73% of our total Group's revenue for FYE 2023 and FYE 2024, respectively.

Our Group's total revenue increased by RM14.85 million or 37.15%, from RM39.97 million in FYE 2023 to RM54.82 million in FYE 2024. This was mainly due to :

- (i) sales through our live commerce increased by RM16.59 million or 66.68% from RM24.88 million in FYE 2023 to RM41.47 million in FYE 2024. This was because our range of products expanded in FYE 2024 as compared to FYE 2023, increasing from 2,075 active SKUs in FYE 2023 to 4,880 active SKUs in FYE 2024. In addition to that, we have increased the number of our live broadcast channels from 2 to 3 in FYE 2024;
- (ii) sales through third-party e-commerce marketplaces and digital marketing increased by RM3.35 million or 531.75% from RM0.63 million in FYE 2023 to RM3.98 million in FYE 2024. This was largely due to our expanded range of products in FYE 2024, increasing from 2,075 active SKUs in FYE 2023 to 4,880 active SKUs in FYE 2024; and
- (iii) sales to our corporate customers increased by RM0.14 million or 12.73% from RM1.10 million in FYE 2023 to RM1.24 million in FYE 2024, as we obtained more orders due to our expanded range of products in FYE 2024.

This was offset through a decrease in revenue from our other sales channels, as illustrated below:

- (i) sales through our mobile application and website (i.e. Oasis Home) decreased by RM4.57 million or 39.16% from RM11.67 million in FYE 2023 to RM7.10 million in FYE 2024 as we had observed that the sales to our Members via Oasis Home had reduced in FYE 2024 while our sales via live commerce sales channels increased since our Members shifted their purchases from Oasis Home to our live commerce sales sessions (based on feedback received from some of our Members that they preferred shopping via our live commerce sessions, as the shopping experience is more engaging and interactive); and
- (ii) sales through our offline sales channels decreased by RM0.64 million or 38.10% from RM1.68 million in FYE 2023 to RM1.04 million in FYE 2024 as we only conducted 1 warehouse sale during FYE 2024 as compared to 3 warehouse sales during FYE 2023.

12. FINANCIAL INFORMATION (CONT'D)**Product category**

The sale of home and living products remained our highest revenue contributor for FYE 2023 and FYE 2024, which collectively accounted for 66.07% and 33.41% of our total revenue, respectively.

The increase in revenue was derived from the following:

- (i) sale of beauty and personal care products increased by RM3.82 million or 40.13% from RM9.52 million in FYE 2023 to RM13.34 million in FYE 2024;
- (ii) sale of wellness products increased by RM8.35 million or 220.32% from RM3.79 million in FYE 2023 to RM12.14 million in FYE 2024; and
- (iii) the sale of other products (mainly apparels and fashion accessories) increased by RM10.77 million or 4,308.00% from RM0.25 million in FYE 2023 to RM11.02 million in FYE 2024.

This above increases in sales were attributed to our Group's continued effort to market and sell more brands and product ranges from Japan, Korea, Taiwan, Hong Kong and PRC during FYE 2024, as well as our continued efforts in conducting audience engagements and live commerce sessions. The revenue generated from the sale of other products significantly increased in FYE 2024 due to the introduction of the sales of apparels and fashion accessories towards the end of FYE 2023.

The abovementioned increase in our Group's revenue was offset by a decrease in the sale in home and living products of RM8.09 million or 30.63% from RM26.41 million in FYE 2023 to RM18.32 million in FYE 2024, attributable to lower overall sales from our in-house brand products of RM6.12 million and third-party products of RM1.96 million as our Group focused on promoting more beauty and personal care products, wellness products and other products in FYE 2024.

Product brand

In terms of revenue by in-house brand and third-party products, the sale of third-party products was the main revenue contributor for FYE 2024, which accounted for 68.92% of our Group's total revenue for FYE 2024.

During FYE 2024, the revenue derived from the sale of third-party products increased by RM15.10 million or 66.58% in FYE 2024, attributable to higher sales of beauty and personal care products, wellness products and other products (mainly apparels and fashion accessories).

The revenue derived from the sale of our in-house brand products decreased by RM0.25 million or 1.45% in FYE 2024. This was attributable to lower sales from Doshio brand of products classified under home and living products as our Group shifted our product focus towards beauty and personal care products, wellness products and other products (mainly apparels and fashion accessories).

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12. FINANCIAL INFORMATION (CONT'D)**12.2.3 Cost of sales, GP and GP margin****(i) Analysis of cost of sales by cost items**

The components of our cost of sales during the Financial Years Under Review are as follows:

| | Audited | | | | | |
|-----------------------------------|-----------------|---------------|-----------------|---------------|-----------------|---------------|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| Purchases | 16,044 | 67.63 | 16,407 | 73.11 | 23,959 | 78.75 |
| Import duty | 1,637 | 6.90 | 1,224 | 5.45 | 1,160 | 3.81 |
| E-commerce fulfilment charges | 3,447 | 14.53 | 3,194 | 14.24 | 3,011 | 9.90 |
| Casual wages | 249 | 1.05 | 66 | 0.29 | 52 | 0.17 |
| Cash bonuses | 1,996 | 8.41 | 1,140 | 5.08 | 1,528 | 5.02 |
| Payment Gateway | 352 | 1.48 | 382 | 1.70 | 681 | 2.24 |
| Amortisation of intangible assets | - | - | 28 | 0.12 | - | - |
| Product lab test | - | - | 1 | 0.01 | 35 | 0.11 |
| Total | 23,725 | 100.00 | 22,442 | 100.00 | 30,426 | 100.00 |

(a) Purchases

Our purchases comprise home and living products, beauty and personal care products and wellness products marketed under our in-house brand products and third-party products. Our portfolio of home and living products consist of cookware, tableware, food storage products, kitchen appliances, bedding products and cleaning supplies. Meanwhile, our range of beauty and personal care products includes skincare, feminine hygiene products, electric toothbrush and negative ion products, while our wellness products include functional foods and beverages. Our in-house brand products are manufactured by our OEMs in accordance with our requirements while third-party products are products sourced from suppliers.

Purchases was the largest component of our cost of sales, representing between 67.63% and 78.75% during the Financial Years Under Review. The fluctuation in purchases during the Financial Years Under Review is affected by the type of products marketed and sold by our Group.

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12. FINANCIAL INFORMATION (CONT'D)

We procure our products from local and overseas suppliers. Our foreign purchases are denominated in USD, EUR and RMB.

- (aa) Cost of goods sold from local and overseas suppliers are set out below:

| | Audited | | | | | |
|--------------------------|-----------------|---------------|-----------------------|---------------|-----------------------|---------------|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| Local purchases | 397 | 2.47 | ⁽¹⁾ 10,179 | 62.04 | ⁽¹⁾ 20,055 | 83.71 |
| Foreign purchases | | | | | | |
| PRC | 10,617 | 66.17 | ⁽²⁾ 3,144 | 19.16 | 2,110 | 8.80 |
| Korea | 4,985 | 31.07 | 3,071 | 18.72 | 1,794 | 7.49 |
| Spain | 18 | 0.11 | 13 | 0.08 | - | - |
| United Arab Emirates | 27 | 0.17 | - | - | - | - |
| Total | 16,044 | 100.00 | 16,407 | 100.00 | 23,959 | 100.00 |

Notes:

- (1) Due to the increase in purchases from local trading houses as these suppliers provide comprehensive services in sourcing for products including assisting in obtaining the relevant certification/registration for the products with the relevant regulators.
- (2) Due to the decrease in goods sold from PRC as our Group discontinued certain in-house brand home and living products procured from PRC and as our Group is able to source some home and living products via local suppliers.

- (bb) Weighted average exchange rates ("WAFEX") for USD:RM, EUR:RM and RMB:RM over the Financial Years Under Review are as follows:

| WAFEX | FYE 2022 | FYE 2023 | FYE 2024 |
|--------------|-----------------|-----------------|-----------------|
| (USD:RM) | 4.23 | 4.50 | 4.69 |
| (EUR:RM) | 4.77 | 4.70 | # |
| (RMB:RM) | # | # | 0.65 |
| # Nil | | | |

(b) Import duty

Includes the cost for the purchase of products from our OEMs and foreign suppliers.

(c) E-commerce fulfilment charges

Normally between 30 days and 60 days after placing a purchase order with our OEMs for the in-house brand products or our suppliers for the third-party products, our OEMs or suppliers will then ship our products to our third-party warehouse in Subang, Selangor. The third-party warehouse provides e-commerce fulfilment services as per our instructions which entail receiving and storing inventory, processing orders, picking items, packing boxes, and transporting the items to our customer's shipping destination.

12. FINANCIAL INFORMATION (CONT'D)

These e-commerce fulfilment charges by the third-party warehouse provider are in line with our purchases and inventory by weight, dimensions, volume, storage, or some combination.

(d) Casual wages

Includes the wages paid to workers for packaging the sold products at our third-party warehouse.

(e) Cash bonuses

Includes the amount of money payable to our salespersons and/or affiliates for the sales they have generated during the Financial Years Under Review.

(f) Payment gateway fees

Includes the fees on electronic payments processed for customer transactions. The transaction fees vary across service providers, typically ranging from 0.5% to 5.0% of the transaction amount plus certain fixed fees.

(ii) Cost of sales by business segment and sales channels

| | Audited | | | | | |
|---|---------------|---------------|---------------|---------------|---------------|---------------|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| D2C segment | | | | | | |
| Live commerce | 9,594 | 40.44 | 13,538 | 60.32 | 24,732 | 81.29 |
| Mobile application and website | 9,969 | 42.02 | 6,319 | 28.16 | 2,297 | 7.55 |
| Third-party e-commerce marketplaces and digital marketing | 1,070 | 4.51 | 495 | 2.21 | 2,134 | 7.01 |
| Offline sales channels | 729 | 3.07 | 1,121 | 4.99 | 608 | 2.00 |
| | 21,362 | 90.04 | 21,473 | 95.68 | 29,771 | 97.85 |
| B2B segment | | | | | | |
| Sale to corporate customers | 2,363 | 9.96 | 969 | 4.32 | 655 | 2.15 |
| Total | 23,725 | 100.00 | 22,442 | 100.00 | 30,426 | 100.00 |

(iii) Analysis of cost of sales by product category

| | Audited | | | | | |
|--------------------------|---------------|---------------|---------------|---------------|---------------|---------------|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| Home and living | 23,251 | 98.00 | 14,741 | 65.69 | 10,354 | 34.03 |
| Beauty and personal care | 394 | 1.66 | 5,602 | 24.96 | 7,296 | 23.98 |
| Wellness | 80 | 0.34 | 1,896 | 8.45 | 6,405 | 21.05 |
| Others | - | - | 203 | 0.90 | 6,371 | 20.94 |
| Total | 23,725 | 100.00 | 22,442 | 100.00 | 30,426 | 100.00 |

12. FINANCIAL INFORMATION (CONT'D)**(iv) Analysis of cost of sales by in-house brand and third-party brand**

Our cost of sales by in-house brand products and third-party products during the Financial Years Under Review are as follows:

| | Audited | | | | | |
|-------------------------|---------------|---------------|---------------|---------------|---------------|---------------|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| In-house brand products | 14,635 | 61.69 | 10,102 | 45.01 | 9,075 | 29.83 |
| Third-party products | 9,090 | 38.31 | 12,340 | 54.99 | 21,351 | 70.17 |
| Total | 23,725 | 100.00 | 22,442 | 100.00 | 30,426 | 100.00 |

(v) Analysis of GP and GP margin by business segment and sales channels

| | Audited | | | | | |
|---|---------------|--------------|---------------|--------------|---------------|--------------|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | |
| | GP | GP margin | GP | GP margin | GP | GP margin |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| D2C segment | | | | | | |
| Live commerce | 7,597 | 44.19 | 11,345 | 45.59 | 16,739 | 40.36 |
| Mobile application and website | 7,876 | 44.14 | 5,352 | 45.86 | 4,798 | 67.63 |
| Third-party e-commerce marketplaces and digital marketing | 355 | 24.91 | 137 | 21.68 | 1,842 | 46.33 |
| Offline sales channels | 384 | 34.50 | 560 | 33.31 | 428 | 41.31 |
| | 16,212 | 43.15 | 17,394 | 44.75 | 23,807 | 44.43 |
| B2B segment | | | | | | |
| Sale to corporate customers | 947 | 28.61 | 130 | 11.83 | 588 | 47.30 |
| Total | 17,159 | 41.97 | 17,524 | 43.85 | 24,395 | 44.50 |

(vi) Analysis of GP and GP margin by product category

| | Audited | | | | | |
|--------------------------|----------|-----------|----------|-----------|----------|-----------|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | |
| | GP | GP margin | GP | GP margin | GP | GP margin |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| Home and living | 16,729 | 41.84 | 11,666 | 44.18 | 7,964 | 43.48 |
| Beauty and personal care | 200 | 33.67 | 3,920 | 41.16 | 6,047 | 45.32 |
| Wellness | 230 | 74.19 | 1,896 | 50.00 | 5,732 | 47.23 |
| Others | - | - | 42 | 17.14 | 4,652 | 42.20 |
| | 17,159 | 41.97 | 17,524 | 43.85 | 24,395 | 44.50 |

12. FINANCIAL INFORMATION (CONT'D)**(vii) Analysis of GP and GP margin by in-house brand and third-party brand**

Our GP and GP margin by in-house brand and third-party products during the Financial Years Under Review are as follows:

| | Audited | | | | | |
|-------------------------|---------------|--------------|---------------|--------------|---------------|--------------|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | |
| | GP | GP margin | GP | GP margin | GP | GP margin |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| In-house brand products | 10,580 | 41.96 | 7,187 | 41.57 | 7,964 | 46.74 |
| Third-party products | 6,579 | 41.99 | 10,337 | 45.58 | 16,431 | 43.49 |
| Total | 17,159 | 41.97 | 17,524 | 43.85 | 24,395 | 44.50 |

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12. FINANCIAL INFORMATION (CONT'D)**(viii) Commentary on cost of sales, GP and GP margin****(aa) Comparison between FYE 2022 and FYE 2023**

Our total cost of sales decreased by RM1.29 million or 5.44%, from RM23.73 million in FYE 2022 to RM22.44 million in FYE 2023. This was in tandem with the decrease in total revenue of 2.23% for FYE 2023, which resulted in lower overall costs incurred as follows:

- (i) lower cash bonuses paid to salespersons, staff and Affiliates of RM0.86 million or 43.00% as we derived less sales from our mobile application and website (i.e. Oasis Home) in FYE 2023 compared to FYE 2022;
- (ii) lower import duty attributed to freight charges of RM0.42 million or 25.61% in FYE 2023, due to the reduced freight rates driven by the easing in supply chain disruptions that were built up over the pandemic; and
- (iii) lower charges paid to the third-party fulfilment service provider of RM0.26 million or 7.54% as our increased purchases for beauty and personal care products and wellness products generally require less space as compared to our purchases of home and living products which decreased during FYE 2023.

The decreases were offset by the increase in purchase of RM0.37 million or 2.31% in FYE 2023, mainly contributed by the WAFEX of USD against RM, USD:RM at 4.50 in FYE 2023 compared to 4.23 in FYE 2022.

As a result, our overall GP increased by RM0.36 million or 2.10% from RM17.16 million in FYE 2022 to RM17.52 million in FYE 2023 and our GP margin increased from 41.97% in FYE 2022 to 43.85% in FYE 2023. The increase in our GP margin was contributed by the GP and the respective GP margins of our home and living products and wellness products marketed and sold in FYE 2023.

Business segment

The GP and GP margin for our business segments vary depending on the combination of consumer lifestyle products that we market and sell during the year.

Our GP for D2C segment increased by RM1.18 million or 7.28% from RM16.21 million in FYE 2022 to RM17.39 million in FYE 2023, attributable to the increased sales and higher GP from our live commerce channel due to the increase in the range of products that were marketed and sold (i.e. 1,158 active SKUs in FYE 2022 to 2,075 active SKUs in FYE 2023). However, the increase in the GP from our live commerce channel of RM3.75 million was offset by the decrease in the GP from our mobile application and website of RM2.53 million due to our Members shifting their purchases from Oasis Home to our live commerce channels as indicated by our Members that they preferred shopping via our live commerce sessions, as the shopping experience is more engaging and interactive.

Our GP margin for D2C segment increased from 43.15% in FYE 2022 to 44.75% in FYE 2023 was mainly attributable the increase in GP margin from our live commerce channels and mobile application and website due to new products we introduced and sold with higher margins during FYE 2023.

12. FINANCIAL INFORMATION (CONT'D)

Our GP for B2B segment decreased by RM0.82 million or 86.32% from RM0.95 million in FYE 2022 to RM0.13 million in FYE 2023 in line with the lower sales to corporate customers. The GP margin for B2B segment decreased from 28.61% in FYE 2022 to 11.83% in FYE 2023 as the products sold (mainly handmixers, small digital pots and blenders) to our corporate customers in FYE 2023 has lower margins as compared to the Doshio brand of rice cooker sold in FYE 2022 which commands a higher selling price (i.e. higher margin) due to its unique feature of producing rice with a lower starch content.

Product category

Our GP from home and living products decreased by RM5.06 million or 30.25%, from RM16.73 million in FYE 2022 to RM11.67 million in FYE 2023 due to lower sales in home and living products. Despite the decrease in our revenue and GP, our GP margin for home and living products increased from 41.84% in FYE 2022 to 44.18% in FYE 2023 attributable to lower freight rates and associated cash bonuses charged to the products sold.

Our GP from beauty and personal care products increased by RM3.72 million or 1,860.00%, from RM0.20 million in FYE 2022 to RM3.92 million in FYE 2023, resulting from higher sales in beauty and personal care products. Our GP margin for beauty and personal care products increased from 33.67% in FYE 2022 to 41.16% in FYE 2023 as we sold a wider range of beauty and personal care products with higher profit margins.

Our GP from wellness products increased by RM1.67 million or 726.09%, from RM0.23 million in FYE 2022 to RM1.90 million in FYE 2023, resulting from higher sales in wellness products. However, our GP margin for wellness products decreased from 74.19% in FYE 2022 to 50.00% in FYE 2023. This was because we sold a more diverse range of wellness products with lower profit margins as compared to the Quantum-ion mask sold in FYE 2022.

Product brand

Our GP from third-party products increased by RM3.76 million or 57.14% from RM6.58 million in FYE 2022 to RM10.34 million in FYE 2023. This mainly resulted from higher sales in beauty and personal care products and wellness products. The GP margin for third-party products increased from 41.99% in FYE 2022 to 45.58% in FYE 2023 was attributable to the sale of new third-party beauty and personal care products and wellness products with higher margins in FYE 2023.

Our GP from in-house brand products decreased by RM3.39 million or 32.04% from RM10.58 million in FYE 2022 to RM7.19 million in FYE 2023. This mainly resulted from lower sales in home and living products. The GP margin for in-house brand products decreased from 41.96% in FYE 2022 to 41.57% in FYE 2023, mainly attributable to lower profit margin of wellness products as compared to the higher profit margin of the Quantum-ion mask sold in FYE 2022.

(bb) Comparison between FYE 2023 and FYE 2024

Our total cost of sales increased by RM7.99 million or 35.61%, from RM22.44 million in FYE 2023 to RM30.43 million in FYE 2024. This was in tandem with the increase in total revenue of 37.15% for FYE 2024, which resulted in higher overall cost incurred as follows:

12. FINANCIAL INFORMATION (CONT'D)

- (i) higher purchase of products of RM7.55 million or 46.01% in FYE 2024. This was in tandem with the increase in total revenue of 37.15% for FYE 2024 and the WAFEX of USD against RM, USD:RM at 4.69 in FYE 2024 compared to 4.50 in FYE 2023;
- (ii) higher cash bonuses mainly paid to salespersons and staff of RM0.39 million or 34.21% as the increase in our sales during FYE 2024 was attributable to higher sales generated through our live commerce channels; and
- (iii) higher payment gateway fees of RM0.30 million or 78.95%, attributable to the increase in total revenue during FYE 2024.

The increases were offset by the decrease in charges paid to our third-party fulfilment service provider of RM0.18 million or 5.64% attributable to lower fulfilment charges, as our increased purchases for beauty and personal care products, wellness products and other products (mainly apparels and fashion accessories) generally require less space as compared to our purchases of home and living products which decreased during FYE 2023. The decrease in fulfilment charges was offset by higher logistic charges from the third-party fulfilment service providers attributable to more deliveries couriered to customers as a result of higher sales in FYE 2024.

As a result, our overall GP increased by RM6.88 million or 39.27% from RM17.52 million in FYE 2023 to RM24.40 million in FYE 2024 and our GP margin increased from 43.85% in FYE 2023 to 44.50% in FYE 2024. This was attributable to better margins for beauty and personal care products and other products (mainly apparels and fashion accessories) marketed and sold in FYE 2024.

Business segment

Our GP for D2C segment increased by RM6.42 million or 36.92% from RM17.39 million in FYE 2023 to RM23.81 million in FYE 2024, attributable to increased sales and higher GP from our live commerce channel as we had increased the duration of live commerce sessions from 8 to 10 hours per day in FYE 2023 to 8 to 12 hours per day in FYE 2024, coupled with the introduction of an additional new live commerce channel. In line with its increase in revenue, our GP from the third-party e-commerce marketplaces and digital marketplace also increased. However, the increase in GP from our live commerce channel and third-party e-commerce marketplaces and digital marketing was offset by the decrease in GP from our mobile application and website of RM0.55 million due to our Members shifting their purchases from Oasis Home to our live commerce channels as indicated by our Members that they preferred shopping via our live commerce sessions, as the shopping experience is more engaging and interactive.

Our GP margin for D2C segment decreased marginally from 44.75% in FYE 2023 to 44.43% in FYE 2024, despite the sale of new cookware products launched which carry better margins. The slight decrease in GP margin was attributable to the sale of certain home and living products at lower GP margin during our live commerce sessions in FYE 2024 as from time to time, our Group conducted sales and promotional campaigns.

Our GP margin for mobile application and website increased from 45.86% in FYE 2023 to 67.63% in FYE 2024. This was mainly due to the sale of new cookware products launched in the home and living category that carry better margins.

12. FINANCIAL INFORMATION (CONT'D)

Our GP margin for third-party e-commerce marketplaces and digital marketing increased from 21.68% in FYE 2023 to 46.33% in FYE 2024 due to the higher proportion of revenue contributed from digital marketing in FYE 2024 at better margins as we need not incur costs imposed by third-party e-commerce marketplaces.

Our GP for B2B segment increased by RM0.46 million or 353.85% from RM0.13 million in FYE 2023 to RM0.59 million in FYE 2024 attributable to higher sales of beauty and personal care products and wellness products to our corporate customers. Our GP margin for B2B segment increased from 11.83% in FYE 2023 to 47.30% in FYE 2024 as the beauty and personal care products and wellness products sold yields a higher profit margin.

Product category

Our GP from home and living products decreased by RM3.71 million or 31.79%, from RM11.67 million in FYE 2023 to RM7.96 million in FYE 2024 due to lower sales of our in-house brand home and living products. Our GP margin for home and living products decreased from 44.18% in FYE 2023 to 43.48% in FYE 2024 attributable the strengthening WAFEX of USD against RM in FYE 2024.

Our GP from beauty and personal care products increased by RM2.13 million or 54.34%, from RM3.92 million in FYE 2023 to RM6.05 million in FYE 2024, resulting from higher sales in beauty and personal care products. Our GP margin for beauty and personal care products increased from 41.16% in FYE 2023 to 45.32% in FYE 2024 as we marketed and sold a wider range of beauty and personal care products that yield higher profit margins as compared to FYE 2023.

Our GP from wellness products increased by RM3.83 million or 201.58%, from RM1.90 million in FYE 2023 to RM5.73 million in FYE 2024, resulting from higher sales in wellness products. Despite an increase in GP from wellness products, our GP margin for wellness products decreased from 50.00% in FYE 2023 to 47.23% in FYE 2024 as the wellness products we marketed and sold in FYE 2024 yield lower profit margins as compared to FYE 2023.

Our GP from other products (mainly apparels and fashion accessories) increased by RM4.61 million or 11,525%, from RM0.04 million in FYE 2023 to RM4.65 million in FYE 2024, resulting from increased sales of apparels and fashion accessories which yield a higher profit margin resulting in a higher GP margin in FYE 2024.

Product brand

Our GP from third-party products increased by RM6.09 million or 58.90% from RM10.34 million in FYE 2023 to RM16.43 million in FYE 2024. This mainly resulted from higher sales of beauty and personal care products, wellness products and other products (mainly apparels and fashion accessories). Despite the higher revenue and GP from third-party products, the GP margin for third-party products decreased from 45.58% in FYE 2023 to 43.49% in FYE 2024 which was attributable to the strengthening WAFEX of USD against RM in FYE 2024 and lower margins for the third-party beauty and personal care products and wellness products compared to FYE 2023.

12. FINANCIAL INFORMATION (CONT'D)

Our GP from in-house brand products increased by RM0.77 million or 10.71% from RM7.19 million in FYE 2023 to RM7.96 million in FYE 2024. This mainly resulted from higher margins of our in-house brand beauty and personal care products and wellness products. As such, our GP margin for in-house brand products increased from 41.57% in FYE 2023 to 46.74% in FYE 2024, attributable to the introduction and sales of new in-house beauty and personal care products and wellness products with higher profit margin in FYE 2024.

12.2.4 Other income

The breakdown of our other income is as follows:

| | Audited | | | | | |
|---|-----------------|---------------|-----------------|---------------|-----------------|---------------|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| Realised foreign exchange gain | 130 | 50.19 | 122 | 19.87 | 40 | 5.58 |
| Interest income ⁽¹⁾ | 47 | 18.15 | 145 | 23.61 | 312 | 43.51 |
| Unrealised foreign exchange gain | 16 | 6.18 | 48 | 7.82 | 6 | 0.84 |
| Rental income ⁽²⁾ | 32 | 12.35 | 116 | 18.89 | 122 | 17.02 |
| Gain on disposal of property, plant and equipment | - | - | 16 | 2.61 | - | - |
| Claim on parcels lost ⁽³⁾ | 16 | 6.18 | 8 | 1.30 | 9 | 1.26 |
| Gain on lease modification ⁽⁴⁾ | - | - | 3 | 0.49 | - | - |
| Fair value gain on other investment | - | - | - | - | 29 | 4.04 |
| Others ⁽⁵⁾ | 18 | 6.95 | 156 | 25.41 | 199 | 27.75 |
| | 259 | 100.00 | 614 | 100.00 | 717 | 100.00 |

Notes:

- (1) Interest income earned from short-term deposits.
- (2) Rental income received from our investment property, a shophouse located at No. 13, Jalan PP 11/4, Alam Perdana Industrial Park, Taman Putra Perdana, 47130 Puchong, Selangor Darul Ehsan, commencing March 2022 onwards.
- (3) Claim on parcels lost refers to insurance claims for products that were lost during delivery.
- (4) Gain on lease modification arises from the renewal of tenancy agreement for rented office in Kuching, Sarawak during FYE 2023.
- (5) Mainly comprising income from Facebook for hitting targeted views and lucky draw sponsorship from suppliers for FYE 2022, brand appearance fee received from suppliers for the marketing of the third-party products and commission income from third-party brands.

Comparison between FYE 2022 and FYE 2023

Our other income increased by RM0.35 million or 134.62% from RM0.26 million in FYE 2022 to RM0.61 million in FYE 2023 mainly due to the following items:

- (a) increase in others of RM0.14 million or 700.00%, mainly attributed to brand appearance fees received from suppliers for the marketing of third-party products;
- (b) increase in interest income of RM0.10 million or 200.00%, attributable to higher balance of cash and short-term deposit of RM14.86 million in FYE 2023 (FYE 2022: RM9.79 million) coupled with the increase in the overnight policy rate from 2.00% to 3.00% that was announced by Bank Negara Malaysia during FYE 2023; and

12. FINANCIAL INFORMATION (CONT'D)

- (c) increase in rental income of RM0.09 million or 300.00%, attributable to full year rental income recognised in FYE 2023 as compared to 3 months rental income recognised in FYE 2022 as the tenancy period started in March 2022.

Comparison between FYE 2023 and FYE 2024

Our other income increased by RM0.11 million or 18.03% from RM0.61 million in FYE 2023 to RM0.72 million in FYE 2024 mainly due to an increase in interest income of RM0.16 million or 106.67%, attributable to higher balance of cash and short-term deposit of RM19.34 million in FYE 2024 (FYE 2023: RM14.86 million).

12.2.5 Selling and distribution expenses

The breakdown of our selling and distribution expenses is as follows:

| | FYE 2022 | | Audited FYE 2023 | | FYE 2024 | |
|--|---|---------------|---------------------|---------------|--------------|---------------|
| | RM'000 | % | RM'000 | % | RM'000 | % |
| | Marketing and promotion expenses ⁽¹⁾ | 2,141 | 81.32 | 2,023 | 100.00 | 3,335 |
| Live host and celebrity appearance fee | 345 | 13.10 | - | - | - | - |
| Free gift and prize for customer | 147 | 5.58 | - | - | - | - |
| | 2,633 | 100.00 | 2,023 | 100.00 | 3,335 | 100.00 |

Note:

- (1) Includes expenses incurred for digital advertisements through social media and search engines, photo and video production of our products and live streaming.

Comparison between FYE 2022 and FYE 2023

In FYE 2023, our selling and distribution expenses decreased by RM0.61 million or 23.19% from RM2.63 million in FYE 2022 to RM2.02 million in FYE 2023. This was because we focused on live commerce sessions hosted by our own live hosts which was included in our marketing and promotion expenses. Therefore, we did not incur any live host and celebrity appearance fee.

Comparison between FYE 2023 and FYE 2024

In FYE 2024, our selling and distribution expenses increased by RM1.32 million or 65.35% from RM2.02 million in FYE 2023 to RM3.34 million in FYE 2024 which was due to the expenses incurred for our live commerce sessions conducted by our own live hosts as well as digital advertisements through social media platforms and search engines.

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12. FINANCIAL INFORMATION (CONT'D)**12.2.6 Administrative expenses**

The breakdown of our administrative expenses is as follows:

| | FYE 2022 | | Audited FYE 2023 | | FYE 2024 | |
|--|----------------------------|---------------|---------------------|---------------|---------------|---------------|
| | RM'000 | % | RM'000 | % | RM'000 | % |
| | Staff costs ⁽¹⁾ | 3,737 | 51.05 | 4,246 | 48.33 | 4,669 |
| Directors' remuneration | 731 | 9.99 | 1,185 | 13.49 | 1,295 | 12.83 |
| Amortisation and depreciation ⁽²⁾ | 626 | 8.55 | 932 | 10.61 | 1,120 | 11.09 |
| Subscription fees ⁽³⁾ | 451 | 6.16 | 441 | 5.02 | 376 | 3.72 |
| Professional fees ⁽⁴⁾ | 445 | 6.08 | 981 | 11.17 | 1,154 | 11.43 |
| Office expenses ⁽⁵⁾ | 377 | 5.15 | 299 | 3.40 | 412 | 4.08 |
| Renovation expenses | 234 | 3.20 | 7 | 0.08 | - | - |
| Rental expenses ⁽⁶⁾ | 223 | 3.05 | 54 | 0.61 | 60 | 0.59 |
| Upkeep and maintenance ⁽⁷⁾ | 145 | 1.98 | 109 | 1.24 | 193 | 1.91 |
| Loss on foreign exchange | 105 | 1.43 | 88 | 1.00 | 23 | 0.23 |
| Travelling and accommodation costs | 44 | 0.60 | 300 | 3.42 | 617 | 6.11 |
| Others ⁽⁸⁾ | 202 | 2.76 | 143 | 1.63 | 179 | 1.77 |
| | 7,320 | 100.00 | 8,785 | 100.00 | 10,098 | 100.00 |

Notes:

- (1) Includes staff salaries, allowances, bonuses, statutory contributions, staff welfare and refreshments.
- (2) Includes amortisation/depreciation of property, plant and equipment, intangible assets and investment property.
- (3) Mainly includes subscription fees for third-party e-commerce platform, digital platforms and payment gateways as well as maintenance fee for payment gateways.
- (4) Includes secretarial fees, audit fees, legal fees, tax agent fees and other professional consultants.
- (5) Mainly includes insurance, utility expenses, printing and stationery expenses and stamp duty for facility agreement.
- (6) Includes rentals for hostels, warehouse and offices.
- (7) Includes upkeep of office equipment, warehouse and offices.
- (8) Mainly includes bad debts written off, expenses incurred for service charges, bank charges and entertainment expenses.

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12. FINANCIAL INFORMATION (CONT'D)**Comparison between FYE 2022 and FYE 2023**

Our administrative expenses increased by RM1.47 million or 20.08% from RM7.32 million in FYE 2022 to RM8.79 million in FYE 2023, which was mainly attributable to:

- (a) Increase in staff costs of RM0.51 million due to the revision in annual salary to existing employees, recruitment of additional employees and bonuses paid to our existing employees;
- (b) Increase in professional fees of RM0.53 million, mainly due to the professional fees incurred for our Listing.
- (c) Increase in directors' remuneration of RM0.46 million due to the revision in annual salary and bonuses paid to our Directors; and
- (d) Increase in amortisation and depreciation of RM0.30 million due to additional leases taken up for office and product experience centres as right-of-use assets.

The increase in administrative expenses was offset by decrease in renovation expenses of RM0.22 million as our Group had incurred the majority of renovation expenses in FYE 2022.

Comparison between FYE 2023 and FYE 2024

Our administrative expenses increased by RM1.31 million or 14.90% from RM8.79 million in FYE 2023 to RM10.10 million in FYE 2024, which was mainly attributable to:

- (a) Increase in staff costs of RM0.42 million due to the revision in annual salary to existing employees, recruitment of additional employees and bonuses paid to our existing employees;
- (b) Increase in travelling and accommodation costs of RM0.32 million due to additional overseas trips for live commerce sessions conducted by our live hosts;
- (c) Increase in amortisation and depreciation of RM0.19 million mainly due to additional leases for office as right-of-use assets and 5 units of motor vehicles;
- (d) Increase in professional fee of RM0.17 million, mainly due to professional fees incurred for our Listing;
- (e) Increase in directors' remuneration of RM0.11 million due to the revision in annual salary and bonuses paid to our Directors; and
- (f) Increase in office expenses of RM0.11 million, mainly due to higher printing and stationery expenses incurred to support our increased business activities.

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12. FINANCIAL INFORMATION (CONT'D)**12.2.7 Finance costs**

The breakdown of our finance costs is as follows:

| | FYE 2022 | | Audited FYE 2023 | | FYE 2024 | |
|---------------------|--------------------------------------|---------------|---------------------|---------------|------------|---------------|
| | RM'000 | % | RM'000 | % | RM'000 | % |
| | Interest expenses charged on: | | | | | |
| Term loans | 18 | 5.71 | 475 | 90.48 | 504 | 90.00 |
| Lease liabilities | 295 | 93.65 | 47 | 8.95 | 56 | 10.00 |
| Bankers' acceptance | 2 | 0.64 | 3 | 0.57 | - | - |
| | 315 | 100.00 | 525 | 100.00 | 560 | 100.00 |

Comparison between FYE 2022 and FYE 2023

We recorded an increase in finance costs of RM0.21 million or 65.63% from RM0.32 million in FYE 2022 to RM0.53 million in FYE 2023 due to increase in term loan interests of RM0.46 million. The increase in term loan interests was attributable to the interest charged on 3 term loan facilities drawn down towards the end of FYE 2022, coupled with the increase in the overnight policy rate from 2.75% to 3.00% that was announced by Bank Negara Malaysia in May 2023. The 3 term loan facilities drawn down were used to purchase:

- (i) our office located at 26, Jalan PP 11/4, Alam Perdana Industrial Part, Taman Putra Perdana, 47130 Puchong, Selangor;
- (ii) an investment property located at 13, Jalan PP 11/4, Alam Perdana Industrial Park, Taman Putra Perdana, 47130 Puchong, Selangor; and
- (iii) a vacant parcel of land to construct our New HQ.

The increase in finance costs was offset by the decrease in interest expenses on lease liabilities of RM0.25 million due to some leases being close to its expiry date.

Comparison between FYE 2023 and FYE 2024

We recorded an increase in finance costs of RM0.03 million or 5.66% from RM0.53 million in FYE 2023 to RM0.56 million in FYE 2024 mainly due to the following:

- (a) Increase in term loan interests of RM0.02 million due to the increase in overnight policy rate from 2.75% to 3.00% in May 2023; and
- (b) Increase in lease liabilities interests of RM0.01 million mainly due to 5 units of motor vehicles purchased under hire purchase arrangement.

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12. FINANCIAL INFORMATION (CONT'D)**12.2.8 Tax expense, PBT and PAT**

The following tables set out the comparison between the statutory tax rates and our effective tax rates for the Financial Years Under Review:

| | Audited | | |
|---|-----------------|-----------------|-----------------|
| | FYE 2022 | FYE 2023 | FYE 2024 |
| Malaysia statutory tax rate ⁽¹⁾ on the first RM150,000 (%) | | | |
| - on the first RM600,000 (effective from year of assessment 2023, RM150,001 to RM600,000) (%) | 17 | - | - |
| - the balance of chargeable income (%) | 24 | 24 | 24 |
| Malaysia statutory tax rate ⁽¹⁾ | 24 | 24 | 24 |
| Tax expense (RM'000) | 1,813 | 1,888 | 3,052 |
| Effective tax rate (%) | 25.36 | 27.74 | 27.45 |

Note:

- (1) We qualified for the tax rate of 17.00% on the first RM600,000 of chargeable income for FYE 2022 as we qualified as a small and medium enterprise ("**SME**") in year of assessment 2022 due to our paid-up capital being below RM2.50 million.

Subsequently, our Company no longer qualified as a SME in year of assessment 2023, and thus was not eligible to enjoy the tax rate of 15.00% on the first RM150,000 and 17.00% on the RM150,001 to RM600,000 of our chargeable income as our paid-up capital is above RM2.50 million. Our tax expense for FYE 2023 and FYE 2024 was based entirely on the statutory tax rate of 24.00%.

The following tables set out the PBT, PBT margin, PAT and PAT margin for the financial years under review:

| | Audited | | |
|----------------|-----------------|-----------------|-----------------|
| | FYE 2022 | FYE 2023 | FYE 2024 |
| PBT (RM'000) | 7,150 | 6,805 | 11,119 |
| PBT margin (%) | 17.49 | 17.03 | 20.28 |
| PAT (RM'000) | 5,337 | 4,917 | 8,067 |
| PAT margin (%) | 13.05 | 12.30 | 14.72 |

Comparison between FYE 2022 and FYE 2023

We recorded a decrease in PBT by RM0.34 million or 4.76% from RM7.15 million for FYE 2022 to RM6.81 million for FYE 2023. The decrease in PBT was derived from the decrease in revenue (as explained in Sections 12.2.2(v) of this Prospectus) coupled with higher administrative expenses attributable to higher staff costs, directors' remuneration, amortisation and depreciation as well as professional fees and finance costs in FYE 2023. As such, this had resulted in a decrease of our PBT margin from 17.49% in FYE 2022 to 17.03% in FYE 2023.

Our tax expenses increased by RM0.08 million or 4.42% to RM1.89 million in FYE 2023 (FYE 2022: RM1.81 million), mainly due to higher non-deductible expenses (i.e. expenses incurred in relation to our Listing) in FYE 2023. As a result of the higher tax expenses in FYE 2023, our PAT decreased from RM5.34 million in FYE 2022 to RM4.92 million in FYE 2023 and our PAT margin decreased from 13.05% in FYE 2022 to 12.30% in FYE 2023.

12. FINANCIAL INFORMATION (CONT'D)

Our effective tax rate of 27.74% for FYE 2023 (FYE 2022: 25.36%) was higher than the statutory tax rate of 24.00% due to add back of non-deductible expenses of RM0.32 million, for items such as depreciation for non-qualifying assets and professional fees incurred in relation to our Listing.

Comparison between FYE 2023 and FYE 2024

We recorded an increase in PBT by RM4.31 million or 63.29% from RM6.81 million for FYE 2023 to RM11.12 million for FYE 2024. The increase in PBT was derived from the increase in revenue and higher GP (as explained in Sections 12.2.2(v) and 12.2.3(viii) of this Prospectus respectively). Further, our Group incurred higher administrative expenses mainly attributable to higher staff costs, travelling and accommodation costs as well as higher selling and distribution expenses in FYE 2024. Our PBT margin increased from 17.03% in FYE 2023 to 20.28% in FYE 2024 attributable to higher GP margin for FYE 2024 and a lower proportionate increase in administrative expenses as compared to the increase in revenue in FYE 2024.

Our tax expenses increased by RM1.16 million or 61.38% to RM3.05 million in FYE 2024 (FYE 2023: RM1.89 million), mainly due to higher non-deductible expenses incurred in FYE 2024. Despite the higher tax expenses in FYE 2024, our PAT increased from RM4.92 million in FYE 2023 to RM8.07 million in FYE 2024 and our PAT margin increased from 12.30% in FYE 2023 to 14.72% in FYE 2024.

Our effective tax rate of 27.45% for FYE 2024 (FYE 2023: 27.74%) was higher than the statutory tax rate of 24.00% due to add back of non-deductible expenses of RM0.50 million, for items such as depreciation for non-qualifying assets and professional fees incurred in relation to our Listing.

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12. FINANCIAL INFORMATION (CONT'D)**12.2.9 Review of financial position****(i) Assets**

| | Audited | | |
|----------------------------------|----------------------|---------------|---------------|
| | As at 30 June | | |
| | 2022 | 2023 | 2024 |
| | RM'000 | RM'000 | RM'000 |
| ASSETS | | | |
| Non-current assets | | | |
| Property, plant and equipment | 12,573 | 13,689 | 13,773 |
| Investment property | 3,104 | 3,062 | 3,020 |
| Intangible assets ⁽¹⁾ | 17 | 26 | 53 |
| Deferred tax assets | 226 | 330 | 1,143 |
| Other investment | - | - | 2,024 |
| Total non-current assets | 15,920 | 17,107 | 20,013 |
| Current assets | | | |
| Inventories | 7,918 | 7,422 | 5,930 |
| Current tax assets | 127 | 658 | 400 |
| Trade receivables | 587 | 85 | 212 |
| Other receivables | 1,309 | 1,591 | 4,553 |
| Cash and short-term deposits | 9,789 | 14,863 | 19,339 |
| Total current assets | 19,730 | 24,619 | 30,434 |
| TOTAL ASSETS | 35,650 | 41,726 | 50,447 |

Note:

- (1) Refer to trademarks registered in Southeast Asia, Japan and Switzerland. As at the LPD, we have registered trademarks for 29 of our product brands in Southeast Asia, Japan, and Switzerland.

Comparison between 30 June 2022 and 30 June 2023

Our total assets increased by RM6.08 million or 17.05% to RM41.73 million as at 30 June 2023 (as at 30 June 2022: RM35.65 million). The increase was attributable to the increase in non-current assets of RM1.19 million and current assets of RM4.89 million as at 30 June 2023.

Non-current assets

Our non-current assets increased by RM1.19 million or 7.47% to RM17.11 million as at 30 June 2023 (as at 30 June 2022: RM15.92 million) mainly due to the following:

- (a) Increase in property, plant and equipment of RM1.12 million mainly arising from additional property, plant and equipment of RM2.04 million mainly comprising an additional right-of-use asset for the lease of an office and product experience centre amounting to RM0.83 million. The increase was offset by the depreciation charged on property, plant and equipment of RM0.88 million during FYE 2023; and
- (b) Increase in deferred tax assets of RM0.10 million mainly arising from the contract liabilities.

12. FINANCIAL INFORMATION (CONT'D)**Current assets**

Our current assets increased by RM4.89 million or 24.78% to RM24.62 million as at 30 June 2023 (as at 30 June 2022: RM19.73 million) mainly due to the following:

- (a) Increase in current tax assets of RM0.53 million derived from the payments of monthly tax instalment for Oasis Swiss; and
- (b) Increase in cash and bank balances of RM5.07 million mainly attributed to increase in sales of third-party products through live commerce.

The increase in current assets was offset by the following:

- (a) Decrease in inventories of RM0.50 million, as the Group is carrying less home and living products due to higher sales from beauty and personal care products and wellness products which has a lower cost as at 30 June 2023 as compared to 30 June 2022; and
- (b) Decrease in trade and other receivables of RM0.22 million. This was due to lower amounts owed to us by our corporate customers as at 30 June 2023.

Comparison between 30 June 2023 and 30 June 2024

Our total assets increased by RM8.72 million or 20.90% to RM50.45 million as at 30 June 2024 (as at 30 June 2023: RM41.73 million). The increase was attributable to the increase in non-current assets of RM2.90 million and current assets of RM5.81 million as at 30 June 2024.

Non-current assets

Our non-current assets increased by RM2.90 million or 16.95% to RM20.01 million as at 30 June 2024 (as at 30 June 2023: RM17.11 million) mainly due to the following:

- (a) Increase in other investment of RM2.02 million attributable to an investment in Maybank Income Flow-I Fund; and
- (b) Increase in deferred tax assets of RM0.81 million mainly arising from the contract liabilities.

Current assets

Our current assets increased by RM5.81 million or 23.60% to RM30.43 million as at 30 June 2024 (as at 30 June 2023: RM24.62 million) mainly due to the following:

- (a) Increase in trade and other receivables of RM3.09 million. This was mainly due to deposits paid for purchases and prepayments relating to professional fees incurred for our Listing; and
- (b) Increase in cash and bank balances of RM4.48 million resulting from additional funds generated from our growth in revenue and PAT.

The increase in current assets was offset by the following:

- (a) Decrease in inventories of RM1.49 million as our Group sold more beauty and personal care products and wellness products as well as other products (apparels and fashion accessories) at a faster pace than our purchases in FYE 2024; and

12. FINANCIAL INFORMATION (CONT'D)

- (b) Decrease in current tax assets of RM0.26 million derived from the higher income tax expense in FYE 2024 attributable to higher PBT.

(ii) Liabilities

| | Audited | | |
|--------------------------------------|----------------------|---------------|---------------|
| | As at 30 June | | |
| | 2022 | 2023 | 2024 |
| | RM'000 | RM'000 | RM'000 |
| Non-current liabilities | | | |
| Loan and borrowings | 11,921 | 12,148 | 12,055 |
| Deferred tax liabilities | 1 | 1 | * |
| Total non-current liabilities | 11,922 | 12,149 | 12,055 |
| Current liabilities | | | |
| Loan and borrowings | 858 | 887 | 863 |
| Current tax liabilities | 111 | 350 | 161 |
| Trade payables | 986 | 1,170 | 959 |
| Other payables | 387 | 743 | 1,421 |
| Contract liabilities ⁽¹⁾ | 1,470 | 1,989 | 5,097 |
| Total current liabilities | 3,812 | 5,139 | 8,501 |
| TOTAL LIABILITIES | 15,734 | 17,288 | 20,556 |

Notes:

- (1) Mainly refers to payments received from customers for pre-order sales which have yet to be delivered as at the financial year end.
- (*) Less than RM1,000

Comparison between 30 June 2022 and 30 June 2023

Our total liabilities increased by RM1.56 million or 9.92%, to RM17.29 million as at 30 June 2023 (as at 30 June 2022: RM15.73 million). The increase was attributable to the increase in current liabilities of RM1.33 million and non-current liabilities of RM0.23 million as at 30 June 2023.

Non-current liabilities

Our non-current liabilities increased by RM0.23 million or 1.93% to RM12.15 million as at 30 June 2023 (as at 30 June 2022: RM11.92 million) due to the increase in non-current portion of loan and borrowings of RM0.23 million. In FYE 2023, our lease liabilities increased by RM0.42 million attributable to the additional leases on office and product experience centre.

Current liabilities

Our current liabilities increased by RM1.33 million or 34.91% to RM5.14 million as at 30 June 2023 (as at 30 June 2022: RM3.81 million) mainly due to the increase in:

- (a) Trade payables of RM0.18 million due to better credit terms granted by our new suppliers;
- (b) Other payables of RM0.35 million mainly arising from accrued expenses for staff salary of RM0.29 million;
- (c) Contract liabilities of RM0.52 million mainly attributed to payments received from customers for the sale of products which have yet to be delivered as at 30 June 2023; and

12. FINANCIAL INFORMATION (CONT'D)

- (d) Current tax liabilities of RM0.24 million derived from the tax expenses during FYE 2023 which was partially offset by monthly tax instalments paid during FYE 2023.

Comparison between 30 June 2023 and 30 June 2024

Our total liabilities increased by RM3.27 million or 18.91%, to RM20.56 million as at 30 June 2024 (as at 30 June 2023: RM17.29 million). The increase was attributable to the increase in current liabilities of RM3.36 million and this was offset by the decrease in non-current liabilities of RM0.09 million as at 30 June 2024.

Non-current liabilities

Our non-current liabilities decreased by RM0.09 million or 0.74% to RM12.06 million as at 30 June 2024 (as at 30 June 2023: RM12.15 million) due to the decrease in non-current portion of loan and borrowings of RM0.09 million attributable to scheduled repayments made in FYE 2024.

Current liabilities

Our current liabilities increased by RM3.36 million or 65.37% to RM8.50 million as at 30 June 2024 (as at 30 June 2023: RM5.14 million) mainly due to increase in contract liabilities of RM3.11 million mainly attributed to payments received from customers for the pre-order sales of products which have yet to be delivered as at 30 June 2024.

Further, our other payables increased by RM0.68 million mainly attributed to professional fees of RM0.37 million accrued in relation to the Listing and staff salaries of RM0.19 million.

12.2.10 Recent developments

Save for the dividend declared and paid by our Group as set out in Section 12.13 of this Prospectus, there were no other significant events subsequent to our audited consolidated financial statements for FYE 2024.

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12. FINANCIAL INFORMATION (CONT'D)

12.3 LIQUIDITY AND CAPITAL RESOURCES

12.3.1 Working capital

We have been financing our operations through existing cash and bank balances, cash generated from our operations and external sources of funds. Our external sources of funds mainly comprise term loans, bankers' acceptance as well as hire purchases.

As at 30 June 2024, we have:

- (i) Cash and short term deposits of RM19.34 million; and
- (ii) Total banking facilities (excluding finance lease) of approximately RM27.26 million (of which RM12.49 million has been utilised).

The interest rate of our borrowings is based on prevailing market rates. Currently, the principal use of our borrowings is for the acquisition of properties, plant and equipment, investment property as well as for working capital purposes.

The decision to utilise either internally generated funds or borrowings for our business operations depends on, amongst others, our cash and bank balances, expected cash inflows, future working capital requirements, future capital expenditure requirements and the interest rate on borrowings.

Based on the pro forma consolidated statements of financial position of our Group as at 30 June 2024, our NA position stood at RM29.89 million and our gearing level is 0.43 times. Our NA position and gearing level (after the Public Issue and utilisation of proceeds) are RM[●] million and [●] times respectively.

As at the LPD, our Group recorded cash and short-term deposits of RM17.51 million and total banking facilities of approximately RM27.26 million (of which RM12.49 million has been utilised). Our Board is confident that, after taking into account our gearing and cash flow position as well as the banking facilities currently available to our Group, our working capital will be sufficient for our existing and foreseeable requirements for a period of 12 months from the date of this Prospectus.

As at the LPD, we do not foresee any circumstances which may materially affect our liquidity. Our Group has not encountered any major disputes with our debtors and our allowance for impairment losses in respect of our doubtful debts is low.

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12. FINANCIAL INFORMATION (CONT'D)**12.3.2 Review of cash flows**

| | Audited | | |
|---|--------------|---------------|---------------|
| | FYE 2022 | FYE 2023 | FYE 2024 |
| | RM'000 | RM'000 | RM'000 |
| Net cash generated from operating activities | 3,764 | 7,714 | 10,974 |
| Net cash used in investing activities | (942) | (1,099) | (2,612) |
| Net cash used in financing activities | (95) | (1,620) | (3,900) |
| Net increase in cash and cash equivalents | 2,727 | 4,995 | 4,462 |
| Cash and cash equivalents at the beginning of the financial year | 7,044 | 9,789 | 14,863 |
| Effect of exchange differences on translation | 18 | 79 | 14 |
| Cash and cash equivalents at the end of the financial year | 9,789 | 14,863 | 19,339 |

FYE 2022**Net cash generated from operating activities**

For FYE 2022, we recorded a net operating cash inflow of RM3.76 million after taking into consideration our operating profit of RM8.05 million and the following working capital changes:

- (i) Increase in inventories of RM2.88 million as we purchased more products towards the last quarter of FYE 2022 to cater for future sales;
- (ii) Decrease in trade and other receivables of RM2.35 million, mainly due to lower advance payments to our OEMs and suppliers for our purchases.
- (iii) Increase in contract liabilities of RM0.36 million mainly for the products which have yet to be delivered after receipt of payments from customers as at 30 June 2022; and
- (iv) Income tax paid of RM4.14 million.

Net cash used in investing activities

For FYE 2022, we recorded a net cash outflow of RM0.94 million for our investing activities, mainly attributable to:

- (i) Cash payment of RM0.86 million for the purchase of property, plant and equipment mainly comprising:
 - (a) Purchase of right-of-use assets comprising cash payment of RM0.56 million for the acquisition of office (with a total consideration of RM3.03 million). The remaining balance was financed via a term loan;
 - (b) Cash payment of RM0.06 million for the purchase 1 unit of motor vehicle (with a purchase consideration of RM0.63 million). The remaining balance of RM0.57 million was financed via hire purchase; and
 - (c) Computer and software for office use of RM0.17 million.

12. FINANCIAL INFORMATION (CONT'D)

- (ii) Purchase of investment property comprising cash payment of RM0.58 million for the acquisition of a shoptlot located at No. 13, Jalan PP 11/4, Alam Perdana Industrial Park, Taman Putra Perdana, 47130 Puchong, Selangor Darul Ehsan (with a total consideration of RM3.12 million). The remaining balance was financed via a term loan.

The cash outflow was offset by net cash inflow arising from the issuance of shares by a subsidiary of RM0.50 million.

Net cash used in financing activities

For FYE 2022, we recorded a net cash outflow of RM0.10 million for our financing activities, mainly attributable to the following:

- (i) Net repayment of term loans of RM0.20 million;
- (ii) Net repayment of lease liabilities of RM0.12 million;
- (iii) Repayments of advances from a Directors of RM5.71 million; and
- (iv) Payment of interests charged on term loan, lease liabilities and bankers' acceptance of RM0.32 million.

The increase in cash outflow was offset by the following:

- (i) Drawdown of bankers' acceptance of RM0.27 million which were used as payments to OEMs and suppliers; and
- (ii) Proceeds from issuance of ordinary shares of RM6.00 million.

FYE 2023**Net cash generated from operating activities**

For FYE 2023, we recorded net operating cash inflow of RM7.71 million after taking into consideration our operating profit of RM8.06 million and the following working capital changes:

- (i) Decrease in inventories of RM0.53 million, as we held less home and living products due to the higher sales from beauty and personal care products and wellness products which has a lower cost;
- (ii) Decrease in trade and other receivables of RM0.27 million, due to lower sales to our corporate customers on credit terms during FYE 2023.
- (iii) Increase in trade and other payables of RM0.49 million mainly due to better credit terms granted by our new suppliers;
- (iv) Increase in contract liabilities of RM0.52 million mainly due to payments received from customers for the sale of products which have yet to be delivered as at 30 June 2023; and
- (v) Income tax paid of RM2.29 million.

12. FINANCIAL INFORMATION (CONT'D)**Net cash used in investing activities**

For FYE 2023, we recorded a net cash outflow of RM1.10 million for our investing activities, mainly attributable to cash payments of RM1.10 million for the purchase of property, plant and equipment mainly comprising the following:

- (i) cash payment of RM0.24 million for the purchase 2 units of motor vehicles (with a purchase consideration of RM0.34 million). The remaining balance of RM0.10 million was financed via hire purchase,
- (ii) furniture and fittings of RM0.49 million,
- (iii) office equipment of RM0.08 million and
- (iv) renovation of RM0.18 million for our office and product experience centres as well as our property under construction on leasehold land of RM0.11 million for our New HQ.

Net cash used in financing activities

For FYE 2023, we recorded a net cash outflow of RM1.62 million for our financing activities, mainly attributable to the following:

- (i) Net repayment of term loans of RM0.31 million;
- (ii) Net repayment of lease liabilities of RM0.30 million;
- (iii) Repayment of bankers' acceptance of RM0.27 million;
- (iv) Payment of interests charged on term loan, lease liabilities and bankers' acceptance of RM0.53 million; and
- (v) Payment of dividends of RM0.64 million in respect of FYE 2023.

The increase in cash outflow was offset by the following:

- (i) Drawdown of bankers' acceptance of RM0.22 million which were used for payments to OEMs and suppliers; and
- (ii) Proceeds from issuance of ordinary shares of RM0.20 million.

FYE 2024**Net cash generated from operating activities**

For FYE 2024, we recorded net operating cash inflow of RM10.97 million after taking into consideration our operating profit of RM12.45 million and the following working capital changes:

- (i) Decrease in inventories of RM1.49 million as our Group sold more beauty and personal care products and wellness products as well as other products (apparels and fashion accessories) at a faster pace than our purchases in FYE 2024;
- (ii) Increase in trade and other receivables of RM3.09 million, mainly due to deposit paid of RM2.03 million to our OEMs and suppliers for products ordered and prepayments amounting to RM0.23 million relating to professional fees incurred for our Listing during FYE 2024;

12. FINANCIAL INFORMATION (CONT'D)

- (iii) Increase in trade and other payables of RM0.51 million, mainly due to accrued expenses relating to staff salary;
- (iv) Increase in contract liabilities of RM3.11 million mainly attributed to payments received from customers for the sale of products which have yet to be delivered as at 30 June 2024; and
- (v) Income tax paid of RM3.80 million and interest received of RM0.31 million.

Net cash used in investing activities

For FYE 2024, we recorded a net cash outflow of RM2.61 million for our investing activities, mainly attributable to the following:

- (i) cash payment of RM0.28 million for the purchase of property, plant and equipment comprising office equipment amounting to RM0.14 million, computer software of RM0.05 million and renovation of RM0.04 million for our office in FYE 2024 as well as the property under construction on leasehold land of RM0.05 million for our New HQ;
- (ii) acquisition of 200,000 ordinary shares in Oasis Wellness for a total purchase consideration of RM0.30 million; and
- (iii) increase in other investment of RM2.00 million attributable to our investment in Maybank Income Flow-I Fund.

Net cash used in financing activities

For FYE 2024, we recorded a net cash outflow of RM3.90 million for our financing activities, mainly attributable to the following:

- (i) Net repayment of term loans of RM0.29 million;
- (ii) Net repayment of lease liabilities of RM0.48 million;
- (iii) Repayment of bankers' acceptance of RM0.22 million;
- (iv) Payment of interests charged on term loan, lease liabilities and bankers' acceptance of RM0.56 million; and
- (v) Payment of dividends of RM2.32 million in respect of FYE 2024.

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12. FINANCIAL INFORMATION (CONT'D)**12.4 BORROWINGS AND INDEBTEDNESS**

We utilise banking facilities such as bankers' acceptance to finance the purchase of products as well as term loans to finance the acquisition of our properties and hire purchase to finance the purchase of motor vehicles.

All of our borrowings as at 30 June 2024 are secured, interest-bearing and denominated in RM. Our total outstanding borrowings as at 30 June 2024 stood at RM12.92 million, details of which are set out below:

| | <u>Purpose</u> | <u>Tenure</u> | <u>Interest rate</u> <u>% per annum</u> | <u>Audited as at 30</u> <u>June 2024</u> <u>RM'000</u> |
|---|--|----------------|--|--|
| Interest bearing short-term borrowings, payable within 1 year: | | | | |
| Term loans | To finance the acquisition of properties | 17 to 30 years | 4.42 to 4.49 | 309 |
| Lease liabilities | Rental obligations for the rental of properties and motor vehicles under hire purchase arrangement | 3 to 5 years | 3.85 to 6.80 | 554 |
| | | | Sub-total | 863 |
| Interest bearing long-term borrowings, payable after 1 year: | | | | |
| Term loans | To finance the acquisition of properties | 17 to 30 years | 4.42 to 4.49 | 10,850 |
| Lease liabilities | Rental obligations for the rental of properties and motor vehicles under hire purchase arrangement | 3 to 5 years | 3.85 to 6.80 | 1,205 |
| | | | Sub-total | 12,055 |
| | | | Total borrowings | 12,918 |

Pro forma gearing (times)

| | |
|--|------|
| After adjusting for subsequent events but before Public Issue ⁽¹⁾ | 0.45 |
| After the Public Issue and utilisation of the proceeds raised from our Public Issue ⁽²⁾ | [●] |

Notes:

- (1) Computed based on our pro forma consolidated statements of financial position after adjusting for subsequent events but before Public Issue.
- (2) Computed based on our pro forma consolidated statements of financial position after the subsequent events, Public Issue and utilisation of the proceeds raised from our Public Issue.

Our pro forma gearing ratio is expected to decrease from 0.45 times (before the Public Issue) to [●] times (after the Public Issue) due to the increase in shareholders' funds arising from the issuance of new Shares pursuant to the Public Issue.

12. FINANCIAL INFORMATION (CONT'D)

Our bank borrowings carry the following interest rates during the Financial Years Under Review:

| | Audited | | |
|---------------------|--------------------|-----------------|-----------------|
| | FYE 2022 | FYE 2023 | FYE 2024 |
| | % per annum | | |
| Bankers' acceptance | 4.04 | 5.45 to 5.50 | 5.45 to 5.50 |
| Term loans | 3.15 to 3.49 | 4.42 to 4.49 | 4.42 to 4.49 |
| Lease liabilities | 3.45 to 6.55 | 3.45 to 6.75 | 3.85 to 6.80 |

The following table sets out the maturities of our bankers' acceptance, term loans and lease liabilities:

| | Audited | | |
|-----------------------------|-----------------|-----------------|-----------------|
| | FYE 2022 | FYE 2023 | FYE 2024 |
| | RM'000 | RM'000 | RM'000 |
| Bankers' acceptance: | | | |
| Within the next 12 months | 265 | 221 | - |
| Term loans: | | | |
| Within the next 12 months | 406 | 293 | 309 |
| After the next 12 months | 11,349 | 11,154 | 10,850 |
| Lease liabilities | | | |
| Within the next 12 months | 187 | 373 | 554 |
| After the next 12 months | 572 | 994 | 1,205 |

As at LPD, we do not have any borrowings which are non-interest bearing and/or in foreign currency.

We have not defaulted on payments of principal sums and/or interests in respect of any of our borrowings throughout the Financial Years Under Review and up to LPD.

We do not encounter any seasonality in our borrowings trend and there is no restriction on our committed facilities.

As at LPD, neither our Company nor any of our Subsidiaries are in breach of any terms and conditions or covenants associated with the credit arrangement or bank loan which can materially affect our financial position and results or business operations or the investments by holders of our securities.

During Financial Years Under Review, we did not experience any claw back or reduction in the facilities limit granted to us by our lenders.

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12. FINANCIAL INFORMATION (CONT'D)**12.5 TYPES OF FINANCIAL INSTRUMENTS USED, TREASURY POLICIES AND OBJECTIVES**

As at the LPD, save as disclosed in Section 12.4 above, we do not have any other financial instruments or any other treasury policies.

All our financial instruments are used towards purchase of property, plant and equipment, right-of-use assets and investment properties and for working capital.

As at LPD, save for our hire purchase facilities which are based on fixed rates, all our other facilities with licensed financial institutions are based on base lending rate plus or minus a rate which varies depending on the type of facility.

12.6 MATERIAL CAPITAL COMMITMENTS, MATERIAL LITIGATION AND CONTINGENT LIABILITY**12.6.1 Material capital commitments**

As at LPD, save as disclosed below, we do not have any other material capital commitments:

| | <u>RM'000</u> |
|---------------------------------------|---------------|
| <u>Authorised and contracted for:</u> | |
| - Purchase of property ⁽¹⁾ | <u>7,058</u> |

Note:

- (1) Relating to the purchase of a bungalow industrial lot costing RM7.31 million (after developer's rebate of RM1.00 million), with a built-up area of 14,364 sq. ft. located in the NCT Smart Industrial Park at the Integrated Development Region at South Selangor, situated in Sepang. This warehouse is currently in the midst of construction and is intended to be used as a fulfilment centre for in-house fulfilment process, as well as for inventory storage and management. The material commitment of RM7.06 million for the purchase of the property is to be settled using term loan.

12.6.2 Material litigation

We are not engaged in any material litigation, claim or arbitration either as plaintiff or defendant and there is no proceeding pending or threatened or any fact likely to give rise to any proceeding which might materially or adversely affect our position or business as at LPD.

12.6.3 Contingent liability

There are no contingent liabilities incurred by us or our Subsidiaries, which upon becoming enforceable, may have a material effect on our business and financial as at the LPD.

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12. FINANCIAL INFORMATION (CONT'D)**12.7 MATERIAL INVESTMENT AND MATERIAL DIVESTITURE**

Save as disclosed below, there are no material investments made by us for the Financial Years Under Review and up to the LPD.

| | FYE 2022 | FYE 2023 | FYE 2024 | 1 July 2024 up to the LPD |
|------------------------------------|--------------|--------------|--------------|------------------------------|
| | RM'000 | RM'000 | RM'000 | RM'000 |
| Furniture and fittings | 4 | 485 | 10 | 4 |
| Office equipment | 58 | 84 | 142 | 14 |
| Motor vehicles | 626 | 336 | 711 | 323 |
| Renovation | 7 | 180 | 37 | - |
| Computer and software | 173 | 11 | 46 | 28 |
| Property under construction | - | 105 | 47 | - |
| Right-of-use assets: | | | | |
| - Leasehold land | 2,061 | - | - | - |
| - Building | 970 | - | - | - |
| Investment property | | | | |
| - Leasehold land | 2,228 | - | - | - |
| - Leasehold building | 890 | - | - | - |
| Other investment | - | - | 1,995 | - |
| Total | 7,017 | 1,201 | 2,988 | 369 |

The above material investments were located within Malaysia and were primarily financed by a combination of bank borrowings and our internally generated funds.

- (a) For FYE 2022, our material investments of RM7.02 million mainly comprised the following:
- RM3.03 million for the purchase of a right-of-use asset property located at No 26, Jalan PP 11/4, Alam Perdana Industrial Park Taman Putra Perdana, 47130 Puchong, Selangor. This property is currently being used as an office;
 - RM3.12 million for the purchase of an investment property located at No 13, Jalan PP 11/4, Alam Perdana Industrial Park Taman Putra Perdana, 47130 Puchong, Selangor; and
 - RM0.63 million for the purchase of motor vehicles.
- (b) For FYE 2023, our material investments of RM1.20 million mainly comprised the following:
- RM0.49 million for the purchase of furniture and fittings;
 - RM0.34 million for the purchase of motor vehicles; and
 - RM0.18 million for the renovation; and
 - RM0.11 million for the property under construction attributable to payments relating to building plans and submissions to local authorities for our New HQ.
- (c) For FYE 2024, our material investments of RM2.99 million mainly comprised the following:
- RM0.71 million for the purchase of motor vehicle; and
 - RM0.14 million for the purchase of office equipment.
 - RM2.00 million for the purchase of Maybank Income Flow-I Fund which has been subsequently revalued to RM2.02 million; and
 - RM0.05 million for the property under construction attributable to payments relating to building plans and submissions to local authorities for our New HQ.

12. FINANCIAL INFORMATION (CONT'D)

- (d) For 1 July 2024 up to the LPD, our material investments of RM0.37 million mainly comprised of the purchase of motor vehicles amounting to RM0.32 million.

There are no material divestitures made by us for the Financial Years Under Review and up to the LPD.

12.8 KEY FINANCIAL RATIOS

The key financial ratios of our Group for FYEs 2022 to 2024 are as follows:

| | Audited | | |
|--|-----------------|-----------------|-----------------|
| | FYE 2022 | FYE 2023 | FYE 2024 |
| Trade receivables turnover (days) ⁽¹⁾ | 6 | 3 | 1 |
| Trade payables turnover (days) ⁽²⁾ | 13 | 18 | 13 |
| Inventory turnover (days) ⁽³⁾ | 126 | 176 | 108 |
| Current ratio (times) ⁽⁴⁾ | 5.18 | 4.79 | 3.58 |
| Gearing ratio (times) ⁽⁵⁾ | 0.64 | 0.54 | 0.43 |

Notes:

- (1) Computed based on average trade receivables as at FYEs divided by the revenue for the year, multiplied by 365 days for the respective FYEs.
- (2) Computed based on average trade payables as at FYEs divided by total cost of sales for the year, multiplied by 365 days for the respective FYEs.
- (3) Computed based on the average inventory as at FYEs divided by total purchases for the year, multiplied by 365 days for the respective FYEs.
- (4) Computed based on total current assets divided by total current liabilities as at the respective FYEs.
- (5) Computed based on total interest-bearing borrowings divided by equity attributable to owners as at the respective FYEs.

12.8.1 Trade receivables turnover

Our average trade receivables' turnover periods for the Financial Years Under Review are stated as below:

| | Audited | | |
|--|-----------------|-----------------|-----------------|
| | FYE 2022 | FYE 2023 | FYE 2024 |
| | RM'000 | RM'000 | RM'000 |
| Opening trade receivables | 675 | 587 | 85 |
| Closing trade receivables | 587 | 85 | 212 |
| Average trade receivables | 631 | 336 | 149 |
| Revenue | 40,884 | 39,966 | 54,821 |
| Average trade receivables turnover period (days) | 6 | 3 | 1 |

The normal credit period granted by our Group with respect to our trade receivables is between 7 days and 90 days from the date of invoice, however, this may be extended in certain cases after taking into consideration the background, credit-worthiness and payment history of the customer.

Our average trade receivables turnover periods for FYE 2022, FYE 2023 and FYE 2024 was 6 days, 3 days and 1 day respectively, which is within the normal credit period granted to our customers.

12. FINANCIAL INFORMATION (CONT'D)

Our Group's average trade receivable turnover period decreased from 6 days in FYE 2022 to 3 days in FYE 2023 and to 1 day in FYE 2024. This was attributed to a change in our credit period policy to cash for sales from live commerce, mobile application and website (i.e. Oasis Home) and third-party e-commerce marketplaces.

Our Group's management closely monitors the recoverability of the overdue trade receivables on a regular basis, and when appropriate, provide for specific impairment of these trade receivables. The Board is of the view that the remaining trade receivables are recoverable, there is no provision for impairment required after taking into consideration our Group's relationships with the customers as well as efforts made to improve collections with various credit control measures to reduce the potential exposure on credit risk. Our Group uses ageing analysis to monitor the credit quality of our trade receivables.

The ageing analysis of our trade receivables as at 30 June 2024 is as follows:

| | Trade receivables at 30 June 2024 | | Collection from | Balance trade |
|-------------------------------|--|-------------------------|--------------------------|--------------------------|
| | | | 1 July 2024 up to | receivables as at |
| | RM'000 | Percentage of | LPD | LPD |
| | (a) | (a)/total of (a) | RM'000 | RM'000 |
| | | | (b) | (c) = (a)-(b) |
| Neither past due nor impaired | 72 | 33.96 | 72 | - |
| Past due but not impaired: | 140 | 66.04 | 104 | 36 |
| • 1 to 30 days | 46 | 21.70 | 35 | 11 |
| • 31 to 60 days | 11 | 5.19 | 1 | 10 |
| • 61 to 90 days | 19 | 8.96 | 18 | 1 |
| • More than 90 days | 64 | 30.19 | 50 | 14 |
| Total | 212 | 100.00 | 176 | 36 |

As at LPD, RM0.04 million of outstanding trade receivables as at 30 June 2024 has yet to be collected. We have continued to receive partial payments from these customers and we are confident that the amount due are collectible.

Our Group has not encountered any major disputes with our trade receivables.

12.8.2 Trade payables turnover

Our average trade payables' turnover period during the Financial Periods Under Review is stated as below:

| | Audited | | |
|---|-----------------|-----------------|-----------------|
| | FYE 2022 | FYE 2023 | FYE 2024 |
| | RM'000 | RM'000 | RM'000 |
| Opening trade payables | 764 | 986 | 1,170 |
| Closing trade payables | 986 | 1,170 | 959 |
| Average trade payables | 875 | 1,078 | 1,065 |
| Cost of sales | 23,725 | 22,442 | 30,426 |
| Average trade payables turnover period (days) | 13 | 18 | 13 |

Trade payables comprise amounts outstanding for trade purchases. The credit terms granted to our Group for trade purchases range from 30 days to 90 days. Our average trade payables turnover periods for FYE 2022, FYE 2023 and FYE 2024 was 13 days, 18 days and 13 days, respectively, which is within the normal credit period granted by our suppliers.

12. FINANCIAL INFORMATION (CONT'D)

Most of our major suppliers require full payment prior to the delivery of third-party products as we frequently began to procure new products from new suppliers. Therefore, as we are required to make full payment for the products prior to the delivery, our average trade payables turnover period did not fluctuate significantly during the Financial Years Under Review.

The ageing analysis of our trade payables as at 30 June 2024 is as follows:

| | Trade payables as at 30 June 2024 | | Payments from 1 July 2024 up to LPD | Balance trade payables as at LPD |
|----------------------|-----------------------------------|---------------------------------|---|--|
| | RM'000 | Percentage of trade payables | RM'000 | RM'000 |
| | (a) | (a)/total of (a) | (b) | (c) = (a)-(b) |
| Not past due | 774 | 80.71 | 733 | 41 |
| Past due | | | | |
| • 1 to 30 days | 144 | 15.02 | 142 | 2 |
| • 31 to 60 days | 15 | 1.56 | 15 | - |
| • 61 to 90 days | - | - | - | - |
| • More than 120 days | 26 | 2.71 | - | 26 |
| | 185 | 19.29 | 157 | 28 |
| Total | 959 | 100.00 | 890 | 69 |

As at LPD, our Group has RM0.07 million of outstanding trade payables yet to be paid.

As at LPD, we do not have any material disputes in respect of our trade payables and no material legal proceedings to demand for payment have been initiated by our suppliers against us.

12.8.3 Inventory turnover

Our average inventory turnover period for during the Financial Periods Under Review is stated as below:

| | Audited | | |
|--|----------|----------|----------|
| | FYE 2022 | FYE 2023 | FYE 2024 |
| | RM'000 | RM'000 | RM'000 |
| Opening inventory | 5,023 | 7,918 | 7,422 |
| Closing inventory | 7,918 | 7,422 | 5,930 |
| Average inventory | 6,471 | 7,670 | 6,676 |
| Purchases during the financial year | 18,721 | 15,883 | 22,468 |
| Average inventory turnover period (days) | 126 | 176 | 108 |

Our Group practices first-in first-out basis in computing the cost of inventory. The costs of products is based on the invoiced value of products purchased.

Our inventory turnover period for FYE 2022, FYE 2023 and FYE 2024 was 126 days, 176 days, 108 days respectively. In general, it takes between 7 and 10 days for local suppliers and between 45 and 60 days for foreign suppliers to prepare a batch of third-party products from the date our Group places a purchase order. It also typically takes between 35 and 60 days to manufacture a batch of in-house brand products, depending on whether the OEM is located locally or internationally, as well as the product type.

12. FINANCIAL INFORMATION (CONT'D)

In view of the lead time for our OEMs to fulfil our orders, our Group had placed orders to replenish our inventory of in-house brand products supplied by OEMs (which have a minimum order quantity requirement) towards the end of FYE 2022, which happened to be fulfilled during the same FYE. This resulted in higher purchases and closing inventories in FYE 2022. As the purchases of our in-house brand products were recorded in FYE 2022, our Group recorded lower purchases during FYE 2023 and consequently, we recorded inventory turnover days of 176 days in FYE 2023 (FYE 2022: 126 days).

For FYE 2024, the inventory turnover days decreased to 108 days (FYE 2023: 176 days) as we sold more beauty and personal care products and wellness products as well as other products (apparels and fashion accessories) at a faster pace than its purchases in FYE 2024.

We conduct a bi-weekly internal meeting to review our inventory level and inventory ageing. Approval is required from our Directors for replenishment of products and any impairment on slow moving stocks. We have not experienced any inventory write-offs or impairment during the Financial Years Under Review.

We monitor our inventories, conduct physical inventory counts and establish a monthly-based inventory cycle to meet the demand of our sales orders. We closely monitor the shelf life of all products particularly on the beauty and personal care products and wellness products. Ahead of the expiry date of our products, we will promote the sales of such products by organising warehouse sale and promotional activities. During the Financial Years Under Review and up to the LPD, we have not discarded any products and none of our inventories have reached its expiry date.

12.8.4 Current ratio

Our current ratio throughout the Financial Years Under Review are as follows:

| | Audited | | |
|---------------------------|----------------------|---------------|---------------|
| | As at 30 June | | |
| | 2022 | 2023 | 2024 |
| | RM'000 | RM'000 | RM'000 |
| Current assets | 19,730 | 24,619 | 30,434 |
| Current liabilities | (3,812) | (5,139) | (8,501) |
| Net current assets | 15,918 | 19,480 | 21,933 |
| Current ratio (times) | 5.18 | 4.79 | 3.58 |

Our current ratio ranged from 3.58 to 5.18 times throughout the Financial Years Under Review.

Our current ratio decreased from 5.18 times to 3.58 times throughout the Financial Years Under Review mainly due to an increase in trade and other payables and contract liabilities. This was partially offset with an increase in cash and short-term deposits resulting from improved collections from customers.

Nevertheless, the current ratio of above 1 indicates that our Group is capable of meeting our current obligations as our current assets, such as inventories and trade receivables, which can be readily converted to cash, together with our cash and bank balances, are enough to meet immediate current liabilities.

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12. FINANCIAL INFORMATION (CONT'D)**12.8.5 Gearing ratio**

Our gearing ratio throughout the Financial Years Under Review are as follows:

| | Audited | | |
|-------------------------------------|----------------------|---------------|---------------|
| | As at 30 June | | |
| | 2022 | 2023 | 2024 |
| | RM'000 | RM'000 | RM'000 |
| Total loan and borrowings | 12,779 | 13,035 | 12,918 |
| Total equity attributable to owners | 19,916 | 24,049 | 29,891 |
| Gearing ratio (times) | 0.64 | 0.54 | 0.43 |

Our gearing ratio ranged from 0.43 to 0.64 times throughout the Financial Years Under Review.

Our Group's gearing ratio decreased from 0.64 times as at 30 June 2022 to 0.54 times as at 30 June 2023 and further decreased to 0.43 times as at 30 June 2024. This was due to the increase in equity attributable to owners resulting from higher retained earnings as at 30 June 2023 (RM15.89 million) and as at 30 June 2024 (RM21.73 million) and the scheduled repayments of loans and borrowings made during the Financial Years Under Review.

12.9 IMPACT OF GOVERNMENT, ECONOMIC, FISCAL OR MONETARY POLICIES

Save for policies in relation to the COVID-19 pandemic, there were no government, economic, fiscal or monetary policies or factors which have materially affected our operation and financial performance during the Financial Years Under Review.

There is no assurance that our financial performance will not be adversely affected by the changes in government, economic, fiscal or monetary policies or factors moving forward. Risks relating to government, economic, fiscal or monetary policies or factors which may adversely and materially affect our operations are set out in Section 9 of this Prospectus.

12.10 IMPACT OF INFLATION

Our Group is of the view that the current inflation rate does not have a material impact on our business, financial condition or results of our operation. However, any significant increase in future inflation may adversely affect our Group's operations and performance if we are unable to pass on the higher costs to our customers.

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12. FINANCIAL INFORMATION (CONT'D)**12.11 IMPACT OF FOREIGN EXCHANGE RATES, INTEREST RATES AND/OR COMMODITY PRICES ON OUR GROUP'S OPERATIONS****12.11.1 Impact of foreign exchange rates**

Sales and cost of goods sold denominated in local and foreign currencies are as follows:

| | Audited | | | | | |
|---------------------------|-----------------|---------------|-----------------|---------------|-----------------|---------------|
| | FYE 2022 | | FYE 2023 | | FYE 2024 | |
| | RM'000 | % | RM'000 | % | RM'000 | % |
| Sales denominated in: | | | | | | |
| RM | 37,347 | 91.35 | 39,165 | 98.00 | 54,556 | 99.52 |
| SGD | 1,763 | 4.31 | 801 | 2.00 | 265 | 0.48 |
| USD | 1,774 | 4.34 | - | - | - | - |
| Total sales | 40,884 | 100.00 | 39,966 | 100.00 | 54,821 | 100.00 |
| Purchases denominated in: | | | | | | |
| RM | 397 | 2.47 | 10,179 | 62.04 | 20,055 | 83.71 |
| USD | 15,629 | 97.42 | 6,215 | 37.88 | 3,838 | 16.02 |
| EUR | 18 | 0.11 | 13 | 0.08 | - | - |
| RMB | - | - | - | - | 66 | 0.27 |
| Total purchases | 16,044 | 100.00 | 16,407 | 100.00 | 23,959 | 100.00 |

For FYE 2022, FYE 2023 and FYE 2024, our revenue was mainly denominated in RM which contributed 91.35%, 98.00% and 99.52% to our Group's total revenue, respectively.

For the Financial Years Under Review, our purchases of products from our overseas suppliers were denominated in USD, EUR and RMB. A depreciation of the RM against the foreign currencies will lead to higher costs of products for our Group. In the event that we are unable to pass the increase in cost to our customers in a timely manner, our financial performance may be adversely affected due to the reduced GP margin from higher cost products.

For the Financial Years Under Review, our net gain from foreign exchange fluctuations are as follows:

| | Audited | | |
|-------------------------------------|-----------------|-----------------|-----------------|
| | FYE 2022 | FYE 2023 | FYE 2024 |
| | RM'000 | RM'000 | RM'000 |
| Realised gain on foreign exchange | 25 | 34 | 17 |
| Unrealised gain on foreign exchange | 16 | 48 | 6 |
| Net gain | 41 | 82 | 23 |

We enter into forward currency contracts to hedge our exposure against fluctuations in foreign currencies for the purchases of our products. The forward currency contracts entered into as at 30 June 2022, 2023 and 2024 are as follows:

| | FYE 2022 | | FYE 2023 | | FYE 2024 | |
|-----------------------------------|-----------------|---------------|-----------------|---------------|-----------------|---------------|
| | USD'000 | RM'000 | USD'000 | RM'000 | USD'000 | RM'000 |
| USD denominated forward contracts | - | - | 50 | 224 | 100 | 469 |

12. FINANCIAL INFORMATION (CONT'D)

Notwithstanding the above, there is no assurance that any fluctuation in foreign exchange rates would not have an impact on our financial performance. As at the LPD, our Group has experienced the strengthening of RM against USD which shall contribute to better margins for our products.

12.11.2 Impact of interest rates

Interest coverage ratio measures the number of times a company can make its interest payments with its profit before interest and tax. The interest coverage ratio for the Financial Years Under Review is as follows:

| | Audited | | |
|--|-----------------|-----------------|-----------------|
| | FYE 2022 | FYE 2023 | FYE 2024 |
| | RM'000 | RM'000 | RM'000 |
| Total loan and borrowings | 12,779 | 13,035 | 12,918 |
| EBIT | 7,418 | 7,185 | 11,367 |
| Finance costs | 315 | 525 | 560 |
| Interest coverage ratio (times) ⁽¹⁾ | 23.55 | 13.69 | 20.30 |

Note:

(1) Computed based on EBIT divided by finance costs.

Our interest coverage ratio was between 13.69 times and 23.55 times for the Financial Years Under Review which indicates that we have been able to generate sufficient profits before interest and tax to meet our interest servicing obligations.

Our financial results for the Financial Years Under Review were not materially affected by fluctuations in interest rates. However, any major increase in interest rates would raise the cost of borrowings and finance costs for our working capital, which may have adverse effect on our performance.

12.11.3 Impact of commodity prices

We are not affected by fluctuations in commodity prices as our products are not considered commodities.

12.12 ORDER BOOK

Due to the nature of our business, we do not maintain an order book. We generate our revenue as and when we deliver our products based on orders from customers.

12.13 TREND INFORMATION

As at the LPD, save as disclosed in this Prospectus and to the best of our Board's knowledge and belief, our operations have not been and are not expected to be affected by any of the following:

- (i) Known trends, demands, commitments, events or uncertainties that have had or that we reasonably expect to have, a material favourable or unfavourable impact on our Group's financial performance, position and operations other than those discussed in this section and risk factors in Section 9 of this Prospectus;
- (ii) Material commitments for capital expenditure save as disclosed in Section 12.6.1;

12. FINANCIAL INFORMATION (CONT'D)

- (iii) Unusual, infrequent events or transactions or any significant economic changes that have materially affected the financial performance, position and operations of our Group save as discussed in this section and risk factors in Section 9 of this Prospectus;
- (iv) Known trends, demands, commitments, events or uncertainties that have resulted in a substantial increase in our Group's revenue and / or profits save for those that have been disclosed in this section, industry overview as set out in Section 8 of this Prospectus and business strategies as set out in Section 7.17 of this Prospectus;
- (v) known trends, demands, commitments, events or uncertainties that are reasonably likely to make our Group's historical financial statements not indicative of the future financial performance and position other than those disclosed in this section and risk factors in Section 9 of this Prospectus; and
- (vi) known trends, demands, commitments, events or uncertainties that have had or that we reasonably expect to have, a material favourable or unfavourable impact on our Group's liquidity and capital resources, other than those discussed in this section and risk factors in Section 9 of this Prospectus.

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12. FINANCIAL INFORMATION (CONT'D)

12.14 DIVIDENDS

Our Group has the intention to target a dividend payout ratio in respect of each financial year of not less than 30% of our consolidated PAT. Our Board will consider the following factors (which may not be exhaustive) when declaring any interim dividends or final dividends:

- (i) the solvency requirements of the Act;
- (ii) level of available cash and cash equivalent;
- (iii) any banking or other funding covenants by which our Group is bound from time to time;
- (iv) our Group's projected level of capital expenditure and other investment plans;
- (v) contractual obligations; and
- (vi) future capital expenditure, investment plans and financing requirements.

As at the LPD, save for any applicable financial covenants and the Act, and subject to the availability of distributable profits and reserves, there are no dividend restrictions imposed on us or our Subsidiaries.

The declaration of interim dividends and the recommendation of final dividend are subject to the confirmation of the Board and to any applicable law and contractual obligations, provided that such distributions would not be detrimental to the cash needs of our Group or to any plans approved by the Board.

During the Financial Years Under Review and up to the LPD, dividends declared and paid by our Group were as follows:

| | FYE 2022 | FYE 2023 | FYE 2024 | 1 July 2024 up to LPD |
|--|----------|----------|----------|--------------------------|
| | RM'000 | RM'000 | RM'000 | RM'000 |
| PAT attributable to owners of our Group | 5,337 | 4,728 | 8,026 | ⁽¹⁾ N/A |
| Dividends declared | - | 640 | 2,320 | ⁽²⁾ 1,180 |
| Dividends paid | - | 640 | 2,320 | ⁽²⁾ 1,180 |
| Dividend payout ratio (%) ⁽³⁾ | - | 13.54 | 28.91 | ⁽¹⁾ N/A |

Notes:

- (1) Not applicable as the Group did not prepare any financial statements from 1 July 2024 up to the LPD.
- (2) Subsequent to FYE 2024 and up to the LPD, dividends of RM1.18 million in respect of FYE 2024 was declared on 26 September 2024 and paid on 27 September 2024. Other than this, there is no further dividend declared by our Group subsequent to the LPD.
- (3) Computed based on total dividend declared divided by PAT attributable to owners of our Group for each financial year.

The dividends declared and paid in FYE 2023 and FYE 2024, and the FYE 2024 final dividend above, were funded by internally generated funds. The dividends will not affect the execution and implementation of our Group's future plans or business strategies. Together with the IPO proceeds, we believe that we have sufficient funding of cash from operations and bank borrowings for the funding requirement of our operations and our expansion plans.

Further, our Group intends to declare dividend in respect of FYE 2025 of up to RM3.00 million via internally generated funds. The dividend is expected to be paid prior to the Listing of the Company.

12. FINANCIAL INFORMATION (CONT'D)**12.15 CAPITALISATION AND INDEBTEDNESS**

The table below summarises our capitalisation and indebtedness as at 31 August 2024 and after adjusting for the effects of subsequent events, Public Issue and the utilisation of the proceeds raised from the Public Issue.

| | <u>Unaudited</u> | | <u>I</u> | <u>II</u> |
|--|-----------------------------|---------------------------------------|---|---|
| | <u>As at 31 August 2024</u> | <u>Adjusted for Subsequent Events</u> | <u>After the Subsequent Events and Public Issue</u> | <u>After I and the Utilisation of Proceed</u> |
| | <u>RM'000</u> | <u>RM'000</u> | <u>RM'000</u> | <u>RM'000</u> |
| Indebtedness | | | | |
| Current | | | | |
| <i>Secured and guaranteed</i> | | | | |
| - Term Loans | 311 | 311 | 311 | 311 |
| - Lease liabilities ⁽¹⁾ | 334 | 334 | 334 | 334 |
| | <u>645</u> | <u>645</u> | <u>645</u> | <u>645</u> |
| <i>Unsecured and unguaranteed</i> | | | | |
| - Lease liabilities ⁽²⁾ | 261 | 261 | 261 | 261 |
| Non-current | | | | |
| <i>Secured and guaranteed</i> | | | | |
| - Term Loans | 10,797 | 10,797 | 10,797 | 10,797 |
| - Lease liabilities ⁽¹⁾ | 912 | 912 | 912 | 912 |
| | <u>11,709</u> | <u>11,709</u> | <u>11,709</u> | <u>11,709</u> |
| <i>Unsecured and unguaranteed</i> | | | | |
| - Lease liabilities ⁽²⁾ | 356 | 356 | 356 | 356 |
| Total indebtedness | <u>12,971</u> | <u>12,971</u> | <u>12,971</u> | <u>12,971</u> |
| Total indebtedness (excluding lease liabilities on right-of-use assets) | <u>12,354</u> | <u>12,354</u> | <u>12,354</u> | <u>12,354</u> |
| Capitalisation | | | | |
| Share capital | 9,600 | 9,600 | [•] | [•] |
| Reorganisation reserve | (1,500) | (1,500) | (1,500) | (1,500) |
| Translation reserve | 39 | 39 | 39 | 39 |
| Retained earnings | 23,187 | 22,007 | 22,007 | [•] |
| Total capitalisation | <u>31,326</u> | <u>30,146</u> | <u>[•]</u> | <u>[•]</u> |
| Total capitalisation and indebtedness | <u>44,297</u> | <u>43,117</u> | <u>[•]</u> | <u>[•]</u> |
| Gearing ratio (times) ⁽³⁾ | 0.39 | 0.41 | [•] | [•] |

Notes:

- (1) Secured and guaranteed lease liabilities comprise hire purchase.
- (2) Unsecured and unguaranteed lease liabilities comprise lease liabilities on right-of-use assets.
- (3) Gearing ratio is calculated based on total indebtedness (excluding lease liabilities on right-of-use assets) divided by total capitalisation.

12. FINANCIAL INFORMATION (CONT'D)

12.16 REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF THE PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2024



28 October 2024

The Board of Directors
Oasis Home Holding Berhad
25, Jalan PP 11/3, Taman Putra Perdana
47130 Puchong
Selangor, Malaysia

Baker Tilly Monteiro Heng PLT
20190600600 (LLP0019411-LCA)
Chartered Accountants (AF 0117)
Baker Tilly Tower
Level 10, Tower 1, Avenue 5
Bangsar South City
59200 Kuala Lumpur, Malaysia

T : +603 2297 1000
F : +603 2282 9980

Dear Sirs,

info@bakertilly.my
www.bakertilly.my

OASIS HOME HOLDING BERHAD (“Oasis Home Holding” or the “Company”)

REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF THE PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2024 INCLUDED IN A PROSPECTUS

We have completed our assurance engagement to report on the compilation of the pro forma consolidated statement of financial position of Oasis Home Holding and its subsidiaries, namely Oasis Swiss Sdn. Bhd., Oasis Wellness International Sdn. Bhd., Oasis Livingware Sdn. Bhd., Kitchen Harmony Sdn. Bhd. and Oasis Swiss Pte. Ltd. (collectively referred to as the “Group”) for which the Board of Directors of Oasis Home Holding are solely responsible. The pro forma consolidated statement of financial position consist of the pro forma consolidated statement of financial position as at 30 June 2024 together with the accompanying notes thereon, as set out in the accompanying statements, for which we have stamped for the purpose of identification. The applicable criteria on the basis of which the Board of Directors of Oasis Home Holding have compiled the pro forma consolidated statement of financial position are as described in Note 2 to the pro forma consolidated statement of financial position and in accordance with the requirements of the *Prospectus Guidelines – Equity* issued by the Securities Commission Malaysia (“Prospectus Guidelines”) (“Applicable Criteria”).

The pro forma consolidated statement of financial position of the Group has been compiled by the Board of Directors of Oasis Home Holding, for illustrative purposes only, for inclusion in the prospectus of Oasis Home Holding (“Prospectus”) in connection with the initial public offering (“IPO”) in conjunction with the proposed Listing and quotation of the entire enlarged issued share capital of Oasis Home Holding on the ACE Market of Bursa Malaysia Securities Berhad comprising the Public Issue and the Offer for Sale (collectively referred to as “IPO Shares”), after making certain assumptions and such adjustments to show the effects on the pro forma consolidated financial position of the Group as at 30 June 2024 adjusted for the subsequent events, Public Issue, Offer for Sale and utilisation of proceeds as described in Notes 1.2.1, 1.2.2, 1.2.3 and 3.2.2 respectively.

12. FINANCIAL INFORMATION (CONT'D)

OASIS HOME HOLDING BERHAD

Reporting Accountants' Report on the Compilation of the Pro Forma Consolidated Statement of Financial Position as at 30 June 2024 Included in a Prospectus



As part of this process, information about the Group's pro forma consolidated financial position has been extracted by the Board of Directors of Oasis Home Holding from the audited consolidated financial statement of the Group for the financial year ended ("FYE") 30 June 2024, on which a reporting accountants' report dated 28 October 2024 has been issued.

The audited consolidated financial statement of the Group for the FYE 30 June 2024 were reported by us to the Board of Directors without any modifications.

Directors' Responsibility for the Pro Forma Consolidated Statement of Financial Position

The Board of Directors of Oasis Home Holding are responsible for compiling the pro forma consolidated statement of financial position based on the Applicable Criteria.

Our Independence and Quality Control

We are independent in accordance with the *By-Laws (on Professional Ethics, Conduct and Practice)* of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Our firm applies *International Standard on Quality Management 1 (ISQM 1), Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements* and accordingly maintains a comprehensive system of quality management including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants' Responsibilities

Our responsibility is to express an opinion, on whether the pro forma consolidated statement of financial position has been compiled, in all material respects, by the Board of Directors of Oasis Home Holding based on the Applicable Criteria and in accordance with the Malaysian Institute of Accountants' Guidance Note for Issuers of Pro forma Financial Information.

We conducted our engagement in accordance with *International Standard on Assurance Engagements (ISAE) 3420: Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by the International Auditing and Assurance Standards Board and adopted by the Malaysian Institute of Accountants. This standard requires that we plan and perform procedures to obtain reasonable assurance about whether the Board of Directors of Oasis Home Holding have compiled, in all material respects, the pro forma consolidated statement of financial position based on the Applicable Criteria.

12. FINANCIAL INFORMATION (CONT'D)

OASIS HOME HOLDING BERHAD

Reporting Accountants' Report on the Compilation of the
Pro Forma Consolidated Statement of Financial Position
as at 30 June 2024 Included in a Prospectus



Reporting Accountants' Responsibilities (Continued)

For the purpose of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma consolidated statement of financial position, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma consolidated statement of financial position.

The purpose of the pro forma consolidated statement of financial position included in the Prospectus is solely to illustrate the impact of significant events or transactions on the unadjusted financial information of the Group as if the events had occurred or the transaction had been undertaken at an earlier date selected for illustrative purposes only. Accordingly, we do not provide any assurance that the actual outcome of the events or transactions would have been as presented.

A reasonable assurance engagement to report on whether the pro forma consolidated statement of financial position has been compiled, in all material respects, based on the Applicable Criteria involves performing procedures to assess whether the Applicable Criteria used by the Board of Directors of Oasis Home Holding in the compilation of the pro forma consolidated statement of financial position of the Group provide a reasonable basis for presenting the significant effects directly attributable to the Listing to the pro forma consolidated statement of financial position, and to obtain sufficient appropriate evidence about whether:

- (a) The pro forma consolidated statement of financial position of the Group has been properly prepared on the basis and assumptions set out in the accompanying notes to the pro forma consolidated statement of financial position, based on the audited consolidated financial statement of the Group for the FYE 30 June 2024, and in a manner consistent with both the format of the financial statement and the accounting policies adopted by the Group in the preparation of its audited financial statement for the FYE 30 June 2024; and
- (b) Each material adjustment made to the information used in the preparation of the pro forma consolidated statement of financial position of the Group is appropriate for the purpose of preparing the pro forma consolidated statement of financial position.

The procedures selected depend on our judgement, having regard to our understanding of the nature of the Group, the events or transactions in respect of which the pro forma consolidated statement of financial position has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma consolidated statement of financial position.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

12. FINANCIAL INFORMATION (CONT'D)



OASIS HOME HOLDING BERHAD

Reporting Accountants' Report on the Compilation of the
Pro Forma Consolidated Statement of Financial Position
as at 30 June 2024 Included in a Prospectus

Opinion

In our opinion:

- (a) the pro forma consolidated statement of financial position of the Group has been properly prepared on the basis and assumptions set out in the accompanying notes to the pro forma consolidated statement of financial position, based on the audited financial statement of the Group for the FYE 30 June 2024 and in a manner consistent with both the format of the financial statements and the accounting policies adopted by the Group in the preparation of its financial statements for the FYE 30 June 2024; and
- (b) each material adjustment made to the information used in the preparation of the pro forma consolidated statement of financial position of the Group is appropriate for the purpose of preparing the pro forma consolidated statement of financial position.

Other matter

This report has been prepared for inclusion in the Prospectus of Oasis Home Holding in connection with the IPO. As such, this report should not be used, circulated, quoted or otherwise referred to in any document or used for any other purpose without our prior written consent. Neither the firm nor any member or employee of the firm undertakes responsibility arising in any way whatsoever to any party in respect of this report contrary to the aforesaid purpose.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Baker Tilly Monteiro Heng".

Baker Tilly Monteiro Heng PLT
201906000600 (LLP0019411-LCA) & AF 0117
Chartered Accountants

A handwritten signature in black ink, appearing to read "Paul Tan Hong".

Paul Tan Hong
No. 03459/11/2025 J
Chartered Accountant

12. FINANCIAL INFORMATION (CONT'D)**OASIS HOME HOLDING BERHAD****PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION****1. INTRODUCTION**

The pro forma consolidated statement of financial position of Oasis Home Holding Berhad (“Oasis Home Holding” or the “Company”) and its subsidiaries, namely Oasis Swiss Sdn. Bhd. (“Oasis Swiss”), Oasis Wellness International Sdn. Bhd. (“Oasis Wellness”), Oasis Livingware Sdn. Bhd. (“Oasis Livingware”), Kitchen Harmony Sdn. Bhd. (“Kitchen Harmony”) and Oasis Swiss Pte. Ltd. (“Oasis SG”) (hereinafter collectively referred to as the “Group”) has been compiled by the Board of Directors of Oasis Home Holding, for illustrative purposes only, for inclusion in the prospectus of Oasis Home Holding in connection with the proposed Listing and quotation of the entire enlarged issued share capital of RM[•] comprising 500,000,000 ordinary shares in Oasis Home Holding (“Oasis Home Holding Share(s)” or “Share(s)”) on the ACE Market of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Proposed Listing”).

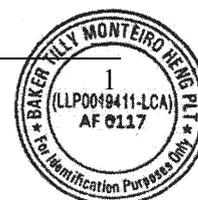
1.1 In conjunction with the admission of Oasis Home Holding to the Official List and Proposed Listing, Oasis Home Holding had undertaken the following transactions:

1.2 Listing Scheme**1.2.1 Public Issue**

The Public Issue of 100,000,000 new Oasis Home Holding Shares at the issue price of RM[•] per Share (Initial Public Offering “IPO” Price), representing 20.00% of the enlarged share capital of Oasis Home Holding, will be allocated in the following manner:

- (i) 25,000,000 new Shares, representing 5.00% of enlarged share capital, will be made available for the application by the Malaysian Public;
- (ii) 10,000,000 new Shares, representing approximately 2.00% of enlarged share capital, will be made available for application by the Eligible Persons;
- (iii) 2,500,000 new Shares, representing 0.50% of enlarged share capital, will be made available by way of placement to the selected investors; and
- (iv) 62,500,000 new Shares, representing 12.50% of enlarged share capital, will be made available by way of placement to identified Bumiputera investors approved by Ministry of Investment, Trade and Industry of Malaysia.

(Collectively hereinafter referred to as “Public Issue”).



12. FINANCIAL INFORMATION (CONT'D)

OASIS HOME HOLDING BERHAD

PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

1. (Continued)

1.2 (Continued)

1.2.2 Offer for Sale

A total of 50,000,000 existing Oasis Home Holding Shares to be offered under Offer for Sale, representing 10.00% of enlarged share capital, are offered by the offerors to selected investors by way of placement at Proposed IPO Price.

1.2.3 Listing

Upon completion of the IPO, Oasis Home Holding's entire enlarged issued share capital of approximately RM[•] comprising 500,000,000 Shares will be listed on the ACE Market of Bursa Securities.

2. Adjusted for subsequent events

2.1 Subdivision of shares

Upon approval of IPO, Oasis Home Holding will undertake a subdivision of all existing 4,000,000 Shares in issue into 400,000,000 Shares ("Share Split").

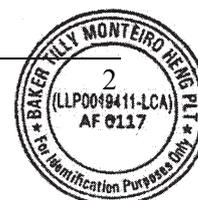
The subdivision of shares does not have an impact on the pro forma consolidated statement of financial position other than an increase in number of shares of Oasis Home Holding from 4,000,000 to 400,000,000.

2.2 Declaration of dividends

On 26 September 2024, the Company declared a single-tier interim dividend of 29.5 sen per ordinary share, amounting to RM1,180,000 and paid on 27 September 2024.

3. BASIS OF PREPARATION OF THE PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION

3.1 The pro forma consolidated statement of financial position have been prepared to illustrate the pro forma consolidated financial position of the Group as at 30 June 2024, adjusted for the subsequent events, Public Issue, Offer for Sale and utilisation of proceeds as described in Notes 1.2.1, 1.2.2, 2 and 4.2.2 respectively.



12. FINANCIAL INFORMATION (CONT'D)

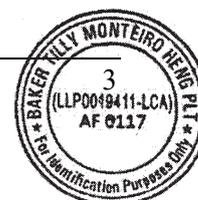
OASIS HOME HOLDING BERHAD

3. BASIS OF PREPARATION OF THE PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

- 3.2 The pro forma consolidated statement of financial position have been prepared based on the audited consolidated financial statement of the Group for the financial year ended (“FYE”) 30 June 2024.
- 3.3 The audited consolidated financial statement of the Group for the FYE 30 June 2024 were reported by the auditors to the members without any modifications.
- 3.4 The pro forma consolidated statement of financial position of the Group have been prepared for illustrative purposes only and, such information may not, because of its nature, give a true picture of the actual financial position and the results of the Group and does not purport to predict the future financial position and results of the Group.
- 3.5 The pro forma consolidated statement of financial position of the Group have been properly prepared on the basis set out in the accompanying notes to the pro forma consolidated statement of financial position based on the audited consolidated financial statement of the Group for FYE 30 June 2024, which have been prepared in accordance with the Malaysian Financial Reporting Standards and the International Financial Reporting Standards.

4. PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF THE GROUP

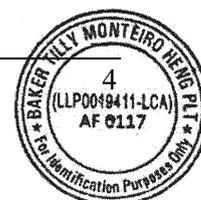
- 4.1 The pro forma consolidated statement of financial position of the Group as set out below, for which the directors of Oasis Home Holding are solely responsible, have been prepared for illustrative purposes only, to show the effects on the audited consolidated statement of financial position of the Group as at 30 June 2024, had the subsequent events as described in Note 2, the Public Issue as described in Note 1.2.1 and utilisation of proceeds as described in Note 4.2.2 been effected on that date, and should be read in conjunction with the notes accompanying thereto.



12. FINANCIAL INFORMATION (CONT'D)**OASIS HOME HOLDING BERHAD****4. PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF THE GROUP (CONTINUED)**

4.1 (Continued)

| | Consolidated Statement of Financial Position as at 30 June 2024 RM'000 | Adjusted for Subsequent Events RM'000 | Pro Forma I After the Subsequent Events and Public Issue RM'000 | Pro Forma II After Pro Forma I and the Utilisation of Proceeds RM'000 |
|---|--|---|--|---|
| ASSETS | | | | |
| Non-current assets | | | | |
| Property, plant and equipment | 13,773 | 13,773 | 13,773 | 13,773 |
| Investment property | 3,020 | 3,020 | 3,020 | 3,020 |
| Intangible assets | 53 | 53 | 53 | 53 |
| Other investment | 2,024 | 2,024 | 2,024 | 2,024 |
| Deferred tax assets | 1,143 | 1,143 | 1,143 | 1,143 |
| Total non-current assets | 20,013 | 20,013 | 20,013 | 20,013 |
| Current assets | | | | |
| Inventories | 5,930 | 5,930 | 5,930 | 5,930 |
| Current tax assets | 400 | 400 | 400 | 400 |
| Trade and other receivables | 4,765 | 4,765 | 4,765 | [•] |
| Cash and short-term deposits | 19,339 | 18,159 | [•] | [•] |
| Total current assets | 30,434 | 29,254 | [•] | [•] |
| TOTAL ASSETS | 50,447 | 49,267 | [•] | [•] |
| EQUITY AND LIABILITIES | | | | |
| Equity attributable to owners of the Group | | | | |
| Share capital | 9,600 | 9,600 | [•] | [•] |
| Exchange reserve | 63 | 63 | 63 | 63 |
| Reorganisation reserve | (1,500) | (1,500) | (1,500) | (1,500) |
| Retained earnings | 21,728 | 20,548 | 20,548 | [•] |
| TOTAL EQUITY | 29,891 | 28,711 | [•] | [•] |



12. FINANCIAL INFORMATION (CONT'D)

OASIS HOME HOLDING BERHAD

4. PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF THE GROUP (CONTINUED)

4.1 (Continued)

| | Consolidated Statement of Financial Position as at 30 June 2024 RM'000 | Adjusted for Subsequent Events RM'000 | Pro Forma I After the Subsequent Events and Public Issue RM'000 | Pro Forma II After Pro Forma I and the Utilisation of Proceeds RM'000 |
|--|--|---|--|---|
| Non-current liabilities | | | | |
| Loans and borrowings | 12,055 | 12,055 | 12,055 | 12,055 |
| Deferred tax liabilities | * | * | * | * |
| Total non-current liabilities | 12,055 | 12,055 | 12,055 | 12,055 |
| Current liabilities | | | | |
| Loans and borrowings | 863 | 863 | 863 | 863 |
| Current tax liabilities | 161 | 161 | 161 | 161 |
| Trade and other payables | 2,380 | 2,380 | 2,380 | 2,380 |
| Contract liabilities | 5,097 | 5,097 | 5,097 | 5,097 |
| Total current liabilities | 8,501 | 8,501 | 8,501 | 8,501 |
| TOTAL LIABILITIES | 20,556 | 20,556 | 20,556 | 20,556 |
| TOTAL EQUITY AND LIABILITIES | 50,447 | 49,267 | [•] | [•] |
| Number of ordinary shares assumed to be in issue ('000) | 4,000 | 400,000 | 500,000 | 500,000 |

* Less than RM 1,000

| | | | | |
|---|--------|--------|--------|--------|
| NA [^] (RM'000) | 29,891 | 28,711 | [•] | [•] |
| NA per ordinary share (RM) | 7.47 | 0.07 | [•] | [•] |
| Interest-bearing borrowings (RM'000) | 12,918 | 12,918 | 12,918 | 12,918 |
| Gearing (times)* | 0.43 | 0.45 | [•] | [•] |
| [^] attributable to owners of the Group | | | | |
| * Gearing ratio is calculated based on total interest-bearing borrowings divided by total equity of the Group | | | | |

12. FINANCIAL INFORMATION (CONT'D)**OASIS HOME HOLDING BERHAD****4. PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF THE GROUP (CONTINUED)**

4.2 Notes to the pro forma consolidated statement of financial position are as follows:

4.2.1 The proceeds from the Public Issue would be used in the following manner:

| Purpose | RM'000 | % | Estimated timeframe for utilisation from the date of listing |
|--|---------------|----------|---|
| Not reflected in pro forma consolidated statement of financial position | | | |
| Expansion of live commerce sales channel ⁽¹⁾ | [•] | [•] | Within 18 months |
| Set-up of own fulfilment centre ⁽¹⁾ | [•] | [•] | Within 24 months |
| Set-up of new headquarters ("New HQ") ⁽¹⁾ | [•] | [•] | Within 18 months |
| Working capital | [•] | [•] | Within 12 months |
| Reflected in pro forma consolidated statement of financial position | | | |
| Estimated listing expenses | [•] | [•] | Within 3 months |
| Gross proceeds | [•] | [•] | |

Notes:

(1) As at 30 September 2024, being latest practicable date, the Group has yet to enter into any contractual binding agreement or issue any purchase order in relation to the expansion of live commerce sales channel, set-up of own fulfilment centre and set-up of New HQ. Accordingly, the utilisation of proceeds earmarked for the expansion of live commerce sales channel, set-up of own fulfilment centre and set-up of New HQ are not reflected in the pro forma consolidated statement of financial position.

12. FINANCIAL INFORMATION (CONT'D)

OASIS HOME HOLDING BERHAD

4. PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF THE GROUP (CONTINUED)

4.2 (Continued)

4.2.2 The pro forma consolidated statement of financial position should be read in conjunction with the notes below:

(a) **Adjusted for subsequent event**

Adjusted for subsequent event incorporating the effects of the declaration of dividends as described in Notes 2.2 on the audited consolidated statement of financial position of the Group as at 30 June 2024.

Declaration of dividends

| | Increase/(Decrease) | |
|------------------------|----------------------------|---------------------|
| | Effects on | Effects on |
| | Total Assets | Total Equity |
| | RM'000 | RM'000 |
| Retained earnings | - | (1,180) |
| Cash and bank balances | (1,180) | - |
| | <u>(1,180)</u> | <u>(1,180)</u> |

(b) **Pro Forma I**

Pro Forma I incorporates the cumulative effect of the Subsequent Events and the Public Issue as described in Notes 2.1, 2.2 and 1.2.1 respectively.

The Public Issue will have the following impact on the pro forma consolidated statement of financial position of the Group as at 30 June 2024:

| | Increase | |
|------------------------------|---------------------|---------------------|
| | Effects on | Effects on |
| | Total Assets | Total Equity |
| | RM'000 | RM'000 |
| Cash and short-term deposits | [•] | - |
| Share capital | - | [•] |
| | <u>[•]</u> | <u>[•]</u> |

12. FINANCIAL INFORMATION (CONT'D)**OASIS HOME HOLDING BERHAD****4. PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF THE GROUP (CONTINUED)**

4.2 (Continued)

4.2.2 (Continued)

(c) Pro Forma II

Pro Forma II incorporates the cumulative effects of Pro Forma I and the utilisation of proceeds from the Public Issue of RM[•] after netting off RM[•] of estimated listing expenses.

The remaining proceeds expected from the Public Issue of RM[•] will be used in the manner as described in Note 4.2.1.

The proceeds arising from the Public Issue earmarked for the expansion of live commerce sales channel, set-up of own fulfilment centre, set-up of New HQ and working capital purposes of RM[•] will be included in the Cash and Bank Balances Account.

As at 30 June 2024, out of the RM[•] earmarked for listing expenses, RM[•] has been incurred of which RM[•] was charged to the Retained Earnings Account and RM[•] has been recognised as prepayment and will be capitalised in Share Capital Account as these are directly attributable expenses relating to the new issuance of Shares.

For the remaining estimated listing expenses of RM[•], RM[•] will be charged to Retained Earnings Account and the remaining RM[•] will be capitalised in Share Capital Account as these are directly attributable expenses relating to the new issuance of Shares.

The utilisation of proceeds will have the following impact on the pro forma consolidated statement of financial position of the Group as at 30 June 2024:

| | Decrease | |
|------------------------------|---------------------|---------------------|
| | Effects on | Effects on |
| | Total Assets | Total Equity |
| | RM'000 | RM'000 |
| Cash and short-term deposits | [•] | - |
| Trade and other receivables | [•] | - |
| Share capital | - | [•] |
| Retained earnings | - | [•] |
| | <u>[•]</u> | <u>[•]</u> |

12. FINANCIAL INFORMATION (CONT'D)

OASIS HOME HOLDING BERHAD

4. PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF THE GROUP (CONTINUED)

4.2 (Continued)

4.2.3 Movements in share capital and reserves are as follows:

| | ← Share Capital → | | Exchange reserve RM'000 | Reorganisation reserve RM'000 | Retained earnings RM'000 |
|---|-----------------------------|------------------|-------------------------------|-------------------------------------|--------------------------------|
| | Number of shares '000 | Amount RM'000 | | | |
| Consolidated statement of financial position of the Group as at 30 June 2024 | 4,000 | 9,600 | 63 | (1,500) | 21,728 |
| Arising from Subsequent Event | 396,000 | - | - | - | (1,180) |
| Adjusted for Subsequent Event | 400,000 | 9,600 | 63 | (1,500) | 20,548 |
| Arising from the Public Issue | 100,000 | [•] | - | - | - |
| Per Pro Forma I | 500,000 | [•] | 63 | (1,500) | 20,548 |
| Arising from the defrayment of estimated listing expenses in relation to the Proposed Listing | - | [•] | - | - | [•] |
| Per Pro Forma II | 500,000 | [•] | 63 | (1,500) | [•] |

4.2.4 Movements in cash and bank balances are as follows:

| | RM'000 |
|--|---------|
| Consolidated statement of financial position of the Group as at 30 June 2024 | 19,339 |
| Arising from Subsequent Event | (1,180) |
| Adjusted for Subsequent Event | 18,159 |
| Arising from Public Issue | [•] |
| Per Pro Forma I | [•] |
| Arising from the defrayment of estimated listing expenses in relation to the Proposed Listing | [•] |
| Per Pro Forma II | [•] |

12. FINANCIAL INFORMATION (CONT'D)

OASIS HOME HOLDING BERHAD

APPROVAL BY BOARD OF DIRECTORS

Approved and adopted by the Board of Directors of Oasis Home Holding Berhad in accordance with a resolution dated 28 October 2024.


.....
Datuk Teoh Yee Seang
Director
.....
Tang Jing Wen
Director

13. ACCOUNTANTS' REPORT



28 October 2024

The Board of Directors
Oasis Home Holding Berhad
No. 25, Jalan PP 11/3
Taman Putra Perdana
47130 Puchong
Selangor Darul Ehsan

Baker Tilly Monteiro Heng PLT
20190600600 (LLP0019411-LCA)
Chartered Accountants (AF 0117)
Baker Tilly Tower
Level 10, Tower 1, Avenue 5
Bangsar South City
59200 Kuala Lumpur, Malaysia

T : +603 2297 1000
F : +603 2282 9980

info@bakertilly.my
www.bakertilly.my

Dear Sirs,

Reporting Accountants' opinion on the Consolidated Financial Statements for Financial Years Ended ("FYE") 30 June 2022, 30 June 2023 and 30 June 2024 contained in the Accountants' Report of Oasis Home Holding Berhad ("Oasis" or the "Company")

Opinion

We have audited the accompanying consolidated financial statements for FYEs 30 June 2022, 30 June 2023 and 30 June 2024 of the Company and its subsidiaries as defined in Note 2 to the consolidated financial statements (collectively referred to as the "Group"), which comprise of:

- (i) the consolidated statements of financial position as at 30 June 2022, 30 June 2023 and 30 June 2024, the statements of comprehensive income, statements of changes in equity and statements of cash flows for the financial years then ended; and
- (ii) notes to the consolidated financial statements including material accounting policy information;

as set out on pages 6 to 67.

In our opinion, the accompanying consolidated financial statements contained in the Accountants' Report of the Company gives a true and fair view of the financial positions of the Group as at 30 June 2022, 30 June 2023 and 30 June 2024, and of its financial performance and its cash flows for the financial years ended in accordance with the Malaysian Financial Reporting Standards, International Financial Reporting Standards and Chapter 10, Part II Division 1: Equity of the Prospectus Guidelines as issued by the Securities Commission Malaysia.

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD
(Incorporated in Malaysia)

**Basis for Opinion**

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence and Other Ethical Responsibilities

We are independent of the Group in accordance with the By-Laws (*on Professional Ethics, Conduct and Practice*) of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Responsibilities of the Directors for the Consolidated Financial Statements

The Board of Directors of the Company are responsible for the preparation of the consolidated financial statements contained in the Accountants' Report, so as to give a true and fair view in accordance with the Malaysian Financial Reporting Standards and the International Financial Reporting Standards. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of the consolidated financial statements of the Group that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements of the Group, the Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Reporting Accountants' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements of the Group as a whole are free from material misstatement, whether due to fraud or error, and to issue a Reporting Accountants' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD
(Incorporated in Malaysia)

**Reporting Accountants' Responsibilities for the Audit of the Consolidated Financial Statements (continued)**

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements of the Group, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Reporting Accountants' report to the related disclosures in the consolidated financial statements of the Group or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Reporting Accountants' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements of the Group, including the disclosures, and whether the consolidated financial statements of the Group represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD
(Incorporated in Malaysia)



Other Matters

This report is made solely to the Board of Directors and has been prepared solely to comply with the Prospectus Guidelines – Equity issued by the Securities Commission Malaysia and for inclusion in the Prospectus of the Company in connection with the listing of and quotation of the entire enlarged issued share capital of the Company on the ACE Market of Bursa Malaysia Securities Berhad and should not be relied upon any other purposes. We do not assume responsibility to any other persons for the content of this report.

A handwritten signature in black ink, appearing to read "Baker Tilly Monteiro Heng".

Baker Tilly Monteiro Heng PLT
201906000600 (LLP0019411-LCA) & AF 0117
Chartered Accountants

A handwritten signature in black ink, appearing to read "Paul Tan Hong".

Paul Tan Hong
No. 03459/11/2025 J
Chartered Accountant

Kuala Lumpur

Date: 28 October 2024

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD

Accountants' Report

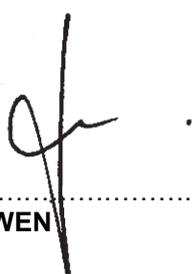
STATEMENT BY DIRECTORS

We, **DATUK TEOH YEE SEANG** and **TANG JING WEN**, being two of the directors of OASIS HOME HOLDING BERHAD, do hereby state that in the opinion of the directors, the accompanying consolidated financial statements are drawn up in accordance with the Malaysian Financial Reporting Standards and International Financial Reporting Standards so as to give a true and fair view of the financial positions of the Group as at 30 June 2022, 30 June 2023 and 30 June 2024, and of its financial performance and cash flows for the financial years ended 30 June 2022, 30 June 2023 and 30 June 2024.

Signed on behalf of the Board of Directors in accordance with a resolution of the directors.



.....
DATUK TEOH YEE SEANG
Director



.....
TANG JING WEN
Director

Kuala Lumpur

Date: 28 OCT 2024

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

| | | ← As at 30 June → | | |
|---|------|-------------------|----------------|----------------|
| | Note | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| ASSETS | | | | |
| Non-current assets | | | | |
| Property, plant and equipment | 5 | 12,573 | 13,689 | 13,773 |
| Investment property | 6 | 3,104 | 3,062 | 3,020 |
| Intangible assets | 7 | 17 | 26 | 53 |
| Deferred tax assets | 8 | 226 | 330 | 1,143 |
| Other investment | 9 | - | - | 2,024 |
| Total non-current assets | | 15,920 | 17,107 | 20,013 |
| Current assets | | | | |
| Inventories | 10 | 7,918 | 7,422 | 5,930 |
| Current tax assets | | 127 | 658 | 400 |
| Trade and other receivables | 11 | 1,896 | 1,676 | 4,765 |
| Cash and short-term deposits | 12 | 9,789 | 14,863 | 19,339 |
| Total current assets | | 19,730 | 24,619 | 30,434 |
| TOTAL ASSETS | | 35,650 | 41,726 | 50,447 |
| EQUITY AND LIABILITIES | | | | |
| Equity attributable to owners of the Company | | | | |
| Share capital | 13 | 9,600 | 9,600 | 9,600 |
| Reserves | 14 | (1,488) | (1,443) | (1,437) |
| Retained earnings | | 11,804 | 15,892 | 21,728 |
| | | 19,916 | 24,049 | 29,891 |
| Non-controlling interests | | - | 389 | - |
| TOTAL EQUITY | | 19,916 | 24,438 | 29,891 |

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (CONTINUED)

| | Note | ← As at 30 June → | | |
|--------------------------------------|-----------|----------------------|----------------------|----------------------|
| | | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Non-current liabilities | | | | |
| Loans and borrowings | 15 | 11,921 | 12,148 | 12,055 |
| Deferred tax liabilities | 8 | 1 | 1 | * |
| Total non-current liabilities | | <u>11,922</u> | <u>12,149</u> | <u>12,055</u> |
| Current liabilities | | | | |
| Loans and borrowings | 15 | 858 | 887 | 863 |
| Current tax liabilities | | 111 | 350 | 161 |
| Trade and other payables | 16 | 1,373 | 1,913 | 2,380 |
| Contract liabilities | 17 | 1,470 | 1,989 | 5,097 |
| Total current liabilities | | <u>3,812</u> | <u>5,139</u> | <u>8,501</u> |
| TOTAL LIABILITIES | | <u>15,734</u> | <u>17,288</u> | <u>20,556</u> |
| TOTAL EQUITY AND LIABILITIES | | <u>35,650</u> | <u>41,726</u> | <u>50,447</u> |

* *Less than RM1,000*

The accompanying notes form an integral part of these consolidated financial statements.

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

| | Note | ← FYE 30 June → | | |
|---|------|-----------------|----------------|----------------|
| | | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Revenue | 18 | 40,884 | 39,966 | 54,821 |
| Cost of sales | | (23,725) | (22,442) | (30,426) |
| Gross profit | | 17,159 | 17,524 | 24,395 |
| Other income | 19 | 259 | 614 | 717 |
| Selling and distribution expenses | | (2,633) | (2,023) | (3,335) |
| Administrative expenses | | (7,320) | (8,785) | (10,098) |
| Operating profit | | 7,465 | 7,330 | 11,679 |
| Finance costs | 20 | (315) | (525) | (560) |
| Profit before tax | 21 | 7,150 | 6,805 | 11,119 |
| Income tax expenses | 23 | (1,813) | (1,888) | (3,052) |
| Profit for the financial years | | 5,337 | 4,917 | 8,067 |
| Other comprehensive income, net of tax | | | | |
| <i>Item that may be reclassified subsequently to profit or loss</i> | | | | |
| Exchange differences on translation of foreign operations | | 11 | 45 | 6 |
| Other comprehensive income for the financial years | | 11 | 45 | 6 |
| Total comprehensive income for the financial years | | 5,348 | 4,962 | 8,073 |
| Profit attributable to: | | | | |
| Owners of the Group | | 5,337 | 4,728 | 8,026 |
| Non-controlling interests | | - | 189 | 41 |
| | | 5,337 | 4,917 | 8,067 |
| Total comprehensive income attributable to: | | | | |
| Owners of the Group | | 5,348 | 4,773 | 8,032 |
| Non-controlling interests | | - | 189 | 41 |
| | | 5,348 | 4,962 | 8,073 |
| Earnings per share (RM) | | | | |
| - Basic and diluted | 24 | 8.40 | 7.45 | 12.64 |

The accompanying notes form an integral part of these consolidated financial statements.

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD
Accountants' Report

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

| | Attributable to owners of the Company | | | | | Total equity RM'000 |
|--|--|--------------------------------|-------------------------------------|--------------------------------|---------------------------|---------------------------|
| | Share capital RM'000 | Exchange reserves RM'000 | Reorganisation deficit RM'000 | Retained earnings RM'000 | Total equity RM'000 | |
| At 1 July 2021 | 1,603 | 1 | - | 6,467 | 8,071 | |
| Total comprehensive income for the financial year | - | - | - | 5,337 | 5,337 | |
| Profit for the financial year | - | - | - | - | - | |
| Other comprehensive income for the financial year | - | 11 | - | - | 11 | |
| Total comprehensive income | - | 11 | - | 5,337 | 5,348 | |
| Transaction with owners | | | | | | |
| Issuance of ordinary shares | 6,000 | - | - | - | 6,000 | |
| Shares issued for acquisition of subsidiaries | 3,600 | - | - | - | 3,600 | |
| Reorganisation deficit | (1,603) | - | (1,500) | - | (3,103) | |
| Total transaction with owners | 7,997 | - | (1,500) | - | 6,497 | |
| At 30 June 2022 | 9,600 | 12 | (1,500) | 11,804 | 19,916 | |

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD
Accountants' Report

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (CONTINUED)

| | Attributable to owners of the Company | | | | | Non-controlling interests RM'000 | Total equity RM'000 |
|--|--|--------------------------------|-------------------------------------|--------------------------------|---------------------|--|---------------------------|
| | Share capital RM'000 | Exchange reserves RM'000 | Reorganisation deficit RM'000 | Retained earnings RM'000 | Sub-total RM'000 | | |
| At 1 July 2022 | 9,600 | 12 | (1,500) | 11,804 | 19,916 | - | 19,916 |
| Total comprehensive income for the financial year | | | | | | | |
| Profit for the financial year | - | - | - | 4,728 | 4,728 | 189 | 4,917 |
| Other comprehensive income for the financial year | - | 45 | - | - | 45 | - | 45 |
| Total comprehensive income | - | 45 | - | 4,728 | 4,773 | 189 | 4,962 |
| Transaction with owners | | | | | | | |
| Issuance of ordinary shares | - | - | - | - | - | 200 | 200 |
| Dividends paid on shares | - | - | - | (640) | (640) | - | (640) |
| Total transaction with owners | - | - | - | (640) | (640) | 200 | (440) |
| At 30 June 2023 | 9,600 | 57 | (1,500) | 15,892 | 24,049 | 389 | 24,438 |

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13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD
Accountants' Report

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (CONTINUED)

| | Note | Attributable to owners of the Company | | | | | Non-controlling interests RM'000 | Total equity RM'000 |
|---|-----------|---------------------------------------|--------------------------|-------------------------------|--------------------------|------------------|----------------------------------|---------------------|
| | | Share capital RM'000 | Exchange reserves RM'000 | Reorganisation deficit RM'000 | Retained earnings RM'000 | Sub-total RM'000 | | |
| At 1 July 2023 | | 9,600 | 57 | (1,500) | 15,892 | 24,049 | 389 | 24,438 |
| Total comprehensive income for the financial year | | - | - | - | 8,026 | 8,026 | 41 | 8,067 |
| Profit for the financial year | | - | - | - | 8,026 | 8,026 | 41 | 8,067 |
| Other comprehensive income for the financial year | | - | 6 | - | - | 6 | - | 6 |
| Total comprehensive income | | - | 6 | - | 8,026 | 8,032 | 41 | 8,073 |
| Transaction with owners | 25 | - | - | - | (2,320) | (2,320) | - | (2,320) |
| Dividends paid on shares | | - | - | - | (2,320) | (2,320) | - | (2,320) |
| Acquisition of equity interest from non-controlling interests | | - | - | - | 130 | 130 | (430) | (300) |
| Total transaction with owners | | - | - | - | (2,190) | (2,190) | (430) | (2,620) |
| At 30 June 2024 | | 9,600 | 63 | (1,500) | 21,728 | 29,891 | - | 29,891 |

The accompanying notes form an integral part of these consolidated financial statements.

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD

Accountants' Report

CONSOLIDATED STATEMENTS OF CASH FLOWS

| | ← FYE 30 June → | | |
|---|-----------------|----------------|----------------|
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Note | | | |
| Cash flows from operating activities | | | |
| Profit before tax | 7,150 | 6,805 | 11,119 |
| Adjustments for: | | | |
| Gain on disposal of property, plant and equipment | - | (16) | - |
| Depreciation of property, plant and equipment | 609 | 884 | 1,070 |
| Property, plant and equipment written off | - | 3 | - |
| Depreciation of investment properties | 14 | 42 | 42 |
| Amortisation of intangible assets | 3 | 6 | 8 |
| Fair value gain on other investment | - | - | (29) |
| Bad debt recovery | - | - | (2) |
| Reversal of impairment loss on trade receivable | - | - | (2) |
| Bad debt written off | 22 | 3 | - |
| Impairment loss on trade receivable | - | 2 | - |
| Unrealised foreign exchange gain | (16) | (48) | (6) |
| Finance costs | 315 | 525 | 560 |
| Interest income | (47) | (145) | (312) |
| Operating profit before changes in working capital | 8,050 | 8,061 | 12,448 |
| <u>Changes in working capital:</u> | | | |
| Inventories | (2,881) | 525 | 1,492 |
| Trade and other receivables | 2,350 | 268 | (3,094) |
| Trade and other payables | (24) | 491 | 506 |
| Contract liabilities | 359 | 517 | 3,108 |
| Net cash generated from operations | 7,854 | 9,862 | 14,460 |
| Income tax paid | (4,137) | (2,293) | (3,798) |
| Interests received | 47 | 145 | 312 |
| Net cash from operating activities | 3,764 | 7,714 | 10,974 |

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

| | Note | ← FYE 30 June → | | |
|---|-----------|-----------------|----------------|----------------|
| | | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Cash flows from investing activities | | | | |
| Purchase of property, plant and equipment | (a) | (860) | (1,100) | (282) |
| Purchase of investment properties | (b) | (576) | - | - |
| Purchase of intangible assets | 7 | (3) | (15) | (35) |
| Proceed from disposal of property, plant and equipment | | - | 16 | - |
| Net cash inflow from issuance of shares by subsidiary ⁽¹⁾ | | 497 | - | - |
| Acquisition of equity interest from non-controlling interest | | - | - | (300) |
| Purchase of other investment | | - | - | (1,995) |
| Net cash used in investing activities | | (942) | (1,099) | (2,612) |
| Cash flows from financing activities | | | | |
| Proceed from issuance of ordinary shares | (c) | 6,000 | 200 | - |
| Repayment of term loans | | (200) | (308) | (288) |
| Repayment of lease liabilities | | (120) | (295) | (480) |
| Drawdown of bankers' acceptances | | 265 | 221 | - |
| Repayment of bankers' acceptances | | - | (265) | (221) |
| Net change in amount owing to a director | | (5,709) | (8) | (47) |
| Net change in amount owing (to)/from related party | | (16) | - | 16 |
| Interests paid | | (315) | (525) | (560) |
| Dividends paid | | - | (640) | (2,320) |
| Net cash used in financing activities | | (95) | (1,620) | (3,900) |
| Net increase in cash and cash equivalents | | 2,727 | 4,995 | 4,462 |
| Cash and cash equivalents at the beginning of the financial year | | 7,044 | 9,789 | 14,863 |
| Effect of exchange differences on translation | | 18 | 79 | 14 |
| Cash and cash equivalents at the end of the financial year | 12 | 9,789 | 14,863 | 19,339 |

(1) The net cash inflow from the issuance of shares from its subsidiary, Oasis Swiss Sdn. Bhd. and the acquisition of Oasis Swiss Pte. Ltd. by Oasis Home Holding Berhad via cash for RM3,000.

13. ACCOUNTANTS' REPORT (CONT'D)
OASIS HOME HOLDING BERHAD

Accountants' Report

CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

(a) Purchase of property, plant and equipment:

| | Note | ← FYE 30 June → | | |
|---|------|-----------------|----------------|----------------|
| | | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Purchase of property, plant and equipment | 5 | 3,899 | 2,035 | 1,154 |
| Financed by way of term loans | | (2,465) | - | - |
| Financed by way of lease arrangement | | (574) | (935) | (872) |
| | | <u>860</u> | <u>1,100</u> | <u>282</u> |

(b) Purchase of investment properties:

| | Note | ← FYE 30 June → | | |
|-----------------------------------|------|-----------------|----------------|----------------|
| | | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Purchase of investment properties | 6 | 3,118 | - | - |
| Financed by way of term loans | | (2,542) | - | - |
| | | <u>576</u> | <u>-</u> | <u>-</u> |

(c) Reconciliation of changes in liabilities from financing activities:

| | ← Cash flows → | | | ← Non-cash → | | At 30.6.2022 RM'000 |
|-------------------------------|--------------------------|------------------------------------|---------------------------------|-----------------------|---|---------------------------|
| | At 1.7.2021 RM'000 | Drawdown/ (Repayment) RM'000 | Advance/ (Payment) RM'000 | Acquisition RM'000 | Foreign exchange movement RM'000 | |
| Term loans | 3,663 | 3,085 | - | 5,007 | - | 11,755 |
| Lease liabilities | 305 | (172) | - | 626 | - | 759 |
| Bankers' acceptances | - | 265 | - | - | - | 265 |
| Amount owing to a director | 5,760 | - | (5,709) | - | (1) | 50 |
| Amount owing by related party | - | - | (16) | - | - | (16) |
| | <u>9,728</u> | <u>3,178</u> | <u>(5,725)</u> | <u>5,633</u> | <u>(1)</u> | <u>12,813</u> |

13. ACCOUNTANTS' REPORT (CONT'D)
OASIS HOME HOLDING BERHAD

Accountants' Report

CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

(c) Reconciliation of changes in liabilities from financing activities: (continued)

| | ← Cash flows → | | | ← Non-cash → | | | At 30.6.2023 RM'000 |
|-------------------------------|---------------------------|------------------------------------|---------------------------------|-----------------------|-------------------------|---|---------------------------|
| | At 30.6.2022 RM'000 | Drawdown/ (Repayment) RM'000 | Advance/ (Payment) RM'000 | Acquisition RM'000 | Derecognition RM'000 | Foreign exchange movement RM'000 | |
| Term loans | 11,755 | (308) | - | - | - | - | 11,447 |
| Lease liabilities | 759 | (295) | - | 935 | (32) | - | 1,367 |
| Bankers' acceptances | 265 | (44) | - | - | - | - | 221 |
| Amount owing to a director | 50 | - | (8) | - | - | 4 | 46 |
| Amount owing by related party | (16) | - | - | - | - | - | (16) |
| | 12,813 | (647) | (8) | 935 | (32) | 4 | 13,065 |

| | ← Cash flows → | | | ← Non-cash → | | | At 30.6.2024 RM'000 |
|-------------------------------|---------------------------|------------------------------------|---------------------------------|-----------------------|---|---|---------------------------|
| | At 30.6.2023 RM'000 | Drawdown/ (Repayment) RM'000 | Advance/ (Payment) RM'000 | Acquisition RM'000 | Foreign exchange movement RM'000 | | |
| Term loans | 11,447 | (288) | - | - | - | - | 11,159 |
| Lease liabilities | 1,367 | (480) | - | 872 | - | - | 1,759 |
| Bankers' acceptances | 221 | (221) | - | - | - | - | - |
| Amount owing to a director | 46 | - | (47) | - | 1 | - | - |
| Amount owing by related party | (16) | - | 16 | - | - | - | - |
| | 13,065 | (989) | (31) | 872 | 1 | - | 12,918 |

(d) Total cash outflows for leases:

During the financial years, the Group had total cash outflows for leases of RM595,880 (2022: RM638,219 and 2023: RM396,845).

The accompanying notes form an integral part of these consolidated financial statements.

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**1. GENERAL INFORMATION**

Oasis Home Holding Berhad ("Oasis" or the "Company") was incorporated as a private limited liability company and is domiciled in Malaysia. The Company was converted to a public company limited by shares and assumed its present name on 27 February 2024. The registered office of the Company is located at Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia. The principal place of business of the Company is located at 25, Jalan PP11/3, Taman Putra Perdana, 47130 Puchong, Selangor, Malaysia.

The principal activity of the Company is investment holding. The details of the subsidiaries are as follows:

| Subsidiaries | Principal place of business/ country of Incorporation | Ownership | | | Principal activities |
|---|---|-----------|------|------|--|
| | | 2022 | 2023 | 2024 | |
| Oasis Swiss Sdn. Bhd. (Oasis Swiss) | Malaysia | 100% | 100% | 100% | Retail sales, e-commerce, direct sales or marketing, importer, exporter, distributor, wholesaler of kitchenware, cookware, houseware, household, kitchen product & equipment and related products. |
| Oasis Livingware Sdn. Bhd. (Oasis Livingware) | Malaysia | 100% | 100% | 100% | Activity of holding company. |
| Kitchen Harmony Sdn. Bhd. (Kitchen Harmony) | Malaysia | 100% | 100% | 100% | General trading of kitchen and household items. |
| Oasis Swiss Pte. Ltd. (Oasis SG) | Singapore | 100% | 100% | 100% | Retail sale of clothing for adults, household and kitchenware. |
| Oasis Wellness International Sdn. Bhd. (Oasis Wellness) | Malaysia | - | 80% | 100% | Export and import of perfumeries, cosmetics, soap and toiletries, other service activities and other retail sale in non-specialised stores. |

There have been no significant changes in the nature of these principal activities during the financial years under review.

The consolidated financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 28 October 2024.

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD

 Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
1. GENERAL INFORMATION (CONTINUED)
(i) Incorporation of Oasis Wellness

On 26 July 2022, the Company acquired 80% equity interest (representing 2,400 ordinary shares) in Oasis Wellness for a total cash consideration of RM RM2,400. As at the incorporation date, Oasis Wellness became a subsidiary of the Company.

(ii) Acquisition of additional interest in Oasis Wellness

On 1 August 2023, the Company purchased an additional 20% equity interest (representing 200,000 ordinary shares) in Oasis Wellness for a total purchase consideration of RM300,000. The Company's effective ownership in Oasis Wellness increased from 80% to 100% as a result of the additional shares purchased.

Effects of the increase in the Group's ownership interest is as follow:

| | 2024 |
|------------------------------------|---------------|
| | RM'000 |
| Fair value of consideration paid | (300) |
| Decrease in share of net assets | 430 |
| | <hr/> |
| Deficit charged directly to equity | 130 |
| | <hr/> |

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**2. BASIS OF PREPARATION**

The consolidated financial statements for FYEs 30 June 2022, 30 June 2023 and 30 June 2024 of the Company (as defined herein) have been prepared pursuant to the listing and quotation of the entire enlarged issued share capital of Oasis on the ACE Market of Bursa Malaysia Securities Berhad which consist of the financial statements of the following subsidiaries for each of the financial years:

| Subsidiaries | FYE 30 June | | |
|------------------|-------------|------|------|
| | 2022 | 2023 | 2024 |
| Oasis | *, @ | *, @ | *, @ |
| Oasis Swiss | *, @ | *, @ | *, @ |
| Oasis Livingware | *, @ | *, @ | *, @ |
| Kitchen Harmony | *, @ | *, @ | *, @ |
| Oasis SG | *, @ | +, @ | +, @ |
| Oasis Wellness | > | *, @ | *, @ |

* *The consolidated financial statements of the Group for the respective financial years have been prepared based on the financial statements which were audited by Baker Tilly Monteiro Heng PLT.*

> *No financial statements were available as the Company was incorporated on 3 August 2022.*

@ *The consolidated financial statements of the Group include the financial statements of these subsidiaries prepared in accordance with the Malaysia Financial Reporting Standards ("MFRSs") and/or the International Financial Reporting Standards ("IFRSs") for the respective years.*

+ *The consolidated financial statements of the Group for the respective financial years have been prepared based on the financial statements which were audited by auditors other than Baker Tilly Monteiro Heng PLT.*

The audited financial statements of all the subsidiaries within the Group for the relevant years reported above were not subject to any modifications.

The consolidated financial statements are prepared under the historical cost convention except otherwise indicated in the material accounting policy information.

The accounting policies applied by the Group are consistently applied for all the financial years presented in these consolidated financial statements.

2.1 Statement of compliance

The consolidated financial statements of the Group have been prepared in accordance with the MFRSs and the IFRSs.

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2. BASIS OF PREPARATION (CONTINUED)

2.2 Adoption of new MFRS and amendments to MFRSs

The Group has adopted the following applicable new MFRS and amendments to MFRSs for the current financial year:

New MFRS

MFRS 17 Insurance Contracts

Amendments to MFRSs

MFRS 101 Presentation of Financial Statements

MFRS 108 Accounting Policies, Changes in Accounting Estimates and Errors

MFRS 112 Income Taxes

The adoption of the above new MFRS and amendments to MFRSs did not have any significant effect on the financial statements of the Group and did not result in significant changes to the Group's existing accounting policies, except as discussed below:

Amendments to MFRS 101 Presentation of Financial Statements

The amendments require an entity to disclose its material accounting policy information rather than significant accounting policies. The amendments, amongst others, also include examples of circumstances in which an entity is likely to consider an accounting policy information to be material to its financial statements.

Accordingly, the Group disclosed its material accounting policy information in these financial statements. However, the amendments did not result in changes to the accounting policies of the Group.

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2. BASIS OF PREPARATION (CONTINUED)

2.3 New MFRS and amendments to MFRSs that have been issued, but yet to be effective

2.3.1 The Group has not adopted the following new MFRS and amendments to MFRSs that have been issued, but yet to be effective:

| <u>New MFRS</u> | | Effective for financial periods beginning on or after |
|--------------------------------|---|--|
| MFRS 18 | Presentation and Disclosure in Financial Statements | 1 January 2027 |
| <u>Amendments to MFRSs</u> | | |
| MFRS 1 | First-time Adoption of MFRS | 1 January 2026 |
| MFRS 7 | Financial Instruments: Disclosures | 1 January 2024/ 1 January 2026 |
| MFRS 9 | Financial Instruments | 1 January 2026 |
| MFRS 10 | Consolidated Financial Statements | 1 January 2026/ Deferred |
| MFRS 16 | Leases | 1 January 2024 |
| MFRS 101 | Presentation of Financial Statements | 1 January 2024 |
| MFRS 107 | Statement of Cash Flows | 1 January 2024/ 1 January 2026 |
| MFRS 121 | The Effects of Changes in Foreign Exchange Rates | 1 January 2025 |
| MFRS 128 | Investment in Associates and Joint Ventures | Deferred |

2.3.2 The Group plans to adopt the above applicable new MFRS and amendments to MFRSs when they become effective. A brief discussion on the above significant new MFRS and amendments to MFRSs that may be applicable to the Group are summarised below:

MFRS 18 Presentation and Disclosure in Financial Statements

MFRS 18 replaces MFRS 101 *Presentation of Financial Statements*. It retains many requirements from MFRS 101 without modification.

MFRS 18 introduces two subtotals which are to be presented in the statement of profit or loss - including "operating profit", which has been specifically defined. Income and expenses shall be presented in five categories: operating, investing, financing, income taxes and discontinued operations.

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**2. BASIS OF PREPARATION (CONTINUED)****2.3 New MFRS and amendments to MFRSs that have been issued, but yet to be effective (continued)**

2.3.2 The Group plans to adopt the above applicable new MFRS and amendments to MFRSs when they become effective. A brief discussion on the above significant new MFRS and amendments to MFRSs that may be applicable to the Group are summarised below: (continued)

MFRS 18 Presentation and Disclosure in Financial Statements (continued)

MFRS 18 requires disclosure of explanations of the entity's company-specific measures that are related to the statement of profit or loss, referred to as management-defined performance measures ("MPMs"). The entity is required to reconcile MPMs to a total or subtotal required by MFRS 18 or another MFRS Accounting Standards. MFRS 18 also requires other disclosures, including how each MPM is calculated, what the MPM communication about the entity's financial performance, and any changes made to the MPMs in the year.

MFRS 18 adds new principles for aggregation and disaggregation of information. It requires the entity to classify the expenses in the "operating" category in the profit or loss by nature or function, or both. The entity that classifies operating expenses by functions are required to disclose in the notes to the financial statements, the amount of depreciation, amortisation, employee benefits, impairment losses and write-downs of inventories included in each line in the operating category. Subject to materiality, MFRS 18 requires items presented or disclosed as "other" to be labelled and/or described in as faithfully representative and precise a way as possible.

Amendments to MFRS 16 Leases

The amendments clarify how an entity should subsequently measure the leaseback liability that arise in a sale and leaseback transaction. Although MFRS 16 includes requirements on how account for a sale and leaseback at the date the transaction takes place, it has not specified how to measure the sale and leaseback transaction when reporting after that date.

The amendments add subsequent measurement requirements for the right-of-use assets and lease liability arising from a sale and leaseback transaction by clarifying that a seller-lessee in a sale and leaseback transaction shall apply paragraphs 29 to 35 to the right-of-use asset arising from the leaseback and paragraphs 36 to 46 to the lease liability arising from the leaseback. The amendments will not change the accounting for leases other than those arising in a sale and leaseback transaction.

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHADAccountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**2. BASIS OF PREPARATION (CONTINUED)****2.3 New MFRS and amendments to MFRSs that have been issued, but yet to be effective (continued)**

2.3.2 The Group plans to adopt the above applicable new MFRS and amendments to MFRSs when they become effective. A brief discussion on the above significant new MFRS and amendments to MFRSs that may be applicable to the Group are summarised below: (continued)

Amendments to MFRS 101 Presentation of Financial Statements

The amendments include specifying that an entity's right to defer settlement of a liability for at least twelve months after the reporting period must have substance and must exist at the end of the reporting period; clarifying that classification of liability is unaffected by the likelihood of the entity to exercise its right to defer settlement of the liability for at least twelve months after the reporting period; clarifying how lending conditions affect classification of a liability; and clarifying requirements for classifying liabilities an entity will or may settle by issuing its own equity instruments.

The latest amendments to MFRS 101 clarify how conditions with which an entity must comply within 12 months after the reporting period affect the classification of a liability. As such, the amendments specify that covenants to be complied with after the reporting date do not affect the classification of debt as current or non-current at the reporting date. Instead, the amendments require an entity to disclose information about these covenants in the notes to the financial statements.

Amendments to MFRS 107 Statements of Cash Flows and MFRS 7 Financial Instruments: Disclosures

Amendments to MFRS 107 and MFRS 7 respond to investors' concerns that some supplier finance arrangements – also referred to as supply chain finance, trade payables finance or reverse factoring arrangements – used by entities are not sufficiently visible, hindering investors' analysis.

The disclosure requirements require entities to disclose information that would enable users of financial statements to assess how supplier finance arrangements affect an entity's operations; including the effects supplier finance arrangements have on an entity's liability, cash flows and exposures to liquidity risk. The new disclosure requirements would also inform users of financial statements on how an entity might be affected if the arrangements were no longer available to it.

Amendments to MFRS 121 The Effect of Changes in Foreign Exchange Rates

Amendments to MFRS 121 respond to stakeholder feedback and concerns about diversity in practice in accounting for a lack of exchangeability between currencies.

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**2. BASIS OF PREPARATION (CONTINUED)****2.3 New MFRS and amendments to MFRSs that have been issued, but yet to be effective (continued)**

2.3.2 The Group plans to adopt the above applicable new MFRS and amendments to MFRSs when they become effective. A brief discussion on the above significant new MFRS and amendments to MFRSs that may be applicable to the Group are summarised below: (continued)

Amendments to MFRS 121 The Effect of Changes in Foreign Exchange Rates (continued)

Applying the Amendments, entities will be applying a consistent approach in determining if a currency can be exchanged into another currency. These amendments provide guidance on the spot exchange rate to use when a currency is not exchangeable into another currency and the disclosures entities need to provide to enable users of financial statements to understand the impact on the entities' financial performance, financial position and cash flows as a result of a currency being not exchangeable into another currency.

Amendments to MFRS 9 Financial Instruments and MFRS 7 Financial Instruments: Disclosures

These narrow scope amendments to MFRS 9 clarify the classification and measurement requirements, including:

- clarify how the contractual cash flows on financial assets with environmental, social and corporate governance and similar features should be assessed, specifically the assessment of interest focuses on what an entity is being compensated for, rather than how much compensation it receives. Nonetheless, the amount of compensation the entity receives may indicate that it is being compensated for something other than basic lending risks and costs.
- clarify the date on which a financial asset or a financial liability settled via electronic payment systems is derecognised. The Amendments permit an entity to derecognise a financial liability before it delivers cash on the settlement date if specified criteria are met.

Amendments to MFRS 7 introduces new disclosure requirements relating to investments in equity instruments designated at fair value through other comprehensive income and financial instruments with contingent features that do not relate directly to basic lending risks and costs.

2.3.3 The initial application of the above new MFRS and amendments to MFRSs are not expected to have any material impact on the consolidated financial statements.

2.4 Functional and presentation currency

The individual financial statements of each entity in the Group are measured using the currency of the primary economic environment in which they operate (the "functional currency"). The consolidated financial statements are presented in Ringgit Malaysia ("RM"), which is also the Group's functional currency, has been rounded to the nearest thousand, unless otherwise stated.

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**2. BASIS OF PREPARATION (CONTINUED)****2.5 Basis of measurement**

The consolidated financial statements of the Group have been prepared on the historical cost basis, except as otherwise disclosed.

3. MATERIAL ACCOUNTING POLICY INFORMATION

The Group has adopted the amendments to MFRS 101, *Presentation of Financial Statements* whereby an entity shall disclose material accounting policy information. Accounting policy information is material if, when considered together with other information in the Group's consolidated financial statements, it can reasonably be expected to influence decisions that the primary users make on the basis of those financial information.

The Group has early adopted the amendments to MFRS 101 to reporting periods before 1 January 2023. Accordingly, the Group disclosed their material accounting policy information in these consolidated financial statements. However, the amendments did not result in changes to the accounting policies of the Group.

Unless otherwise stated, the following material accounting policy information have been applied consistently to all the financial years presented in the consolidated financial statements of the Group.

3.1 Basis of consolidation**(a) Subsidiaries and business combinations**

The Group applies the acquisition method of accounting except for those business combinations which were accounted for using the merger method of accounting.

A business combination involving entities under common control is a business combination in which all the combining entities or subsidiaries are ultimately controlled by the same party and parties both before and after the business combination, and that control is not transitory. Under the merger method of accounting, the results of subsidiaries are presented as if the business combination had been affected throughout the current and previous financial years. The assets and liabilities combined are accounted for based on the carrying amounts from the perspective of the common control shareholder at the date of transfer. On consolidation, the difference between costs of acquisition over the nominal value of share capital of the subsidiaries is taken to reorganisation reserve or merger deficit.

(b) Non-controlling interest

At the acquisition date, components of non-controlling interests of the Group are measured at their acquisition-date fair values.

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)****3.2 Financial instruments****Financial assets – subsequent measurement and gains and losses**Financial assets at fair value through profit or loss ("FVPL")

The Group subsequently measure these assets at fair value. Net gains and losses, including any interest and dividend income, are recognised in profit or loss.

Debt instruments at amortised cost

The Group subsequently measures these assets at amortised cost under the effective interest method. The gross carrying amount is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Financial liabilities – subsequent measurement and gains and losses

The Group classifies the financial liabilities at amortised cost.

The Group subsequently measures other financial liabilities at amortised cost under the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

3.3 Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

Freehold land has an unlimited useful life and therefore is not depreciated. Assets under construction included in property, plant and equipment are not depreciated as these assets are not yet available for use.

All other property, plant and equipment are depreciated on straight-line basis by allocating their depreciable amounts over their useful lives.

| | Useful lives (years) |
|------------------------|---------------------------------|
| Motor vehicle | 5 |
| Office equipment | 5 |
| Renovation | 5 |
| Furniture and fittings | 10 |
| Computer and software | 2.5 |
| Right-of-use assets | 2 - 94 |

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)****3.4 Leases****(a) Lessee accounting**

The Group presents right-of-use assets that do not meet the definition of investment property as property, plant and equipment in Note 5 and lease liabilities as loans and borrowing in Note 15.

Short-term leases and leases of low value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases (defined as leases with lease term of 12 months or less) and leases of low value assets. Accordingly, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Right-of-use assets

The right-of-use assets are measured at cost less accumulated depreciation and any accumulated impairment losses, and adjust for any remeasurement of the lease liabilities. The right-of-use assets are depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

Lease liabilities

The lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the incremental borrowing rate.

The Group has elected not to separate non-lease components and accounts for the lease and non-lease components as a single lease component.

(b) Lessor accounting

The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term.

3.5 Investment properties

Investment properties are stated at cost less accumulated depreciation and any accumulated impairment losses.

All investment properties are depreciated on straight-line basis by allocating their depreciable amounts over their useful lives.

| | Useful lives (years) |
|--------------------|---------------------------------|
| Leasehold land | 92 |
| Leasehold building | 50 |
| | 26 |

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)****3.6 Intangible assets**

Intangible assets, other than goodwill and licenses, that are acquired by the Group, which have finite useful lives, are measured at cost less any accumulated amortisation and any accumulated impairment losses.

The amortisation methods used and the estimated useful lives are as follows:

| | Method | Useful life (years) |
|------------|---------------|--------------------------------|
| Trademarks | Straight-line | 2 - 10 |

3.7 Inventories

Inventories are measured at the lower of cost and net realisable value. Cost incurred in bringing the inventories to their present location and condition are accounted trading goods and raw materials: purchase costs on a first-in-first-out basis.

3.8 Revenue and other incomeFinancing components**(a) Sale of goods**

The Group sells kitchenware, cookware, houseware, household, kitchen product and equipment and related products, perfumeries, cosmetics, soap and toiletries. Revenue from sale of goods are recognised at the point in time when control of the products has been transferred, being when the customer accepts the delivery of the goods.

Sales are made with credit term ranging from the date of invoices to 90 days, which is consistent with market practice, therefore, no element of financing is deemed present.

(b) Rental income

Rental income from investment property is recognised on a straight-line basis over the term of the lease.

(c) Interest income

Interest income is recognised using the effective interest method.

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHADAccountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS**

The preparation of consolidated financial statements in conformity with MFRSs requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of the revenue and expenses during the reporting period. It also requires directors to exercise their judgement in the process of applying the Group's accounting policies. Although these estimates and judgement are based on the directors' best knowledge of current events and actions, actual results may differ.

The areas involving a higher degree of judgement or complexity that have the most significant effect on the Group's consolidated financial statements, or areas where assumptions and estimates that have a significant risk of resulting in a material adjustment to the Group's consolidated financial statements within the next financial year are disclosed as follows:

Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rate. The Group uses judgement in making these assumptions and selecting inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimate at the end of each reporting period.

The assessment of the correlation between historical observed default rates, forward-looking estimates and expected credit losses is a significant estimate. The amount of expected credit losses is sensitive to changes in circumstances and of forecast economic conditions over the expected lives of the financial assets. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

The information about the impairment losses on the Group's financial assets are disclosed in Note 26(b)(i).

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD
Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

5. PROPERTY, PLANT AND EQUIPMENT

| | Note | Furniture and fittings RM'000 | Office equipment RM'000 | Motor vehicles RM'000 | Renovation RM'000 | Computer and software RM'000 | Right-of-use assets RM'000 | Total RM'000 |
|--|-----------|----------------------------------|----------------------------|--------------------------|----------------------|---------------------------------|-------------------------------|-----------------|
| 2022 | | | | | | | | |
| Cost | | | | | | | | |
| At 1 July 2021 | | 190 | 131 | 392 | 967 | 224 | 8,288 | 10,192 |
| Additions | | 4 | 58 | 626 | 7 | 173 | 3,031 | 3,899 |
| At 30 June 2022 | | 194 | 189 | 1,018 | 974 | 397 | 11,319 | 14,091 |
| Accumulated depreciation | | | | | | | | |
| At 1 July 2021 | | 25 | 68 | 203 | 265 | 143 | 205 | 909 |
| Depreciation charge for the financial year | 21 | 19 | 29 | 89 | 194 | 100 | 178 | 609 |
| At 30 June 2022 | | 44 | 97 | 292 | 459 | 243 | 383 | 1,518 |
| Carrying amount | | | | | | | | |
| At 1 July 2021 | | 165 | 63 | 189 | 702 | 81 | 8,083 | 9,283 |
| At 30 June 2022 | | 150 | 92 | 726 | 515 | 154 | 10,936 | 12,573 |

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD
Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

5. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

| | Note | Furniture and fittings RM'000 | Office equipment RM'000 | Motor vehicles RM'000 | Renovation RM'000 | Computer and software RM'000 | Property under construction RM'000 | Right-of-use assets RM'000 | Total RM'000 |
|--|------|----------------------------------|----------------------------|--------------------------|----------------------|---------------------------------|---------------------------------------|-------------------------------|-----------------|
| 2023 | | | | | | | | | |
| Cost | | | | | | | | | |
| At 1 July 2022 | | 194 | 189 | 1,018 | 974 | 397 | - | 11,319 | 14,091 |
| Additions | | 485 | 84 | 336 | 180 | 11 | 105 | 834 | 2,035 |
| Disposal | | - | - | (59) | - | - | - | - | (59) |
| Derecognition of lease | | - | - | - | - | - | - | (162) | (162) |
| Written off | | (1) | (4) | - | - | - | - | - | (5) |
| At 30 June 2023 | | 678 | 269 | 1,295 | 1,154 | 408 | 105 | 11,991 | 15,900 |
| Accumulated depreciation | | | | | | | | | |
| At 1 July 2022 | | 44 | 97 | 292 | 459 | 243 | - | 383 | 1,518 |
| Depreciation charge for the financial year | 21 | 34 | 34 | 209 | 205 | 96 | - | 306 | 884 |
| Disposal | | - | - | (59) | - | - | - | - | (59) |
| Derecognition of lease | | - | - | - | - | - | - | (130) | (130) |
| Written off | | * | (2) | - | - | - | - | - | (2) |
| At 30 June 2023 | | 78 | 129 | 442 | 664 | 339 | - | 559 | 2,211 |
| Carrying amount | | | | | | | | | |
| At 1 July 2022 | | 150 | 92 | 726 | 515 | 154 | - | 10,936 | 12,573 |
| At 30 June 2023 | | 600 | 140 | 853 | 490 | 69 | 105 | 11,432 | 13,689 |

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD
Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

5. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

| | Note | Furniture and fittings RM'000 | Office equipment RM'000 | Motor vehicles RM'000 | Renovation RM'000 | Computer and software RM'000 | Property under construction RM'000 | Right-of-use assets RM'000 | Total RM'000 |
|--|-----------|----------------------------------|----------------------------|--------------------------|----------------------|---------------------------------|---------------------------------------|-------------------------------|-----------------|
| 2024 | | | | | | | | | |
| Cost | | | | | | | | | |
| At 1 July 2023 | | 678 | 269 | 1,295 | 1,154 | 408 | 105 | 11,991 | 15,900 |
| Additions | | 10 | 142 | 711 | 37 | 46 | 47 | 161 | 1,154 |
| At 30 June 2024 | | 688 | 411 | 2,006 | 1,191 | 454 | 152 | 12,152 | 17,054 |
| Accumulated depreciation | | | | | | | | | |
| At 1 July 2023 | | 78 | 129 | 442 | 664 | 339 | - | 559 | 2,211 |
| Depreciation charge for the financial year | 21 | 68 | 58 | 253 | 235 | 71 | - | 385 | 1,070 |
| At 30 June 2024 | | 146 | 187 | 695 | 899 | 410 | - | 944 | 3,281 |
| Carrying amount | | | | | | | | | |
| At 1 July 2023 | | 600 | 140 | 853 | 490 | 69 | 105 | 11,432 | 13,689 |
| At 30 June 2024 | | 542 | 224 | 1,311 | 292 | 44 | 152 | 11,208 | 13,773 |

* Less than RM1,000

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**5. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)****Right-of-use assets**

The Group leases building for their office, staff hostel and retail shop. The lease for office, hostel and retail shop generally has lease term between one (1) to two (2) years with an option to renew another one (1) to two (2) years.

The Group also has leasehold land and buildings for their office space and operation site. The leases for office space and operation site generally have remaining lease term of 48 (2022: 50 and 2023: 49) to 89 (2022: 91 and 2023: 90) years.

Information about the leases for which the Group is a lessee is presented below:

| | Leasehold land RM'000 | Building RM'000 | Office RM'000 | Hostel RM'000 | Retail shop RM'000 | Total RM'000 |
|---|-----------------------------|--------------------|------------------|------------------|-----------------------|-----------------|
| Carrying amount | | | | | | |
| At 1 July 2021 | 4,942 | 3,040 | 79 | 22 | - | 8,083 |
| Additions | 2,061 | 970 | - | - | - | 3,031 |
| Depreciation charge for the financial year | (59) | (68) | (33) | (18) | - | (178) |
| At 30 June 2022 | 6,944 | 3,942 | 46 | 4 | - | 10,936 |
| Additions | - | - | 147 | - | 687 | 834 |
| Depreciation charge for the financial year | (76) | (83) | (34) | (4) | (109) | (306) |
| Derecognition of lease | - | - | (32) | - | - | (32) |
| At 30 June 2023 | 6,868 | 3,859 | 127 | - | 578 | 11,432 |
| Additions | - | - | 161 | - | - | 161 |
| Depreciation charge for the financial year | (76) | (83) | (54) | - | (172) | (385) |
| At 30 June 2024 | 6,792 | 3,776 | 234 | - | 406 | 11,208 |

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**6. INVESTMENT PROPERTY**

| | Leasehold land RM'000 | Leasehold building RM'000 | Total RM'000 |
|---|-----------------------------|---------------------------------|-----------------|
| 2022 | | | |
| Cost | | | |
| At 1 July 2021 | - | - | - |
| Additions | 2,228 | 890 | 3,118 |
| At 30 June 2022 | 2,228 | 890 | 3,118 |
| Accumulated depreciation | | | |
| At 1 July 2021 | - | - | - |
| Depreciation charges for the financial year | 8 | 6 | 14 |
| At 30 June 2022 | 8 | 6 | 14 |
| Carrying amount | | | |
| At 1 July 2021 | - | - | - |
| At 30 June 2022 | 2,220 | 884 | 3,104 |
| 2023 | | | |
| Cost | | | |
| At 1 July 2022/30 June 2023 | 2,228 | 890 | 3,118 |
| Accumulated depreciation | | | |
| At 1 July 2022 | 8 | 6 | 14 |
| Depreciation charges for the financial year | 24 | 18 | 42 |
| At 30 June 2023 | 32 | 24 | 56 |
| Carrying amount | | | |
| At 1 July 2022 | 2,220 | 884 | 3,104 |
| At 30 June 2023 | 2,196 | 866 | 3,062 |

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**6. INVESTMENT PROPERTY (CONTINUED)**

| | Leasehold land RM'000 | Leasehold building RM'000 | Total RM'000 |
|---|-----------------------------|---------------------------------|-----------------|
| 2024 | | | |
| Cost | | | |
| At 1 July 2023/30 June 2024 | 2,228 | 890 | 3,118 |
| Accumulated depreciation | | | |
| At 1 July 2023 | 32 | 24 | 56 |
| Depreciation charges for the financial year | 24 | 18 | 42 |
| At 30 June 2024 | 56 | 42 | 98 |
| Carrying amount | | | |
| At 1 July 2023 | 2,196 | 866 | 3,062 |
| At 30 June 2024 | 2,172 | 848 | 3,020 |

The Group's investment property is leased to third party. The leases contain an initial non-cancellable period of two years with option to renew for subsequent one year. Subsequent renewals are negotiated with the lessee.

Leasehold land and buildings of a subsidiary with carrying amount of RM3,019,394 (2022: RM3,103,642, and 2023: RM3,061,518) has been pledged as securities to secure term loans granted to the Group as disclosed in Note 15.

The following are recognised in profit or loss in respect of investment properties:

| | ← As at 30 June → | | |
|---------------------------|-------------------|----------------|----------------|
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Rental income | 32 | 116 | 122 |
| Direct operating expenses | 8 | 10 | 10 |

Fair value information

The fair value of investment property of the Group of approximately RM3,470,000 (2022: RM3,800,000 and 2023: RM4,400,000) is categorised at Level 3 of the fair value hierarchy.

There are no Level 1 and Level 2 investment properties or transfer between Level 1, Level 2 and Level 3 during the financial years ended 30 June 2022, 30 June 2023 and 30 June 2024.

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**6. INVESTMENT PROPERTY (CONTINUED)****Level 3 fair value**

The following table shows the valuation techniques used in the determination of fair values within level 3, as well as the significant unobservable inputs used in the valuation models.

| Description | Valuation technique | Significant unobservable inputs | Relationship of unobservable inputs to fair value |
|--------------------|----------------------------|--|---|
| Land and buildings | Sales comparison approach | Price per square foot | The higher the price per square foot, the higher the fair value |

Valuation processes applied by the Group

The Group's finance department includes a team that performs valuation analysis of land required for financial reporting purposes, including Level 3 fair values. This team reports directly to the director.

Highest and best use

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

7. INTANGIBLE ASSETS

| | Trademarks RM'000 |
|---|------------------------------|
| 2022 | |
| Cost | |
| At 1 July 2021 | 20 |
| Additions | 3 |
| At 30 June 2022 | <u>23</u> |
| Accumulated amortisation | |
| At 1 July 2021 | 3 |
| Amortisation charges for the financial year | 3 |
| At 30 June 2022 | <u>6</u> |
| Carrying amount | |
| At 1 July 2021 | 17 |
| At 30 June 2022 | <u>17</u> |

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13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

7. INTANGIBLE ASSETS (CONTINUED)

| | Trademarks RM'000 |
|---|------------------------------|
| 2023 | |
| Cost | |
| At 1 July 2022 | 23 |
| Additions | 15 |
| At 30 June 2023 | <u>38</u> |
| Accumulated amortisation | |
| At 1 July 2022 | 6 |
| Amortisation charges for the financial year | 6 |
| At 30 June 2023 | <u>12</u> |
| Carrying amount | |
| At 1 July 2022 | 17 |
| At 30 June 2023 | <u>26</u> |
| 2024 | |
| Cost | |
| At 1 July 2023 | 38 |
| Additions | 35 |
| At 30 June 2024 | <u>73</u> |
| Accumulated amortisation | |
| At 1 July 2023 | 12 |
| Amortisation charges for the financial year | 8 |
| At 30 June 2024 | <u>20</u> |
| Carrying amount | |
| At 1 July 2023 | 26 |
| At 30 June 2024 | <u>53</u> |
| Amortisation | |

The amortisation of trademarks of the Group amounting to RM8,184 (2022: RM2,722; and 2023: RM5,574) are included in the administrative expenses.

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD
Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

8. DEFERRED TAX ASSETS/(LIABILITIES)

Deferred tax relates to the following:

| | At 1 July 2021 RM'000 | Recognised in profit or loss (Note 23) RM'000 | At 30 June 2022 RM'000 | Recognised in profit or loss (Note 23) RM'000 | At 30 June 2023 RM'000 | Recognised in profit or loss (Note 23) RM'000 | At 30 June 2024 RM'000 |
|--|-----------------------------|---|------------------------------|---|------------------------------|---|------------------------------|
| Deferred tax liabilities: | | | | | | | |
| Property, plant and equipment | (40) | (77) | (117) | (71) | (188) | 81 | (107) |
| Intangible assets | - | (2) | (2) | - | (2) | - | (2) |
| Unrealised foreign exchange gain | - | (7) | (7) | - | (7) | * | (7) |
| Exchange difference | - | - | * | - | (1) | - | 1 |
| | (40) | (86) | (126) | (71) | (198) | 81 | (115) |
| Deferred tax assets: | | | | | | | |
| Contract liabilities | 261 | 91 | 352 | 130 | 482 | 745 | 1,227 |
| Lease liabilities | * | (1) | (1) | 2 | 1 | 2 | 3 |
| Unrealised profit on closing inventories | - | - | - | 43 | 43 | (15) | 28 |
| Exchange difference | - | - | * | - | 1 | - | - |
| | 261 | 90 | 351 | 175 | 527 | 732 | 1,258 |
| | 221 | 4 | 225 | 104 | 329 | 813 | 1,143 |

* Less than RM1,000

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

8. DEFERRED TAX ASSETS/(LIABILITIES) (CONTINUED)

Deferred tax relates to the following: (continued)

| | ← As at 30 June → | | |
|---|-------------------|----------------|----------------|
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Presented after appropriate offsetting as follows: | | | |
| Deferred tax assets | 226 | 330 | 1,143 |
| Deferred tax liabilities | (1) | (1) | * |
| | 225 | 329 | 1,143 |

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items (stated at gross):

| | ← As at 30 June → | | |
|----------------------------|-------------------|----------------|----------------|
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| <u>Deferred tax assets</u> | | | |
| Unused tax losses | 23 | 25 | 94 |
| | 23 | 25 | 94 |

9. OTHER INVESTMENT

| | ← As at 30 June → | | |
|---|-------------------|----------------|----------------|
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Financial assets designated at fair value through profit or loss ("FVTPL") | | | |
| - Debt securities | - | - | 2,024 |
| | - | - | 2,024 |

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**10. INVENTORIES**

| | ← As at 30 June → | | |
|---|-------------------|----------------|----------------|
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| At lower of cost and net realisable value: | | | |
| Raw materials | - | 485 | 596 |
| Trading goods | 7,918 | 6,937 | 5,334 |
| | 7,918 | 7,422 | 5,930 |

The cost of inventories of the Group recognised as an expense in cost of sales during the financial year was RM23,959,195 (2022: RM15,840,271 and 2023: RM16,407,183).

11. TRADE AND OTHER RECEIVABLES

| | ← As at 30 June → | | |
|---|-------------------|----------------|----------------|
| Note | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Current: | | | |
| Trade | (a) | | |
| Trade receivables | | | |
| - Third parties | 587 | 87 | 212 |
| - Related parties | - | - | - |
| Less: Impairment losses on trade receivables | - | (2) | - |
| | 587 | 85 | 212 |
| Non-trade | | | |
| Other receivables | 384 | 33 | 51 |
| Amount owing by related party | (b) 16 | 16 | - |
| Amount owing by directors | (b) - | - | - |
| Deposits | 847 | 1,366 | 3,919 |
| Prepayments | 62 | 176 | 583 |
| | 1,309 | 1,591 | 4,553 |
| Total trade and other receivables | 1,896 | 1,676 | 4,765 |

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

11. TRADE AND OTHER RECEIVABLES (CONTINUED)

(a) Trade receivables

Trade receivables are non-interest bearing and normal credit terms offered by the Group ranging from 7 days to 90 days from the date of invoice. Other credit terms are assessed and approved on a case by case basis.

Receivables that are impaired

The Group's trade receivables that are impaired at the reporting date and the reconciliation of movement in the impairment of trade receivables is as follows:

| | ← As at 30 June → | | |
|-------------------------------|-------------------|----------------|----------------|
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| At 1 July | - | - | 2 |
| Charge for the financial year | - | 2 | - |
| Reversal of impairment loss | - | - | (2) |
| At 30 June | - | 2 | - |

(b) Amount owing by related party

Amount owing by related party is unsecured, non-trade in nature, non-interest bearing, repayable on demand and is expected to be settled in cash.

The information about the credit exposures are disclosed in Note 26(b)(i).

12. CASH AND SHORT-TERM DEPOSITS

| | ← As at 30 June → | | |
|---------------------|-------------------|----------------|----------------|
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Cash in hand | 12 | 23 | 35 |
| Bank balances | 9,439 | 14,292 | 17,721 |
| Short-term deposits | 338 | 548 | 1,583 |
| | 9,789 | 14,863 | 19,339 |

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**13. SHARE CAPITAL**

| | ← Number of shares → | | | ← Amount → | | |
|-------------------------------------|----------------------|------------------|------------------|----------------|----------------|----------------|
| | 2022 Unit'000 | 2023 Unit'000 | 2024 Unit'000 | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Issued and fully paid up: | | | | | | |
| At 1 July | 1,601 | 4,000 | 4,000 | 1,603 | 9,600 | 9,600 |
| Issued during the financial year | 400 | - | - | 6,000 | - | - |
| Acquisition of subsidiaries | 3,600 | - | - | 3,600 | - | - |
| Reorganisation deficit | (1,601) | - | - | (1,603) | - | - |
| At 30 June | <u>4,000</u> | <u>4,000</u> | <u>4,000</u> | <u>9,600</u> | <u>9,600</u> | <u>9,600</u> |

On 28 April 2022, the Company:

- (i) issued 2,999,900 new ordinary shares at a price of RM1.00 per ordinary share as the purchase consideration for the acquisition of the entire equity interest in Oasis Swiss Sdn. Bhd. pursuant to sales and purchase of shares agreements ("SPA") dated 7 May 2021;
- (ii) issued 100,000 new ordinary shares at a price of RM1.00 per ordinary share as the purchase consideration for the acquisition of the entire equity interest in Kitchen Harmony Sdn. Bhd. pursuant to sales and purchase of shares agreements ("SPA") dated 7 May 2021; and
- (iii) issued 500,000 new ordinary shares at a price of RM1.00 per ordinary share as the purchase consideration for the acquisition of the entire equity interest in Oasis Livingware Sdn. Bhd. pursuant to sales and purchase of shares agreements ("SPA") dated 7 May 2021.

On 27 June 2022, the Company issued 400,000 new ordinary shares at a price of RM15.00 per ordinary share to raise additional funding for business expansion and working capital purposes.

The new ordinary shares issued during the financial years rank pari passu in all respects with the existing ordinary shares of the Company.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and is entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regards to the Company's residual assets.

13. ACCOUNTANTS' REPORT (CONT'D)
OASIS HOME HOLDING BERHAD

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
14. RESERVES

| | Note | ← As at 30 June → | | |
|------------------------|------|-------------------|----------------|----------------|
| | | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Exchange reserves | (a) | 12 | 57 | 63 |
| Reorganisation deficit | (b) | (1,500) | (1,500) | (1,500) |
| | | (1,488) | (1,443) | (1,437) |

(a) Exchange reserve

The translation reserve comprises all foreign currency differences arising from the translation of the consolidated financial statements of a foreign subsidiary whose functional currency is different from that of the Group's presentation currency.

(b) Reorganisation deficit

The reorganisation deficit arose from the differences between the carrying amount of the investment and the nominal amount of the share of the subsidiaries upon consolidation using the merger accounting principles.

15. LOANS AND BORROWINGS

| | Note | ← As at 30 June → | | |
|------------------------------------|------|-------------------|----------------|----------------|
| | | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Non-current: | | | | |
| Term loans | (a) | 11,349 | 11,154 | 10,850 |
| Lease liabilities | (b) | 572 | 994 | 1,205 |
| | | 11,921 | 12,148 | 12,055 |
| Current: | | | | |
| Term loans | (a) | 406 | 293 | 309 |
| Lease liabilities | (b) | 187 | 373 | 554 |
| Bankers' acceptances | (c) | 265 | 221 | - |
| | | 858 | 887 | 863 |
| Total loans and borrowings: | | | | |
| Term loans | (a) | 11,755 | 11,447 | 11,159 |
| Lease liabilities | (b) | 759 | 1,367 | 1,759 |
| Bankers' acceptances | (c) | 265 | 221 | - |
| | | 12,779 | 13,035 | 12,918 |

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**15. LOANS AND BORROWINGS (CONTINUED)****(a) Term loans**

Term loan 1 of the Group of RM3,316,882 (2022: RM3,527,827; and 2023: RM3,418,143) bears interest at 4.45% (2022: 3.45%; and 2023: 4.45%) per annum and is repayable by monthly instalments of RM20,979 over 25 years commencing from the day of first drawdown and is secured and supported as follows:

- (i) First legal charge over the leasehold land and building as disclosed in Note 5; and
- (ii) Joint and several guarantee by the certain directors of the Group.

Term loan 2 of the Group of RM3,156,866 (2022: RM3,223,912; and 2023: RM3,185,113) bears interest at 4.49% (2022: 3.49%; and 2023: 4.49%) and is repayable by monthly instalments of RM14,257 over 30 years commencing from the day of first drawdown and is secured and supported as follows:

- (i) First legal charge over the leasehold land and building as disclosed in Note 5;
- (ii) Joint and several guarantee by certain directors of the Group; and
- (iii) Corporate guarantee issued by fellow subsidiary.

Term loan 3 of the Group of RM2,405,604 (2022: RM2,548,714; and 2023: RM2,479,428) bears interest at 4.42% (2022: 3.15% and 2023: 4.42%) and is repayable by monthly instalments of RM13,980 over 20 years commencing from the day of first drawdown and is secured and supported as follows:

- (i) First legal charge over the leasehold land and building as disclosed in Note 6;
- (ii) Joint and several guarantee by the Group's Directors; and
- (iii) Corporate guarantee issued by a subsidiary.

Term loan 4 of the Group of RM2,279,236 (2022: RM2,454,017 and 2023: RM2,364,170) bears interest at 4.45% (2022: 3.45% and 2023: 4.45%) and is repayable by monthly instalments of RM15,683 over 17 years commencing from the day of first drawdown and is secured and supported as follows:

- (i) First legal charge over the leasehold land and building as disclosed in Note 5;
- (ii) Joint and several guarantee by the Group's Directors; and
- (iii) Corporate guarantee issued by a subsidiary.

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

15. LOANS AND BORROWINGS (CONTINUED)

(b) Lease liabilities

Future minimum lease payments under finance lease together with the present value of net minimum lease payments are as follows:

| | ← As at 30 June → | | |
|---|-------------------|----------------|----------------|
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Minimum lease payments: | | | |
| Not later than one year | 214 | 424 | 623 |
| Later than one year but not later than five years | 611 | 1,051 | 1,282 |
| | 825 | 1,475 | 1,905 |
| Less: Future finance charges | (66) | (108) | (146) |
| Present value of minimum lease payments | 759 | 1,367 | 1,759 |
| Present value of minimum lease payments payable: | | | |
| Not later than one year | 187 | 373 | 554 |
| Later than one year but not later than five years | 572 | 994 | 1,205 |
| | 759 | 1,367 | 1,759 |
| Less: Amount due within twelve months | (187) | (373) | (554) |
| Amount due after twelve months | 572 | 994 | 1,205 |

(c) Bankers' acceptances

The bankers' acceptances are secured against the following:

- (i) First legal charge over the leasehold land and building; and
- (ii) Joint and several guarantees by certain directors of the Group.

The bankers' acceptances bear interests at 5.45% to 5.5%. (2022: 4.04% and 2023: 5.45% to 5.5%) per annum.

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**16. TRADE AND OTHER PAYABLES**

| | | ← As at 30 June → | | |
|--------------------------------|------|-------------------|----------------|----------------|
| | Note | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Current: | | | | |
| Trade | | | | |
| Third parties | (a) | 986 | 1,170 | 959 |
| Non-trade | | | | |
| Other payables | | 98 | 77 | 505 |
| Deposits | | 21 | 21 | 26 |
| Accruals | | 218 | 599 | 890 |
| Amount owing to a director | (b) | 50 | 46 | - |
| | | 387 | 743 | 1,421 |
| Total trade and other payables | | 1,373 | 1,913 | 2,380 |

(a) Trade payables

Trade payables are non-interest bearing and the normal credit terms granted to the Group ranging from the date of invoices to 90 days.

(b) Amount owing to a director

Amount owing to a director is non-trade in nature, unsecured, non-interest bearing, repayable on demand and is expected to be settled in cash.

In FYE 30 June 2024, the amount owing to a director had been fully settled in cash.

For explanation on the Group's liquidity risk management processes, refer to Note 26(b)(ii).

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

17. CONTRACT LIABILITIES

| | ← As at 30 June → | | |
|-----------------------------------|-------------------|----------------|----------------|
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Contract liabilities relating to: | | | |
| - Sales of goods | 1,082 | 1,419 | 4,683 |
| - Vouchers issued | 79 | 252 | 115 |
| - Points issued | 222 | 274 | 292 |
| - Membership subscription fees | 87 | 44 | 7 |
| | 1,470 | 1,989 | 5,097 |

(a) Significant changes in contract balances

| | ← FYE 30 June → | | |
|--|---|---|---|
| | 2022 Contract liabilities (Increase)/ decrease RM'000 | 2023 Contract liabilities (Increase)/ decrease RM'000 | 2024 Contract liabilities (Increase)/ decrease RM'000 |
| Revenue recognised that was included in contract liabilities at the beginning of the financial year | 1,141 | 1,480 | 1,989 |
| Increase due to consideration received from customers, excluding amounts recognised as revenue during the financial year | (1,477) | (1,989) | (5,097) |
| Exchange differences | (25) | (10) | (*) |

* Less than RM1,000

(b) Revenue recognised in relation to the contract balances

| | ← Audited FYE 30 June → | | |
|---|-------------------------|----------------|----------------|
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Revenue recognised that was included in contract liabilities at the beginning of the financial year | 1,141 | 1,480 | 1,989 |

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

18. REVENUE

| | ← FYE 30 June → | | |
|--------------------------------|-----------------|--------|--------|
| | 2022 | 2023 | 2024 |
| | RM'000 | RM'000 | RM'000 |
| At a point in time: | | | |
| Trading goods | | | |
| - Direct-to-consumer ("D2C") | 37,574 | 38,867 | 53,578 |
| - Business-to-business ("B2B") | 3,310 | 1,099 | 1,243 |
| | 40,884 | 39,966 | 54,821 |

19. OTHER INCOME

| | ← FYE 30 June → | | |
|---|-----------------|--------|--------|
| | 2022 | 2023 | 2024 |
| | RM'000 | RM'000 | RM'000 |
| Interest income | 47 | 145 | 312 |
| Realised foreign exchange gain | 130 | 122 | 40 |
| Unrealised foreign exchange gain | 16 | 48 | 6 |
| Gain on disposal of property, plant and equipment | - | 16 | - |
| Gain on lease modification | - | 3 | - |
| Claim on parcel lost | 16 | 8 | 9 |
| Bad debt recovery | - | - | 2 |
| Reversal of impairment loss on trade receivables | - | - | 2 |
| Rental income | 32 | 116 | 122 |
| Sponsorship income | - | 67 | - |
| Fair value gain on other investment | - | - | 29 |
| Miscellaneous | 18 | 89 | 195 |
| | 259 | 614 | 717 |

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

20. FINANCE COSTS

| | ← FYE 30 June → | | |
|------------------------------|-----------------|----------------|----------------|
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Interest expenses on: | | | |
| - Term loans | 18 | 475 | 504 |
| - Lease liabilities | 295 | 47 | 56 |
| - Bankers' acceptances | 2 | 3 | - |
| | 315 | 525 | 560 |

21. PROFIT BEFORE TAX

Other than as disclosed elsewhere in the consolidated financial statements, the following items have been charged in arriving at profit before tax:

| | Note | ← FYE 30 June → | | |
|---|-----------|-----------------|----------------|----------------|
| | | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Auditors' remuneration - statutory audit: | | | | |
| - Baker Tilly Monteiro Heng PLT | | 50 | 72 | 84 |
| - Other auditor | | 5 | 11 | 9 |
| Other services | | | | |
| - Baker Tilly Monteiro Heng PLT | | - | 126 | 47 |
| Depreciation of property, plant and equipment | 5 | 609 | 884 | 1,070 |
| Depreciation of investment properties | 6 | 14 | 42 | 42 |
| Amortisation of intangible assets | 7 | 3 | 6 | 8 |
| Property, plant and equipment written off | 5 | - | 3 | - |
| Impairment loss on trade receivables | 11 | - | 2 | - |
| Bad debts written off | | 22 | 3 | - |
| Employee benefits expense | 22 | 5,237 | 5,314 | 6,986 |
| Expenses relating to short-term leases: | | | | |
| - Premises | | 195 | 20 | - |
| - Warehouse | | 10 | 1 | 2 |
| - Forklift | | 10 | 25 | 50 |
| - Photocopy machines | | 4 | 3 | 2 |
| - Water dispensers | | 4 | 5 | 6 |
| Realised foreign exchange loss | | 105 | 88 | 23 |

13. ACCOUNTANTS' REPORT (CONT'D)
OASIS HOME HOLDING BERHAD

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
22. EMPLOYEE BENEFITS EXPENSE

| | ← FYE 30 June → | | |
|----------------------------------|-----------------|----------------|----------------|
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Directors' fee | 6 | 79 | 136 |
| Salaries, allowances and bonuses | 4,765 | 4,720 | 6,218 |
| Defined contribution plans | 404 | 425 | 524 |
| Other staff related expenses | 62 | 90 | 108 |
| | 5,237 | 5,314 | 6,986 |

Included in employee benefits are:

Directors' remuneration

| | | | |
|------------------------------------|-----|-------|-------|
| - Directors' fee | 6 | 79 | 136 |
| - Salaries, allowances and bonuses | 666 | 1,008 | 1,057 |
| - Defined contribution plans | 57 | 96 | 100 |
| - Other staff related benefits | 2 | 2 | 2 |
| | 731 | 1,185 | 1,295 |

23. INCOME TAX EXPENSE

The major components of income tax expense for the financial years ended 30 June 2022, 30 June 2023 and 30 June 2024 are as follows:

| | ← FYE 30 June → | | |
|--|-----------------|----------------|----------------|
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Statements of comprehensive income: | | | |
| Current income tax | | | |
| - Current income tax charge | 1,817 | 2,017 | 3,909 |
| - Adjustment in respect of prior year | - | (25) | (44) |
| | 1,817 | 1,992 | 3,865 |
| Deferred tax (Note 8): | | | |
| Origination of temporary differences | (24) | (58) | (723) |
| Adjustments in respect of deferred tax in prior year | 20 | (46) | (90) |
| | (4) | (104) | (813) |
| Income tax expense recognised in profit or loss | 1,813 | 1,888 | 3,052 |

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

23. INCOME TAX EXPENSE (CONTINUED)

Domestic income tax is calculated at the Malaysian statutory income tax rate of 24% of the estimated taxable profit for the financial years.

The reconciliations from the tax amount at the statutory income tax rate to the Group's tax expense are as follows:

| | ← FYE 30 June → | | |
|--|-----------------|----------------|----------------|
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Profit/(Loss) before tax | 7,150 | 6,805 | 11,119 |
| Tax at the Malaysian statutory income tax rate of 24% | 1,716 | 1,633 | 2,669 |
| Different tax rate in other country | (38) | 3 | 6 |
| Small-medium enterprise tax savings | (42) | - | - |
| Adjustments: | | | |
| Income not subject to tax | - | (1) | (8) |
| Non-deductible expenses | 120 | 323 | 502 |
| Utilisation of previously unrecognised tax losses | (4) | (2) | - |
| Deferred tax not recognised on temporary differences | 41 | 3 | 17 |
| Adjustments in respect of current income tax in prior year | - | (25) | (44) |
| Adjustments in respect of deferred tax in prior year | 20 | (46) | (90) |
| Income tax expense | 1,813 | 1,888 | 3,052 |

24. EARNINGS PER SHARE

Basic earnings per ordinary share and diluted earnings per ordinary share

Basic earnings per ordinary share are based on the profit for the financial year attributable to owners of the Group and the weighted average number of ordinary shares outstanding during the financial years.

Diluted earnings per ordinary share are based on the profit for the financial year attributable to owners of the Group and the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

24. EARNINGS PER SHARE (CONTINUED)

Basic earnings per ordinary share and diluted earnings per ordinary share (continued)

The basic and diluted earnings per ordinary share are computed as follow:

| | ← FYE 30 June → | | |
|---|-----------------|----------------|----------------|
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Profit attributable to owners of the Company | 5,337 | 4,728 | 8,026 |
| Weighted average number of ordinary shares in issue: | | | |
| Issued ordinary shares at the beginning of the financial year [^] | 1,601 | 635 | 635 |
| Adjustment pursuant to restructuring exercise | (1,601) | - | - |
| Effect of ordinary shares issued pursuant to acquisition of subsidiaries | 631 | - | - |
| Effect of ordinary shares issued during the financial year | 4 | - | - |
| Weighted average number of ordinary shares at the end of the financial year | 635 | 635 | 635 |
| Basic and diluted earnings per ordinary share (RM) | 8.40 | 7.45 | 12.64 |

[^] For the purpose of calculating the EPS for the FYE 30 June 2022, the weighted average number of issued ordinary shares at the beginning of the financial year is the aggregate share capital of the combining entities constituting the Group.

The diluted earnings per share is equivalent to the basic earnings per share as the Group does not have convertible options as at the end of the financial years.

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

25. DIVIDENDS

| | ← FYE 30 June → | | |
|---|-----------------|----------------|----------------|
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Recognised during the financial year: | | | |
| First interim single-tier dividend for the financial year ended 30 June 2023: RM0.16 per ordinary share, paid on 25 November 2022 | - | 640 | - |
| Dividends on ordinary shares: | | | |
| First interim single-tier dividend for the financial year ended 30 June 2024: RM0.58 per ordinary share, paid on 17 November 2023 | - | - | 2,320 |
| | - | 640 | 2,320 |

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**26. FINANCIAL INSTRUMENTS****(a) Categories of financial instruments**

The following table analyses the financial instruments in the statements of financial position by the classes of financial instruments to which they are assigned:

- (i) Amortised cost
- (ii) FVPL

| | Carrying amount RM'000 | Amortised cost RM'000 |
|--|---------------------------------------|--------------------------------------|
| As at 30 June 2022 | | |
| Financial assets | | |
| Trade and other receivables, less prepayment | 1,834 | 1,834 |
| Cash and short-term deposits | 9,789 | 9,789 |
| | <u>11,623</u> | <u>11,623</u> |
| Financial liabilities | | |
| Loans and borrowings | (12,779) | (12,779) |
| Trade and other payables | (1,373) | (1,373) |
| | <u>(14,152)</u> | <u>(14,152)</u> |
| As at 30 June 2023 | | |
| Financial assets | | |
| Trade and other receivables, less prepayment | 1,500 | 1,500 |
| Cash and short-term deposits | 14,863 | 14,863 |
| | <u>16,363</u> | <u>16,363</u> |
| Financial liabilities | | |
| Loans and borrowings | (13,035) | (13,035) |
| Trade and other payables | (1,913) | (1,913) |
| | <u>(14,948)</u> | <u>(14,948)</u> |

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**26. FINANCIAL INSTRUMENTS (CONTINUED)****(a) Categories of financial instruments (continued)**

The following table analyses the financial instruments in the statements of financial position by the classes of financial instruments to which they are assigned: (continued)

| | Carrying amount RM'000 | Amortised cost RM'000 | FVPL RM'000 |
|--|------------------------------|-----------------------------|----------------|
| As at 30 June 2024 | | | |
| Financial assets | | | |
| Other Investment | 2,024 | - | 2,024 |
| Trade and other receivables, less prepayment | 4,182 | 4,182 | - |
| Cash and short-term deposits | 19,339 | 19,339 | - |
| | <u>25,545</u> | <u>23,521</u> | <u>2,024</u> |
| Financial liabilities | | | |
| Loans and borrowings | (12,918) | (12,918) | - |
| Trade and other payables | (2,380) | (2,380) | - |
| | <u>(15,298)</u> | <u>(15,298)</u> | <u>-</u> |

(b) Financial risk management

The Group's activities are exposed to a variety of financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk, foreign currency risk and interest rate risk. The Group's overall financial risk management objective is to optimise value for its shareholders.

The Board of Directors review and agree to policies and procedures for the management of these risks, which are executed by the Group's senior management.

(i) Credit risk

Credit risk is the risk of financial loss to the Group that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Group has a credit policy in place and the exposure to credit risk is managed through the application of credit approvals, credit limits and monitoring procedures. Credit worthiness of a customer is assessed based on a set of evaluation criteria and individual credit limits are defined in accordance with this assessment.

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**26. FINANCIAL INSTRUMENTS (CONTINUED)****(b) Financial risk management (continued)****(i) Credit risk (continued)****Trade receivables**

As at the end of the reporting period, the maximum exposure to credit risk arising from trade receivables is represented by the carrying amounts in the statements of financial position.

The carrying amounts of trade receivables are not secured by any collateral or supported by any other credit enhancements. In determining the recoverability of these receivables, the Group considers any change in the credit quality of the receivables from the date the credit was initially granted up to the reporting date. The Group has adopted a policy of dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults.

Credit risk concentration profile

The Group has no significant concentration of credit risk from its receivables.

The Group applies the simplified approach to providing for expected credit losses prescribed by MFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit losses also incorporate forward looking information.

The information about the credit risk exposure on the Group's trade receivables using a provision matrix are as follows:

| | ← Trade receivables → | | | | | | Total RM'000 |
|----------------------------------|-----------------------|------------------------------------|-------------------------------------|-------------------------------------|--------------------------------------|---------------------------------|-----------------|
| | Current RM'000 | 1 to 30 days past due RM'000 | 31 to 60 days past due RM'000 | 61 to 90 days past due RM'000 | 91 to 120 days past due RM'000 | >120 days past due RM'000 | |
| At 30 June 2022 | | | | | | | |
| Expected credit loss rate | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% |
| Gross carrying amount as default | 571 | 14 | 2 | - | - | * | 587 |
| Impairment losses | - | - | - | - | - | - | - |
| | 571 | 14 | 2 | - | - | * | 587 |

* Less than RM1,000

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

26. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management (continued)

(i) Credit risk (continued)

Trade receivables (continued)

Credit risk concentration profile (continued)

The information about the credit risk exposure on the Group's trade receivables using a provision matrix are as follows: (continued)

| | ← Trade receivables → | | | | | | Total RM'000 |
|----------------------------------|-----------------------|------------------------------------|-------------------------------------|-------------------------------------|--------------------------------------|---------------------------------|-----------------|
| | Current RM'000 | 1 to 30 days past due RM'000 | 31 to 60 days past due RM'000 | 61 to 90 days past due RM'000 | 91 to 120 days past due RM'000 | >120 days past due RM'000 | |
| At 30 June 2023 | | | | | | | |
| Expected credit loss rate | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 28.57% | 2.30% |
| Gross carrying amount as default | 41 | 18 | 17 | 3 | 1 | 7 | 87 |
| Impairment losses | - | - | - | - | - | (2) | (2) |
| | 41 | 18 | 17 | 3 | 1 | 5 | 85 |
| At 30 June 2024 | | | | | | | |
| Expected credit loss rate | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% |
| Gross carrying amount as default | 72 | 46 | 11 | 19 | 2 | 62 | 212 |
| Impairment losses | - | - | - | - | - | - | - |
| | 72 | 46 | 11 | 19 | 2 | 62 | 212 |

* Less than RM1,000

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**26. FINANCIAL INSTRUMENTS (CONTINUED)****(b) Financial risk management (continued)****(i) Credit risk (continued)****Other receivables and other financial assets**

For other receivables and other financial assets (including cash and cash equivalents), the Group minimises credit risk by dealing exclusively with high credit rating counterparties. At the reporting date, the Group's maximum exposure to credit risk arising from other receivables and other financial assets is represented by the carrying amount of each class of financial assets recognised in the consolidated statements of financial position.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information.

Macroeconomic information (such as market interest rates or growth rates) is incorporated as part of the internal rating model.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than the credit term in making a contractual payment.

As at the end of report date, the Group did not recognise any loss allowance for impairment for other receivables and other financial assets.

(ii) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations when they fall due. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities between financial assets and liabilities. The Group's exposure to liquidity risk arises principally from trade and other payables, loans and borrowings.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by facilities. The Group maintains sufficient liquidity and available funds to meet daily cash needs, while maintaining controls and security over cash movements. The Group uses a series of processes to obtain maximum benefits from its flow of funds, such that they are efficiently managed to maximise income from investment and minimise cost on borrowed funds. The Group's finance department also ensures that there are sufficient unutilised stand-by facilities, funding and liquid assets available to meet both short-term and long-term funding requirements.

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**26. FINANCIAL INSTRUMENTS (CONTINUED)****(b) Financial risk management (continued)****(ii) Liquidity risk (continued)**Maturity analysis

The maturity analysis of the Group's financial liabilities by their relevant maturity at the reporting date is based on contractual undiscounted repayment obligations are as follows:

| | Carrying amount RM'000 | Contractual cash flows | | | Total RM'000 |
|--------------------------|------------------------------|---|--|-----------------------------------|-----------------|
| | | On demand or within one year RM'000 | Between one to five years RM'000 | More than five years RM'000 | |
| 30 June 2022 | | | | | |
| Trade and other payables | 1,373 | 1,373 | - | - | 1,373 |
| Term loans | 11,755 | 779 | 3,131 | 12,526 | 16,436 |
| Lease liabilities | 759 | 214 | 611 | - | 825 |
| Bankers' acceptances | 265 | 265 | - | - | 265 |
| | 14,152 | 2,631 | 3,742 | 12,526 | 18,899 |
| 30 June 2023 | | | | | |
| Trade and other payables | 1,913 | 1,913 | - | - | 1,913 |
| Term loans | 11,447 | 797 | 3,186 | 14,846 | 18,829 |
| Lease liabilities | 1,367 | 424 | 1,051 | - | 1,475 |
| Bankers' acceptances | 221 | 221 | - | - | 221 |
| | 14,948 | 3,355 | 4,237 | 14,846 | 22,438 |
| 30 June 2024 | | | | | |
| Trade and other payables | 2,380 | 2,380 | - | - | 2,380 |
| Term loans | 11,159 | 800 | 3,200 | 14,008 | 18,008 |
| Lease liabilities | 1,759 | 623 | 1,282 | - | 1,905 |
| | 15,298 | 3,803 | 4,482 | 14,008 | 22,293 |

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**26. FINANCIAL INSTRUMENTS (CONTINUED)****(b) Financial risk management (continued)****(iii) Foreign currency risk**

Foreign currency risk is the risk of fluctuation in fair value or future cash flows of a financial instrument as a result of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when sales, purchases and bank balances that are denominated in a foreign currency).

The foreign currency in which these transactions are denominated are mainly United States Dollar ("USD").

The Group's unhedged financial assets and liabilities that are not denominated in their functional currencies are as follows:

| | ← FYE 30 June → | | |
|--|-----------------|----------------|----------------|
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Financial assets and liabilities not held in functional currency: | | | |
| <u>Other receivables</u> | | | |
| USD | 6 | - | - |
| <u>Cash and short-term deposits</u> | | | |
| USD | 14 | 24 | 36 |
| <u>Trade payables</u> | | | |
| USD | (115) | (11) | - |

Sensitivity analysis for foreign currency risk

The Group's principal foreign currency exposure relates mainly to USD.

The following table demonstrates the sensitivity to a reasonably possible change in the USD, with all other variables held constant on the Group's total equity and profit for the financial years.

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

26. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management (continued)

(iii) Foreign currency risk (continued)

Sensitivity analysis for foreign currency risk (continued)

| | Changes in rate % | Effect on profit for the financial year/equity RM'000 |
|---------------------|----------------------------------|--|
| 30 June 2022 | | |
| - USD | +10% | (7) |
| | -10% | 7 |
| 30 June 2023 | | |
| - USD | +10% | 1 |
| | -10% | (1) |
| 30 June 2024 | | |
| - USD | +10% | 3 |
| | -10% | (3) |

(iv) Interest rate risk

Interest rate risk is the risk of fluctuation in fair value or future cash flows of the Group's financial instruments as a result of changes in market interest rates. The Group's exposure to interest rate risk arises primarily from its long-term loans and borrowings with floating interest rates.

Sensitivity analysis for interest rate risk

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant on the Group's total equity and profit for the financial years.

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**26. FINANCIAL INSTRUMENTS (CONTINUED)****(b) Financial risk management (continued)****(iv) Interest rate risk (continued)**Sensitivity analysis for interest rate risk (continued)

| | Carrying amount RM'000 | Changes in basis point | Effect on profit for the financial year/equity RM'000 |
|----------------------|------------------------------|---------------------------|--|
| 30 June 2022 | | | |
| Term loans | 11,755 | +50 -50 | 45 (45) |
| Bankers' acceptances | 265 | +50 -50 | 1 (1) |
| 30 June 2023 | | | |
| Term loans | 11,447 | +50 -50 | 43 (43) |
| Bankers' acceptances | 221 | +50 -50 | 1 (1) |
| 30 June 2024 | | | |
| Term loans | 11,159 | +50 -50 | 42 (42) |

(c) Fair value measurement

The carrying amounts of cash and short-term deposits, receivables and payables and short-term borrowings are reasonably approximate to their fair values due to the relatively short-term nature of these financial instruments.

There have been no material transfers between Level 1, Level 2 and Level 3 during the financial years.

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

26. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Fair value measurement (continued)

| | Carrying amount RM'000 | Fair value of financial instruments not carried at fair value | | | Total RM'000 |
|------------------------------|------------------------------|--|-------------------|-------------------|-----------------|
| | | Level 1 RM'000 | Level 2 RM'000 | Level 3 RM'000 | |
| At 30 June 2022 | | | | | |
| Financial liabilities | | | | | |
| Term loans | 11,349 | - | - | 9,079 | 9,079 |
| At 30 June 2023 | | | | | |
| Financial liabilities | | | | | |
| Term loans | 11,154 | - | - | 8,932 | 8,932 |
| At 30 June 2024 | | | | | |
| Financial liabilities | | | | | |
| Term loans | 10,850 | - | - | 8,747 | 8,747 |

Level 3 fair value

Fair value of financial instruments not carried at fair value

The fair value of liability component of term loans are calculated based on the present value of future principal and interest cash flows, discounted at the market interest rate of similar liabilities.

27. COMMITMENT

The Group has made commitments for the following capital expenditures:

| | As at 30 June | | |
|---------------------------------|----------------|----------------|----------------|
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| - Property, plant and equipment | - | - | 7,245 |

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

28. RELATED PARTIES

(a) Identity of related parties

Parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operational decisions, or vice versa, or where the Group and the party are subject to common control. Related parties may be individuals or other entities.

Related parties of the Group include:

- (i) Entity in which certain directors have substantial financial interests;
- (ii) Entities in which a person connected to a director has substantial financial interests; and
- (iii) Key management personnel of the Group, comprise persons (including directors) having the authority and responsibility for planning, directing and controlling the activities directly or indirectly.

(b) Significant related party transactions

Significant related party transactions other than disclosed elsewhere in the consolidated financial statements are as follows:

| | ← FYE 30 June → | | |
|--|-----------------|----------------|----------------|
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Sales of goods | | | |
| Entities in which a director has interests | 6 | - | - |
| Rental expenses | | | |
| Director | 150 | - | - |

(c) Compensation of key management personnel

| | ← FYE 30 June → | | |
|----------------------------------|-----------------|----------------|----------------|
| | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Directors' fee | 6 | 79 | 136 |
| Salaries, allowances and bonuses | 892 | 1,287 | 1,414 |
| Defined contribution plans | 75 | 126 | 135 |
| Other staff related expenses | 4 | 4 | 4 |
| | 977 | 1,495 | 1,689 |

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**29. CAPITAL MANAGEMENT**

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratio in order to support its business and maximise shareholders value. The Group manages its capital structure and make adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies and processes during the financial years ended 30 June 2022, 30 June 2023 and 30 June 2024.

The Group monitors capital using gearing ratio. The gearing ratio is calculated as total debts divided by total equity of the Group. The gearing ratio as at 30 June 2022, 30 June 2023 and 30 June 2024 are as follows:

| | Note | ← As at 30 June → | | |
|-----------------------|-----------|-------------------|----------------|----------------|
| | | 2022 RM'000 | 2023 RM'000 | 2024 RM'000 |
| Loans and borrowings | 15 | 12,779 | 13,035 | 12,918 |
| Total equity | | 19,916 | 24,438 | 29,891 |
| Gearing ratio (times) | | 0.64 | 0.53 | 0.43 |

There were no changes in the Group's approach to capital management during the financial years under review.

The Group is not subject to externally imposed capital requirement.

30. SIGNIFICANT EVENTS DURING AND SUBSEQUENT TO THE END OF THE FINANCIAL YEARS**(a) Incorporation of Oasis Wellness**

On 26 July 2022, the Company acquired 80% equity interest (representing 2,400 ordinary shares) in Oasis Wellness for a total cash consideration of RM RM2,400. As at the incorporation date, Oasis Wellness became a subsidiary of the Company.

(b) Acquisition of additional interest in Oasis Wellness

On 1 August 2023, the Company had entered into a share purchase agreement to purchase the remaining 20% equity interest (representing 200,000 ordinary shares) in Oasis Wellness for a total purchase consideration of RM300,000. The acquisition was completed on 4 August 2023.

(c) Declaration of dividend to shareholders

There is a single-tier interim dividend of RM 1,180,000 (RM0.295 per ordinary shares) being declared on 26 September 2024 and paid on 27 September 2024.

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**31. SEGMENT INFORMATION**

The Group prepared the following segment information in accordance with MFRS 8 *Operating Segments* based on the internal reports of the Group's strategic business units which are regularly reviewed by the directors for the purpose of making decisions about resource allocation and performance assessment.

The two reportable operating segments are as follows:

| Segments | Services |
|-----------------|---|
| D2C | Marketing and sale of products to consumers. |
| B2B | Marketing and sale of products to corporations. |

Inter-segment pricing is determined on negotiated basis.

Segment profit

Segment profit is used to measure performance as the Group's Managing Director believes that such information is the most relevant in evaluating the results of certain segment relative to other entities that operate within these industries.

Segment assets and liabilities

Segment assets and liabilities information are neither included in the internal management reports nor provided regularly to the Managing Director. Hence, no disclosure is made on segment assets and liabilities.

| | D2C RM'000 | B2B RM'000 | Adjustments and eliminations RM'000 | Total RM'000 |
|--|-----------------------|-----------------------|--|-------------------------|
| 30 June 2022 | | | | |
| Revenue: | | | | |
| Trading of goods | 37,574 | 5,083 | (1,773) | 40,884 |
| Segment profit | 16,212 | 881 | 66 | 17,159 |
| Other income | | | | 259 |
| Unallocated expenses | | | | (9,953) |
| Finance costs | | | | (315) |
| Income tax expenses | | | | (1,813) |
| Profit for the financial year | | | | 5,337 |
| Results: | | | | |
| <i>Included in the measure of segments profit are:</i> | | | | |
| Employee benefits expense | | | | 968 |

13. ACCOUNTANTS' REPORT (CONT'D)

OASIS HOME HOLDING BERHAD

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31. SEGMENT INFORMATION (CONTINUED)

| | D2C RM'000 | B2B RM'000 | Adjustments and eliminations RM'000 | Total RM'000 |
|--|---------------|---------------|--|-----------------|
| 30 June 2023 | | | | |
| Revenue: | | | | |
| Trading of goods | 38,867 | 3,974 | (2,875) | 39,966 |
| Segment profit | 14,740 | 2,960 | (176) | 17,524 |
| Other income | | | | 614 |
| Unallocated expenses | | | | (10,808) |
| Finance costs | | | | (525) |
| Income tax expenses | | | | (1,888) |
| Profit for the financial year | | | | 4,917 |
| Results: | | | | |
| <i>Included in the measure of segments profit are:</i> | | | | |
| Employee benefits expense | | | | 652 |
| 30 June 2024 | | | | |
| Revenue: | | | | |
| Trading of goods | 53,578 | 6,108 | (4,865) | 54,821 |
| Segment profit | 21,704 | 2,629 | 62 | 24,395 |
| Other income | | | | 717 |
| Unallocated expenses | | | | (13,433) |
| Finance costs | | | | (560) |
| Income tax expenses | | | | (3,052) |
| Profit for the financial year | | | | 8,067 |
| Results: | | | | |
| <i>Included in the measure of segments profit are:</i> | | | | |
| Employee benefits expense | | | | 1,250 |

13. ACCOUNTANTS' REPORT (CONT'D)**OASIS HOME HOLDING BERHAD**

Accountants' Report

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**31. SEGMENT INFORMATION (CONTINUED)**Geographical information

Revenue information based on the geographical location of customers are as follows:

| | Revenue RM'000 |
|---------------------|---------------------------|
| 30 June 2022 | |
| Malaysia | 37,245 |
| Singapore | 1,763 |
| Indonesia | 1,773 |
| Brunei | 103 |
| | <u>40,884</u> |
| 30 June 2023 | |
| Malaysia | 38,849 |
| Singapore | 995 |
| Brunei | 122 |
| | <u>39,966</u> |
| 30 June 2024 | |
| Malaysia | 54,500 |
| Singapore | 321 |
| | <u>54,821</u> |

There are no individual customers who contributed more than 5.0% of the Group's revenue during the financial years ended 30 June 2022, 30 June 2023 and 30 June 2024, the Group is thus, not dependent on any particular customer.

14. ADDITIONAL INFORMATION

14.1 SHARE CAPITAL

- (i) The share capital of our Company and our Subsidiaries as at the LPD and changes in their respective share capital for the Financial Years Under Review and up to the LPD are set out in Sections 6.3 and 6.5 of this Prospectus.
- (ii) As at the date of this Prospectus, we only have one class of shares, namely, ordinary shares, all of which rank equally with one another. There are no special rights attached to our Shares.
- (iii) No securities will be allotted, issued or offered on the basis of this Prospectus later than 6 months after the date of the issue of this Prospectus.
- (iv) None of the share capital of our Company or our Subsidiaries is under option or agreed conditionally or unconditionally to be put under option.
- (v) Save for our Pink Form Shares reserved for our Eligible Persons as disclosed in Section 4.3.1(ii) of this Prospectus, there is currently no other scheme involving our Directors or employees in the capital of our Company or our Subsidiaries.
- (vi) None of our Company or our Subsidiaries has any outstanding convertible debt security as at the LPD.
- (vii) No shares, debentures, outstanding warrants, options or convertible securities or uncalled capital of our Company or any of our Subsidiaries have been issued or proposed to be issued as fully or partly paid-up, in cash or otherwise than in cash, within the 3 years preceding the LPD.

14.2 EXTRACTS OF OUR CONSTITUTION

The following provisions are reproduced from our Constitution which comply with the Listing Requirements, the Act and the Rules of Bursa Depository.

The words, terms and expressions appearing in the following provision shall bear the same meanings used in our Constitution unless they are otherwise defined herein or the context otherwise requires.

(i) **Transfer of securities**

Clause 12 – Transfer of Securities

The transfer of any Deposited Security or class of Deposited Security of the Company, shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections 105, 106 or 110 of the Act, but subject to Section 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the Deposited Securities.

Clause 14 – Transfer of Shares or Debentures (for non-Deposited Securities)

- (1) Subject to this Constitution and other written laws, any Member or debenture holder may transfer all or any of his shares or debentures (for non-Deposited Securities) by instrument of transfer as prescribed under the Act.
- (2) The instrument of transfer must be executed by or on behalf of the transferor and the transferee.

14. ADDITIONAL INFORMATION (CONT'D)

- (3) The transferor shall remain as the holder of such shares or debentures (for non-Deposited Securities) until the transfer is registered and the name of the transferee is entered in the Register of Members or register of debenture holders in respect of the shares or debentures respectively.

(ii) Remuneration of Directors

Clause 79 – Remuneration

A Managing Director or an Executive Director shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration (whether by way of salary, bonus, or participation in profits, or partly in one way and partly in another and other benefits) as the Board of Directors may determine.

Clause 84 – Remuneration (Alternate Director)

An Alternate Director:

- (1) has no entitlement to receive remuneration from the Company and any fee paid by the Company to the Alternate Director shall be deducted from the Appointer's remuneration; and
- (2) is entitled to be reimbursed for all the travelling and other expenses properly incurred by him in attending the Board Meetings on behalf of the Appointer from the Company.

Clause 88 – Remuneration of Directors

- (1) The Company may from time to time by an ordinary resolution passed at a General Meeting, approve the remuneration of the Directors, who hold non-executive office with the Company, for their services as non-executive Directors.
- (2) The fees and any benefits payable to the Directors, including Managing Director and Executive Directors, shall be subject to Members' approvals at a General Meeting, but such fees and benefits shall not include commission or percentage of turnover.
- (3) If the fee of each such non-executive Director is not specifically fixed by the Members, then the quantum of fees to be paid to each non-executive Director within the overall limits fixed by the Members, shall be decided by resolution of the Board. In default of any decision being made in this respect by the Board, the fees payable to the non-executive Directors shall be divided equally amongst themselves and such a Director holding office for only part of a year shall be entitled to a proportionate part of a full year's fees. The non-executive Directors shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover.
- (4) The following expenses shall be determined by the Directors:
- (a) Traveling, hotel and other expenses properly incurred by the Directors in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or in connection with the business of the Company; and
- (b) Other expenses properly incurred by the Directors arising from the requirements imposed by the authorities to enable the Directors to effectively discharge their duties.

14. ADDITIONAL INFORMATION (CONT'D)

- (5) Executive Directors of the Company shall be remunerated in the manner referred to in Clause 79 but such remuneration shall not include a commission on or percentage of turnover.

(iii) Voting and Borrowing power of Directors

Clause 89 – Powers of Directors

- (1) The business and affairs of the Company shall be managed by or under the direction and supervision of the Directors who may pay all expenses incurred in promoting and registering the Company.
- (2) The Directors may exercise all the powers necessary for managing and for directing and supervising the management of the business and affairs of the Company except any power that the Act or by this Constitution requires the Company to exercise in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
- (3) Where an oral contract is made by a Director acting under authority, express or implied, the contract is to be reduced to writing within fourteen (14) days and may be subject to ratification by the Board (if required). If there is any non-compliance with the above requirement of reduction to writing and proper ratification by the Board, the Director entering into such oral contract shall assume personal responsibility for the same and shall indemnify the Company fully in all respects in relation to such contract.
- (4) (a) The Directors may procure the establishment and maintenance of any non-contributory or contributory pension or superannuation fund or life assurance scheme for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to any persons who are or shall have been at any time in the employment or service of the Company or any subsidiary company or to any persons who are or have been a Director or other Officer of and holds or has held salaried employment in the Company or any subsidiary company, or the wives, widows, families or dependents of any such persons.
- (b) The Directors may also procure the establishment and subsidy of or subscription and support to any institutions, association, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or of its members and payment for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object.

Clause 90 – Directors' power to borrow, mortgage, issue Debentures and lend

Without limiting the generality of above immediate clause, the Directors may, subject to the Act and the Listing Requirements, exercise all the powers of the Company to do all or any of the following for any debt, liability, or obligation of the Company or of any third party:

- (1) borrow money;
- (2) mortgage or charge its undertaking, property, and uncalled capital, or any part of the undertaking, property and uncalled capital;
- (3) issue debentures and other Securities whether outright or as security; and/or

14. ADDITIONAL INFORMATION (CONT'D)

- (4) (a) lend and advance money or give credit to any person or company;
 - (b) guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company;
 - (c) secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or company;
- and otherwise to assist any person or company.

Clause 99 – Directors' Interest in Contracts

- (1) Every Director shall observe the provisions of the Act relating to the disclosure of the interest of the Directors in contracts or proposed contracts with the Company or of any office or property held by the Directors which might create duties or interest in conflict with their duties or interest as Directors and participation in discussion and voting. Such disclosure of material personal interest by the Directors shall be in the form of a notice. Such notice shall be in the form and manner prescribed under the Act.
- (2) A Director shall not vote in regard to any contract or proposed contract or arrangement in which he has, directly or indirectly, an interest.

Clause 109 – Voting at Board Meetings

- (1) Subject to this Constitution, questions arising at a Board Meeting shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Directors.
- (2) Each Director is entitled to cast one (1) vote on each matter for determination.
- (3) In the case of an equality of votes, the chairperson of the Board Meeting is entitled to a second or casting vote, except where two (2) Directors form a quorum, the chairperson of a meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue, shall not have a casting vote.

(iv) Changes to share capital

Clause 11(1) – Allotment of shares or grant of rights

- (1) Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject always to the Act, the Listing Requirements and this Constitution, the Directors have the right to:
 - (a) issue and allot shares in the Company; and
 - (b) grant rights to subscribe for shares or options over unissued shares in the Company.

14. ADDITIONAL INFORMATION (CONT'D)

Clause 39 – Share Buy-Back

Subject to the provisions of the Act, the Listing Requirements and other requirements of the Exchange and/or any other relevant laws, regulations, guidelines and/or authorities, the Company may from time to time by resolution of a general meeting, acquire by purchase in good faith and in the best interests of the Company, the Company's own shares through the Exchange on which the shares are quoted provided always that the Company is solvent at the date of purchase of the Company's shares and will not become insolvent by incurring the debt arising from the obligation to pay for the shares so purchased. In this regard, the Directors may resolve and have the necessary powers to deal with such purchased shares in accordance with the applicable laws.

Clauses 40 to 43 – Conversion of Shares into Stock

40. The Company may by ordinary resolution passed at a General Meeting convert any paid-up shares into stock and reconvert any stock into paid-up shares in accordance with Sections 84(1)(b) and 86 of the Act.
41. (1) The stockholders may transfer their stock or any part thereof in the same manner as the transfer of shares from which the stock arose may, before the conversion, have been transferred or be transferred in the closest manner as the circumstances allow.
 - (2) The Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum.
42. (1) The stockholders shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose.
43. For the purpose of this Section, any reference in this Constitution as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder" respectively.

Clause 44 – Alteration of Capital

- (1) The Company may from time to time by ordinary resolution and subject to other applicable laws or requirements:
 - (a) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; or
 - (b) subdivide its shares or any of them into shares, whichever is in the subdivision; the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived.
- (2) The Company may from time to time by special resolution and subject to other applicable requirements:
 - (a) cancel shares which, at the date of the passing of the resolution in that regard, have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled or in such other manner allowed by law; or

14. ADDITIONAL INFORMATION (CONT'D)

(b) reduce its share capital in such manner permitted by law, and (where applicable) subject to the relevant required approvals being obtained.

(v) **Rights, preferences and restrictions attached to each class of securities relating to voting, dividend, liquidation and any special rights**

As at the date of this Prospectus, we only have one (1) class of shares, namely ordinary shares, all of which rank equally with one (1) another. There are no special rights attached to our Shares. Please refer to Section 4.4 of this Prospectus for a summary of the rights of our shareholders relating to voting, dividend and liquidation in respect of our Shares.

14.3 DEPOSITED SECURITIES AND RIGHTS OF DEPOSITORS

Pursuant to Section 14(1) of the SICDA, Bursa Securities has prescribed our Shares as securities to be deposited into the CDS. Following this, we will deposit our Shares directly with Bursa Depository and any dealings in our Shares will be carried out in accordance with the SICDA and Depository Rules. We will not issue any share certificates to successful applicants.

Dealing in Shares deposited with Bursa Depository may only be effected by a Depositor by means of entries in the securities account of that Depositor.

A Depositor whose name appears in the Record of Depositors maintained by Bursa Depository in respect of our Shares will be deemed to be a shareholder of our Company and will be entitled to all rights, benefits, powers and privileges and be subject to all liabilities, duties and obligations in respect of, or arising from, such Shares.

14.4 LIMITATION ON THE RIGHT TO HOLD SECURITIES AND/OR EXERCISE VOTING RIGHTS

Save for the clauses below which have been reproduced from the Company's Constitution and subject to Section 14.3 above, there is no limitation on the right to own our Shares, including any limitation on the right of a non-resident or foreign shareholders to hold or exercise voting rights on our Shares which is imposed by Malaysian law or by our Constitution:

Clause 22 – Rights or privileges of a Member

No person is entitled to exercise any rights or privileges as a Member until the Member has paid all calls, instalments of calls and other moneys (including interest and expenses) for the time being payable in respect of which the lien exist.

Clause 52(3) – Record of Depositors

(3) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a Depositor shall not be regarded as a Member entitled to attend any General Meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.

14. ADDITIONAL INFORMATION (CONT'D)

Clause 63 – Member is of unsound mind

If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, the relevant committee or trustee or such other person as properly appointed under the applicable law to manage his estate may exercise any rights of the Member in relation to a meeting of the Company's Members as if the committee, trustee or other person were the Member.

Clause 64 – Calls unpaid

No member is entitled to attend and vote at any General Meeting unless all calls or other sums presently payable by the Member in respect of shares in the Company have been paid.

14.5 MATERIAL CONTRACTS

Save as disclosed below, there are no material contracts (including contracts not in writing), not being contracts in the ordinary course of business, that have been entered into by any company within our Group during the Financial Years Under Review, and from 1 July 2024 up to the date of this Prospectus:

- (i) Eight subscription agreements all dated 31 May 2022 entered into between our Company, DTYS and other Investors separately for the subscription of Oasis Home Holding Shares for an aggregate cash consideration of RM6,000,000. Please refer to Section 6.3 of this Prospectus for further details of the subscription of Shares;
- (ii) Share sale agreement dated 1 August 2023 entered into between our Company and Maximus Global Ventures Sdn Bhd for the acquisition of 200,000 ordinary shares in Oasis Wellness representing 20.00% equity interest by our Company from Maximus Global Ventures Sdn Bhd for a cash consideration of RM300,000. Please refer to Section 6.1 of this Prospectus for further details;
- (iii) Agreement dated 25 August 2023 entered between Oasis Livingware and Ban Lee Hin Engineering & Construction Sdn Bhd for the design, construction and mechanical and engineering works of our New HQ for a cash consideration of RM3,885,725.90. Due to the revision in the design and building specification, this agreement has been superseded by a new agreement signed on 30 October 2024. Please refer to item (v) below;
- (iv) Sale and purchase agreement dated 31 October 2023 entered into between Oasis Swiss and NCT Land Sdn Bhd for the acquisition of a piece of leasehold land with the title identification of Lot No. D89, HSD 50617, PT 54496, Mukim of Tanjong Duabelas, District of Kuala Langat, Selangor together with a 2-storey building to be constructed for a cash consideration of RM8,303,000 (before rebates of RM996,360 from the developer). As at the LPD, the construction is still incomplete, and our Group has yet to receive the vacant possession of the land. Please refer to Section 4.8(ii), 6.7.1 and 7.21(iv) of this Prospectus for further details;
- (v) Agreement dated 30 October 2024 entered between Oasis Livingware and Ban Lee Hin Engineering & Construction Sdn Bhd for the design, construction and mechanical and engineering works of our New HQ for a cash consideration of RM4,362,550.75. Please refer to Section 4.8(iv) and 7.21(iii) of this Prospectus for further details; and
- (vi) Underwriting Agreement dated [●] entered into between our Company and MIDF Investment as the Underwriter for the underwriting of up to 35,000,000 Issue Shares under the Public Issue.

14. ADDITIONAL INFORMATION (CONT'D)

14.6 MATERIAL LITIGATION AND ARBITRATION

As at the LPD, our Group has not engaged in any material litigation, claims and/or arbitration, either as plaintiff or defendant which has a material effect on the financial position of our Group. Our Directors confirm that there are no proceedings pending or threatened, or of any fact likely to give rise to any proceedings, which might materially and adversely affect the financial position or business of our Group.

14.7 REPATRIATION OF CAPITAL AND REMITTANCE OF PROFIT**(i) Malaysia**

Under the Act, a company may only pay dividends to its shareholders out of profits of the company available if the company is solvent. Such distribution must be authorised by the board of directors of the company and if the directors are satisfied that the company will be solvent immediately after the distribution is made.

All corporations in Malaysia are required to adopt a single-tier dividend. All dividends distributed by Malaysian resident companies under a single tier dividend are not taxable. Further, the Government of Malaysia does not levy withholding tax on dividend payments. Therefore, there is no withholding tax imposed on dividends paid to non-residents by Malaysian companies. There is no Malaysian capital gains tax arising from the disposal of listed shares.

(ii) Singapore

Under Singapore laws, there are no restrictions or time frame on the repatriation or remittance of profits, whether in the form of dividends or interests, or capital (meaning funds in general, instead of share capital of the Oasis SG) into or out of Singapore, or significant restrictions on remittances, capital movements and foreign currency exchange transactions, by a company incorporated in Singapore to its shareholder(s) or holding company incorporated outside Singapore, subject to anti-money laundering; counter-financing of terrorism; taxation related considerations under the relevant and applicable Singapore laws. Repatriation of profits and remittance of funds out of a company's share capital is entirely dependent on the ability of such company to pay funds to its shareholder(s) in accordance with its constitution and the provisions of the Companies Act 1967 of Singapore ("**Singapore Companies Act**").

Under section 403 of the Singapore Companies Act, Oasis SG may only pay dividends to its shareholders out of profits of the company. Oasis SG may declare dividends in accordance with its constitution and the directors may make a recommended rate to be paid as dividends, which will be voted on and approved by shareholders at its annual general meeting.

14.8 CONSENTS

The written consents of our Principal Adviser, Sponsor, Underwriter, Placement Agent, Company Secretaries, Solicitors, Share Registrar and Issuing House as listed in the Corporate Directory of this Prospectus for the inclusion in this Prospectus of their names in the form and context in which such names appear have been given before the issuance of this Prospectus and have not subsequently been withdrawn.

14. ADDITIONAL INFORMATION (CONT'D)

The written consent of our Auditors and Reporting Accountants for the inclusion of its name, the Accountants' Report and the Reporting Accountants' Report on the Pro Forma Consolidated Statements of Financial Position of our Group and all references thereto in the form and context in which they are contained in this Prospectus have been given before the issuance of this Prospectus and have not subsequently been withdrawn.

The written consent of our IMR for the inclusion of its name, the IMR Report and all references thereto in the form and context in which they are contained in this Prospectus have been given before the issuance of this Prospectus and have not subsequently been withdrawn.

14.9 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at our registered office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights 50490 Kuala Lumpur, from 9.00 a.m. to 5.00 p.m. (Monday to Friday) except for public holidays for a period of six months from the date of this Prospectus:

- (i) our Constitution;
- (ii) the IMR Report prepared by IMR as included in Section 8 of this Prospectus;
- (iii) the Reporting Accountants' Report on the Pro Forma Consolidated Statements of Financial Position of our Group as at 30 June 2024 as included in Section 12.16 of this Prospectus;
- (iv) the Accountants' Report as included in Section 13 of this Prospectus;
- (v) the material contracts as referred to in Section 14.5 of this Prospectus;
- (vi) the letters of consent as referred to in Section 14.8 of this Prospectus; and
- (vii) audited financial statements of Oasis Home Holding, Kitchen Harmony, Oasis Livingware, Oasis SG and Oasis Swiss for FYE 2022, FYE 2023 and FYE 2024
- (viii) audited financial statements of Oasis Wellness for FYE 2023 and FYE 2024

14.10 RESPONSIBILITY STATEMENTS

Our Directors, Promoters and Selling Shareholder have seen and approved this Prospectus. They individually and collectively accept full responsibility for the accuracy of the information contained in this Prospectus and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statement or other facts, the omission of which would make any statement in this Prospectus false or misleading.

MIDF Investment as our Principal Adviser, Sponsor, Underwriter and Placement Agent, acknowledges that based on all available information and to the best of their knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts concerning our IPO.

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15. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE

THIS SUMMARY OF PROCEDURES FOR APPLICATION AND ACCEPTANCE DOES NOT CONTAIN THE DETAILED PROCEDURES AND FULL TERMS AND CONDITIONS AND YOU CANNOT RELY ON THIS SUMMARY FOR PURPOSES OF ANY APPLICATION FOR OUR IPO SHARES. YOU MUST REFER TO THE DETAILED PROCEDURES AND TERMS AND CONDITIONS AS SET OUT IN THE “DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE” ACCOMPANYING THE ELECTRONIC COPY OF OUR PROSPECTUS ON THE WEBSITE OF BURSA SECURITIES. YOU SHOULD ALSO CONTACT OUR ISSUING HOUSE FOR FURTHER ENQUIRIES.

Unless otherwise defined, all words and expressions used here shall carry the same meaning as ascribed to them in our Prospectus.

Unless the context otherwise requires, words used in the singular include the plural and vice versa.

15.1 OPENING AND CLOSING OF APPLICATION

OPENING OF THE APPLICATION PERIOD: 10.00 A.M., [●].

CLOSING OF THE APPLICATION PERIOD: 5.00 P.M., [●].

Applications for our IPO Shares will open and close at the dates and times stated above.

In the event there is any change to the dates and times stated above, we will advertise the notice of the change in a widely circulated daily English and Bahasa Malaysia newspaper in Malaysia.

Late Applications will not be accepted.

15.2 METHODS OF APPLICATIONS

15.2.1 Application for our IPO Shares by the Malaysian Public and the Eligible Persons of our Group

Applications must accord with our Prospectus and our Constitution. The submission of an Application Form does not mean that your Application will succeed. You agree to be bound by our Constitution.

| Type of Application and category of investors | Application method |
|--|--|
| Applications by the Eligible Persons of our Group | Pink Application Form only |
| Applications by the Malaysian Public: (a) Individuals | White Application Form or Electronic Share Application or Internet Share Application |
| (b) Non-Individuals | White Application Form only |

15. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

15.2.2 Application for our IPO Shares by Selected Investors and identified Bumiputera investors approved by the MITI via private placement

| Types of Application | Application Method |
|--|--|
| Applications by Selected Investors | The Placement Agent will contact the Selected Investors directly. They should follow the Placement Agent's instructions. |
| Applications by identified Bumiputera investors approved by the MITI | The MITI will contact the Bumiputera investors directly. They should follow the MITI's instructions. |

Selected Investors and identified Bumiputera investors approved by the MITI may still apply for our IPO Shares offered to the Malaysian Public using the White Application Form, Electronic Share Application or Internet Share Application.

15.3 ELIGIBILITY

15.3.1 General

You must have a CDS account and a correspondence address in Malaysia. If you do not have a CDS account, you may open a CDS account by contacting any of the ADAs set out in Section 12 of the Detailed Procedures for Application and Acceptance accompanying the electronic copy of our Prospectus on the website of Bursa Securities. The CDS account must be in your own name. Invalid, nominee or third party CDS accounts will not be accepted for the Applications.

Only **ONE** Application Form for each category from each applicant will be considered and **APPLICATIONS MUST BE FOR AT LEAST 100 IPO SHARES OR MULTIPLES OF 100 IPO SHARES.**

MULTIPLE APPLICATIONS WILL NOT BE ACCEPTED UNLESS EXPRESSLY ALLOWED IN THESE TERMS AND CONDITIONS. AN APPLICANT WHO SUBMITS MULTIPLE APPLICATIONS IN HIS OWN NAME OR BY USING THE NAME OF OTHERS, WITH OR WITHOUT THEIR CONSENT, COMMITS AN OFFENCE UNDER SECTION 179 OF THE CMSA AND IF CONVICTED, MAY BE PUNISHED WITH A MINIMUM FINE OF RM1,000,000 AND A JAIL TERM OF UP TO 10 YEARS UNDER SECTION 182 OF THE CMSA.

AN APPLICANT IS NOT ALLOWED TO SUBMIT MULTIPLE APPLICATIONS IN THE SAME CATEGORY OF APPLICATION.

AN APPLICANT WHO WISHES TO SUBMIT APPLICATIONS USING A JOINT BANK ACCOUNT MUST CONTACT THE FINANCIAL INSTITUTION HANDLING THE APPLICATIONS TO ENSURE THAT THE NAME ON THE JOINT BANK ACCOUNT MATCHES THE NAME ON THEIR CDS ACCOUNT. THIS STEP MINIMIZES THE RISK OF REJECTION OF IPO APPLICATIONS DUE TO NAME DISCREPANCIES. OUR COMPANY, PRINCIPAL ADVISER AND ISSUING HOUSE ARE NOT RESPONSIBLE FOR ANY ISSUES ARISING THEREAFTER.

15. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

15.3.2 Application by the Malaysian Public

You can only apply for our IPO Shares if you fulfill all of the following:

- (i) you must be one of the following:
 - (a) a Malaysian citizen who is at least 18 years old as at the date of the application for our IPO Shares with a Malaysian address; or
 - (b) a corporation/ institution incorporated in Malaysia with a majority of Malaysian citizens on your board of directors/ trustees and if you have a share capital, more than half of the issued share capital, excluding preference share capital, is held by Malaysian citizens; or
 - (c) a superannuation, co-operative, foundation, provident, pension fund established or operating in Malaysia.
- (ii) you must not be a director or employee of the Issuing House, or an immediate family member of a director or employee of the Issuing House; and
- (iii) you must submit Applications by using only one of the following methods:
 - (a) White Application Form; or
 - (b) Electronic Share Application; or
 - (c) Internet Share Application.

15.3.3 Application by the Eligible Persons

The Eligible Persons (including any entities, wherever established) will be provided with Pink Application Forms and letters from us detailing their respective allocation as well as detailed procedures on how to subscribe to the allocated IPO Shares. The Eligible Persons must follow the notes and instructions in the said document and where relevant, in this Prospectus. All duly completed Pink Application Forms should be submitted to our Group through the Human Resources or Finance Department.

The Eligible Persons may request for a copy of the printed Prospectus from our Company at no cost and are given an option to have the printed Prospectus delivered to them free of charge, or to obtain the printed Prospectus from our Company, Issuing House, MIDF Investment, Participating organisations of Bursa Securities and Members of the Association of Banks in Malaysia or Malaysian Investment Banking Association.

15.4 PROCEDURES FOR APPLICATION BY WAY OF APPLICATION FORMS

The Application Form must be completed in accordance with the notes and instructions contained in the respective category of the Application Form. Applications made on the incorrect type of Application Form or which do not conform **STRICTLY** to the terms of our Prospectus or the respective category of Application Form or notes and instructions or which are illegible will not be accepted.

The FULL amount payable is RM[●] for each IPO Share.

15. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

Payment must be made out in favour of “**MIH SHARE ISSUE ACCOUNT NO. 652**” and crossed “**A/C PAYEE ONLY**” and endorsed on the reverse side with your name and address.

Method below is relevant for White Form Application Form only whereas for Pink Application Form, kindly direct the submission of the form to our Company, through the Human Resources or Finance Department.

Each completed Application Form, accompanied by the appropriate remittance and legible photocopy of the relevant documents may be submitted using one of the following methods:-

- (i) despatch by **ORDINARY POST** in the official envelopes provided, to the following address:

Malaysian Issuing House Sdn Bhd
(199301003608 (258345-X))
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

or

P.O. Box 00010
Pejabat Pos Jalan Sultan
46700 Petaling Jaya
Selangor Darul Ehsan
Malaysia

- (ii) **DELIVER BY HAND AND DEPOSIT** in the drop-in boxes provided at the front portion of Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, so as to arrive not later than 5.00 p.m. on [●] or by such other time and date specified in any change to the date or time for closing.

We, together with the Issuing House, will not issue any acknowledgement of the receipt of your Application Forms or Application monies. Please direct all enquiries in respect of the White Application Form to the Issuing House.

15.5 PROCEDURES FOR APPLICATION BY WAY OF ELECTRONIC SHARE APPLICATIONS

Only Malaysian individuals may apply for our IPO Shares offered to the Malaysian Public by way of Electronic Share Application.

Electronic Share Applications may be made through the ATM of the following Participating Financial Institutions and their branches, namely, Affin Bank Berhad, Alliance Bank Malaysia Berhad, AmBank (M) Berhad, CIMB Bank Berhad, Malayan Banking Berhad, Public Bank Berhad and RHB Bank Berhad. A processing fee will be charged by the respective Participating Financial Institutions (unless waived) for each Electronic Share Application.

The exact procedures, terms and conditions for Electronic Share Application are set out on the ATM screens of the relevant Electronic Participating Financial Institutions.

15. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

15.6 PROCEDURES FOR APPLICATION BY WAY OF INTERNET SHARE APPLICATIONS

Only Malaysian individuals may use the Internet Share Application to apply for our IPO Shares offered to the Malaysian Public.

Internet Share Applications may be made through an internet financial services website of the Internet Participating Financial Institutions or Participating Securities Firms, namely, Affin Bank Berhad, Alliance Bank Malaysia Berhad, CGS International Securities Malaysia Sdn Bhd (*formerly known as CGS-CIMB Securities Sdn Bhd*), Malacca Securities Sdn Bhd, Malayan Banking Berhad, Moomoo Securities Malaysia Sdn. Bhd. and Public Bank Berhad. A processing fee will be charged by the respective Internet Participating Financial Institutions or Participating Securities Firms (unless waived) for each Internet Share Application.

The exact procedures, terms and conditions for Internet Share Application are set out on the internet financial services website of the respective Internet Participating Financial Institutions or Participating Securities Firms.

Please refer to the detailed procedures and terms and conditions of Internet Share Application as set out in the "Detailed Procedures for Application and Acceptance" accompanying the electronic copy of this Prospectus on the website of Bursa Securities or contact the relevant Internet Participating Financial Institution or Participating Securities Firms for further enquiries.

15.7 AUTHORITY OF OUR BOARD AND OUR ISSUING HOUSE

The Issuing House, on the authority of our Board reserves the right to:

- (i) reject Applications which:
 - (a) do not conform to the instructions of our Prospectus, Application Forms, Electronic Share Application and Internet Share Application (where applicable); or
 - (b) are illegible, incomplete or inaccurate; or
 - (c) are accompanied by an improperly drawn up, or improper form of, remittance; or
- (ii) reject or accept any Application, in whole or in part, on a non-discriminatory basis without the need to give any reason; and
- (iii) bank in all Application monies (including those from unsuccessful/ partially successful applicants) which would subsequently be refunded, where applicable (without interest), in accordance with Section 15.9 below.

If you are successful in your Application, our Board reserves the right to require you to appear in person at the registered office of the Issuing House, at anytime within 14 days of the date of the notice issued to you to ascertain that your Application is genuine and valid. Our Board shall not be responsible for any loss or non-receipt of the said notice nor will it be accountable for any expenses incurred or to be incurred by you for the purpose of complying with this provision.

15. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

15.8 OVER/UNDER SUBSCRIPTION

In the event of over-subscription, the Issuing House, will conduct a ballot in the manner approved by our Directors to determine the acceptance of Applications in a fair and equitable manner. In determining the manner of balloting, our Directors will consider the desirability of allotting and allocating our IPO Shares to a reasonable number of applicants for the purpose of broadening the shareholding base of our Company and establishing a liquid and adequate market for our Shares.

The results of the allocation of IPO Shares derived from successful balloting will be made available to the public at the Issuing House's website at www.mih.com.my within 1 Market Day after the balloting date.

Pursuant to the Listing Requirements we are required to have a minimum of 25.0% of our Company's issued share capital to be held by at least 200 public shareholders holding not less than 100 Shares each upon Listing and completion of our IPO. We expect to achieve this at the point of Listing. In the event the above requirement is not met, we may not be allowed to proceed with our Listing. In the event thereof, monies paid in respect of all Applications will be returned in full (without interest).

In the event of an under-subscription of our IPO Shares by the Malaysian Public and/or Eligible Persons, subject to the clawback and reallocation provisions as set out in Section 4.3.4 of our Prospectus, any of the abovementioned IPO Shares not applied for will then be subscribed by the Underwriter based on the terms of the Underwriting Agreement.

15.9 UNSUCCESSFUL/PARTIALLY SUCCESSFUL APPLICANTS

If you are unsuccessful/partially successful in your Application, your Application Monies (without interest) will be refunded to you in the following manner.

15.9.1 For Applications by way of Application Forms

- (i) The Application monies or the balance of it, as the case may be, will be returned to you through the self-addressed and stamped Official "A" envelope you provided by ordinary post (for fully unsuccessful applications) or by crediting into your bank account (the same bank account you have provided to Bursa Depository for the purposes of cash dividend/distribution) or if you have not provided such bank account information to Bursa Depository, the balance of Application monies will be refunded via banker's draft sent by ordinary/registered post to your last address maintained with Bursa Depository (for partially successful applications) within 10 Market Days from the date of the final ballot at your own risk.
- (ii) If your Application is rejected because you did not provide a CDS account number, your Application monies will be refunded via banker's draft sent by ordinary/ registered post to your address as stated in the NRIC or any official valid temporary identity document issued by the relevant authorities from time to time or the authority card (if you are a member of the armed forces or police) at your own risk.
- (iii) A number of Applications will be reserved to replace any successfully balloted Applications that are subsequently rejected. The Application monies relating to these Applications which are subsequently rejected or unsuccessful or only partly successful will be refunded (without interest) by our Issuing House, as per items (i) and (ii) above (as the case may be).

15. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

- (iv) The Issuing House reserves the right to bank into its bank account all Application monies from unsuccessful applicants. These monies will be refunded (without interest) within 10 Market Days from the date of the final ballot by crediting into your bank account (the same bank account you have provided to Bursa Depository for the purposes of cash dividend/distribution) or by issuance of banker's draft sent by registered post to your last address maintained with Bursa Depository if you have not provided such bank account information to Bursa Depository or as per item (ii) above (as the case may be).

15.9.2 For Applications by Way of Electronic Share Application and Internet Share Application

- (i) The Issuing House shall inform the Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms of the unsuccessful or partially successful Applications within 2 Market Days after the balloting date. The full amount of the Application monies or the balance of it will be credited without interest into your account with the Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms (or arranged with the Authorised Financial Institutions) within 2 Market Days after the receipt of confirmation from our Issuing House.
- (ii) You may check your account on the 5th Market Day from the balloting date.
- (iii) A number of Applications will be reserved to replace any successfully balloted Applications that are subsequently rejected. The Application monies relating to these Applications which are subsequently rejected will be refunded (without interest) by the Issuing House, by crediting into your account with the Participating Financial Institution or Internet Participating Financial Institutions or Participating Securities Firms (or arranged with the Authorised Financial Institutions) not later than 10 Market Days from the date of the final ballot. For Applications that are held in reserve and which are subsequently unsuccessful or partially successful, the relevant Participating Financial Institutions will be informed of the unsuccessful or partially successful Applications within 2 Market Days after the final balloting date. The Participating Financial Institutions will credit the Application monies or any part thereof (without interest) within 2 Market Days after the receipt of confirmation from our Issuing House.

15.10 SUCCESSFUL APPLICANTS

If you are successful in your application:

- (i) our IPO Shares allotted to you will be credited into your CDS account.
- (ii) a notice of allotment will be despatched to you at your last address maintained with the Bursa Depository, at your own risk, before our Listing. This is your only acknowledgement of acceptance of your Application.
- (iii) in accordance with Section 14(1) of the SICDA, Bursa Securities has prescribed our Shares as Prescribed Securities. As such, our IPO Shares issued/ offered through our Prospectus will be deposited directly with Bursa Depository and any dealings in these Shares will be carried out in accordance with the SICDA and Rules of Bursa Depository; and
- (iv) in accordance with Section 29 of the SICDA, all dealings in our Shares will be by book entries through CDS accounts. No physical share certificates will be issued to you and you shall not be entitled to withdraw any deposited securities held jointly with Bursa Depository or its nominee as long as our Shares are listed on Bursa Securities.

15. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)**15.11 ENQUIRIES**

Enquiries in respect of the applications may be directed as follows:

| Mode of Application | Parties to Direct the Enquiries |
|------------------------------|---|
| Application Form | Issuing House Enquiry Services at telephone no. +603-7890 4700 |
| Electronic Share Application | Participating Financial Institutions |
| Internet Share Application | Internet Participating Financial Institution or Participating Securities Firms and Authorised Financial Institution |

You may also check the status of your Application at the Issuing House's website at www.mih.com.my, by entering your CDS Account Number on the site after the allotment date. The status of your Application will be available by 3:00 PM. Alternatively, you may contact any of the ADAs set out in Section 12 of the Detailed Procedures for Application and Acceptance accompanying the Electronic Prospectus on the website of Bursa Securities.

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ANNEXURE A LICENCES AND INTELLECTUAL PROPERTY

A1 MAJOR LICENCES, PERMITS AND APPROVALS

Details of the major licences, permits and approvals obtained by our Group for our business operations as at LPD are as follows:

| No. | Company | Description of licences/ permits/ approval | Permit/ Registration No. | Date of issuance / Validity | Approving authority | Major conditions imposed | Status of compliance |
|-----|-------------|--|---|--|---|--|----------------------|
| 1. | Oasis Swiss | Direct Sales Licence (a) Single Level (b) Mail Order | Licence No.: AJL 932427 AJL Serial No.: 001474 | Commencement date: 6 March 2023 Expiry date: 5 March 2025 | Ministry of Domestic Trade and Cost of Living | (a) the license holder is prohibited from the following: (i) transferring the ownership of the license; (ii) practicing unauthorized sales plan; (iii) selling items and/or services other than authorized by the authority; (iv) amending any parts of the sales plan within 2 years from the date of authorization (b) license holder must obtain authorization from the authority for the following: (i) amending any parts of the sales plan; (ii) marketing any new items and/or services; (iii) making structural changes on price of the items and/or services or other things related to the items and/or services before marketing the same; (iv) making changes to business address, telephone or fax numbers; and (v) making changes to the name, equity structure and directorship of the company. | Complied |

ANNEXURE A LICENCES AND INTELLECTUAL PROPERTY (CONT'D)

| No. | Company | Description of licences/ permits/ approval | Permit/ Registration No. | Date of issuance / Validity | Approving authority | Major conditions imposed | Status of compliance |
|-----|----------------|--|--|--|----------------------------------|--------------------------|----------------------|
| 2. | Oasis Swiss | Certificate of Registration to import | JKKE/KI/16/00 655 | Issuance date: 26 September 2023 Expiry date: 26 September 2025 | Energy Commission of Malaysia | Nil | N/A |
| 3. | Oasis Wellness | Certificate of Approval for advertisement on all media (except radio) using English language | Approval Serial No.: KKLIU 2810 / EXP 31.12.2026 | Issuance date: 27 September 2024 Expiry date: 31 December 2026 | Medicine Advertisements Board | Nil | N/A |
| | | Certificate of Approval for advertisement on all media (except radio) using English language | Approval Serial No.: KKLIU 2811 / EXP 31.12.2026 | Issuance date: 27 September 2024 Expiry date: 31 December 2026 | | | |
| | | Certificate of Approval for advertisement on all media (except radio) using English language | Approval Serial No.: KKLIU 2812 / EXP 31.12.2026 | Issuance date: 27 September 2024 Expiry date: 31 December 2026 | | | |

Registration No.: 202101011610 (1411909-M)

ANNEXURE A LICENCES AND INTELLECTUAL PROPERTY (CONT'D)

| No. | Company | Description of licences/ permits/ approval | Permit/ Registration No. | Date of issuance / Validity | Approving authority | Major conditions imposed | Status of compliance |
|-----|----------|--|--|---|-----------------------|--------------------------|----------------------|
| | | Certificate of Approval for advertisement on all media (except radio) using English language | Approval Serial No.: KKLIU 2816 / EXP 31.12.2026 | Issuance date: 27 September 2024 Expiry date: 31 December 2026 | | | |
| 4. | Oasis SG | Registration to import processed food products and food appliances | Licence No. IP24C0977 | Expiry date: 31 March 2025 | Singapore Food Agency | Nil | N/A |

Aside from the major licences, permits and approvals as listed above, our Group also maintains business premise licences for our premises in various locations where we conduct our business activities. These business premise licences are renewable on an annual basis. The application and renewal process is an ongoing process and at one point in time, there will be premises which business premise licences are in the midst of being applied for or renewed.

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ANNEXURE A LICENCES AND INTELLECTUAL PROPERTY (CONT'D)

A2 INTELLECTUAL PROPERTY

A2.1 Trademarks

We have applied for the following trademark registrations:

| No. | Trademark | Registered Owner / Applicant | Registration No. / Application No. | Issuing authority | Class / Description | Status / Validity Period |
|-----|---|------------------------------|------------------------------------|---|---|---|
| 1. |  | Kitchen Harmony | TM2020026315 | Intellectual Property Corporation of Malaysia ("MyIPO") | Class 35 / Advertising; publicity; business information; business inquiries; business auditing; business management assistance; business management consultancy; business organization consultancy; providing business information via a web site; corporate communications services; direct mail advertising; dissemination of advertising matter; distribution of samples; organization of exhibitions for commercial or advertising purposes; import-export agency services; invoicing; market studies; marketing; online advertising on a computer network; provision of an online marketplace for buyers and sellers of goods and services; presentation of goods on communication media, for retail purposes; public relations; telemarketing services; television advertising; writing of publicity texts; administration of customer loyalty and incentive schemes; administration of loyalty programs involving discounts of incentives; providing customer loyalty coupons for promotional purposes | Registered / 06.11.2020 – 06.11.2030 |
| 2. |  | Kitchen Harmony | TM2020026318 | MyIPO | Class 35 / Advertising; publicity; business information; business inquiries; business auditing; business management assistance; business management consultancy; business organization consultancy; providing business information via a web site; corporate communications services; direct mail advertising; dissemination of advertising matter; distribution of samples; organization of exhibitions for commercial or advertising purposes; import-export agency services; invoicing; market studies; marketing; online advertising on a computer network; provision of an online marketplace for buyers and sellers of goods and services; presentation of goods on communication media, for retail purposes; public relations; telemarketing services; television advertising; writing of publicity texts; administration of customer loyalty and incentive schemes; administration of loyalty programs involving discounts of incentives; providing customer loyalty coupons for promotional purposes | Registered / 06.11.2020 – 06.11.2030 |

ANNEXURE A LICENCES AND INTELLECTUAL PROPERTY (CONT'D)

| No. | Trademark | Registered Owner / Applicant | Registration No. / Application No. | Issuing authority | Class / Description | Status / Validity Period |
|-----|---|------------------------------|------------------------------------|--|--|--|
| | | | | | Class 36 / Issuance of customer loyalty discount cards; issuance of customer loyalty coupons; issuance of customer loyalty discount codes; issuance of customer loyalty points; loyalty point payment processing services; issue of tokens of value as a reward for customer loyalty | |
| 3. |  | Kitchen Harmony | 2016072997 | MyIPO | Class 21 / Kitchen utensils; containers for household or kitchen use; dishes; glass bowls; cups; porcelain ware; cooking pots; cooking skewers, of metal; cooking utensils, non-electric frying pans; cookie jars; chamber pots; all included in Class 21 | Registered (1) / 06.12.2016 – 06.12.2026 |
| 4. |  | Kitchen Harmony | 2016068538 | MyIPO | Class 21 / Kitchen utensils; containers for household or kitchen use; dishes; glass bowls; cups; porcelain ware; cooking pots; cooking skewers, of metal; cooking utensils, non-electric frying pans; cookie jars; vases; chamber pots; covers, not of paper, for flower pots; flower pots; all included in Class 21 | Registered (1) / 07.10.2016 – 07.10.2026 |
| 5. |  | Kitchen Harmony | 40201616935Y | Intellectual Property Office of Singapore ("SGIPO") | Class 21 / Kitchen utensils; containers for household or kitchen use; dishes; glass bowls; cups; porcelain ware; cooking pots; cooking skewers, of metal; cooking utensils, non-electric, frying pans (non-electric); cookie jars; vases; chamber pots; covers, not of paper, for flower pots; flower pots; pots; all included in Class 21 | Registered / 11.10.2016 – 11.10.2026 |
| 6. |  | Kitchen Harmony | 460426 | Intellectual Property Office of Vietnam ("VNIPO") | Class 21 / Thermally insulated containers for food; household or kitchen utensils and containers; dishes; cooking utensils, non-electric | Registered / 22.09.2023 – 09.11.2030 |
| 7. |  | Kitchen Harmony | 231107997 | Department of Intellectual Property, Ministry of Commerce, Thailand ("DIP Thailand") | Class 21 / Thermally insulated pots for food; spatula; dishes; cooking pots, non-electric; trays for household purposes; cooking spoons; cooking pans, non-electric | Registered / 09.11.2020 – 08.11.2030 |

ANNEXURE A LICENCES AND INTELLECTUAL PROPERTY (CONT'D)

| No. | Trademark | Registered Owner / Applicant | Registration No. / Application No. | Issuing authority | Class / Description | Status / Validity Period |
|-----|---|------------------------------|------------------------------------|---|--|---|
| 8. |  | Oasis Swiss | 672905 | Swiss Federal Institute of Intellectual Property, Switzerland | Class 21 / Household or kitchen utensils and containers; combs and sponges; brushes except paintbrushes; toiletry materials; cleaning materials; steel wool; unworked or semi-worked glass except building glass; glassware, porcelain and earthenware not included in other classes | Registered / 29.04.2015 – 29.04.2025 |
| 9. |  | Kitchen Harmony | 2018053477 | MyIPO | Class 21 / Vacuum flasks for holding drinks and food; vacuum jars; thermally insulated containers for food; containers for household or kitchen use; bottles; vacuum bottles; tumblers (drinking vessels); all included in Class 21 | Registered / 14.02.2018 – 14.02.2028 |
| 10. |  | Kitchen Harmony | 40202023444R | SGIPO | Class 21 / Household or kitchen utensils and containers; vacuum flasks; vacuum jars; thermally insulated containers for food; bottles; vacuum bottles; tumblers (drinking vessels) | Registered / 06.11.2020 – 06.11.2030 |
| 11. |  | Kitchen Harmony | 443018 | VNIPO | Class 21 / Vacuum flasks; vacuum jars; thermally insulated containers for food; vacuum bottles; tumblers (drinking vessels) | Registered / 26.10.2022 – 09.11.2030 |
| 12. |  | Kitchen Harmony | 231103775 | DIP Thailand | Class 21 / Vacuum flasks; vacuum jars; thermally insulated pots for food; vacuum bottles; tumblers (drinking vessels) | Registered / 09.11.2020 – 08.11.2030 |
| 13. |  | Kitchen Harmony | 2018074533 | MyIPO | Class 21 / Vacuum flasks for holding drinks and food; vacuum jars; thermally insulated containers for food; containers for household or kitchen use; bottles; vacuum bottles; tumblers (drinking vessels); all included in Class 21 | Registered / 14.11.2018 – 14.11.2028 |

ANNEXURE A LICENCES AND INTELLECTUAL PROPERTY (CONT'D)

| No. | Trademark | Registered Owner / Applicant | Registration No. / Application No. | Issuing authority | Class / Description | Status / Validity Period |
|-----|---|------------------------------|------------------------------------|-----------------------------|---|---|
| 14. |  | Kitchen Harmony | TM2020026317 | MyIPO | Class 8 / Japanese kitchen knives for chopping; chef knives; cake knives; choppers (knives); household knives; table cutlery of plastic (knives, forks and spoons); knife handles, not of metal; knife handles of metal; knife sharpeners; knife sheaths; knife steels; diving knife holders | Registered / 06.11.2020 – 06.11.2030 |
| 15. |  | Kitchen Harmony | 6447632 | Japan Patent Office ("JPO") | Class 8 / Japanese chopping kitchen knives, the surgical knives for chefs, the surgical knives for cakes, meat choppers [hand tools], home surgical knives, the spoons forks [cutlery] made from a plastic, table knives, spoons forks [cutlery], table knives, knife-handles [not of metal], Metal knife handles, a knife-sharpening machine, the sheath of surgical knives, knife steels, diving knife holders, bladed-or-pointed-hand-tools [other than swords], leather strops, sharpening steels, whetstones [sharpening stones], diving knives | Registered / 27.09.2021 – 27.09.2031 |
| 16. |  | Kitchen Harmony | TM2020026320 | MyIPO | Class 7 / Dishwashers for household purposes; dishwashers for industrial purposes; dishwasher racks (parts of dishwashers); dishwashing machines; utensil baskets for dishwashers; electric food processors; electric juicers; electric blenders for the preparation of drinks; electric mixers for household purposes; electric cleaning apparatus for household purposes; meat cutting machines for household purposes; electric steam mops for household purposes Class 11/ Electric deep fryers; air fryers; air purifiers; barbecue grills; bakers' ovens; beverage heaters, electric; beverage cooling and ice dispensing machines; bread machines; camping stoves; coffee brewers, electric; coffee capsules, refillable, for electric coffee machines; coffee makers, electric; cooking apparatus and installations; chafing dishes; dish drying machines for restaurants; electric rice cookers; electric pressure cookers; electric slow cookers; cookers; multicookers; induction cookers | Registered / 06.11.2020 – 06.11.2030 |
| 17. | STORMWAVE | Kitchen Harmony | TM2021006492 | MyIPO | Class 21 / Kitchen utensils; containers for household or kitchen use; dishes; glass bowls; cups; porcelain ware; cooking pots; cooking skewers of metal; cooking utensils, non-electric; frying pans; cookie jars; vases; chamber pots; covers, not of paper, for flower pots; flower pots; pots | Registered / 09.03.2021 – 09.03.2031 |

ANNEXURE A LICENCES AND INTELLECTUAL PROPERTY (CONT'D)

| No. | Trademark | Registered Owner / Applicant | Registration No. / Application No. | Issuing authority | Class / Description | Status / Validity Period |
|-----|-------------------|------------------------------|------------------------------------|-------------------|---|---|
| 18. | Larotty | Kitchen Harmony | TM2022029494 | MyIPO | Class 3 / Cleansers for intimate personal hygiene purposes, non medicated; feminine hygiene cleansing towelettes; disposable wipes impregnated with cleansing chemicals or compounds for personal hygiene; non-medicated skin care preparations; essential oils Class 5 / Sanitary pads; feminine hygiene pads; disinfectants for hygiene purposes; sanitary preparations for personal hygiene, other than toiletries; skin care preparations for medical purposes | Registered / 03.11.2022 – 03.11.2032 |
| 19. | TITLISS | Kitchen Harmony | TM2022026626 | MyIPO | Class 21 / Strainers for household purposes; tea strainers; wine strainers; mixing bowls; French press; non-electric coffee pots; household or kitchen utensils and containers; insulated beverage containers; hand-operated coffee grinders; cups; mugs; bowls | Registered / 11.10.2022 – 11.10.2032 |
| 20. | soniclab | Kitchen Harmony | TM2022029492 | MyIPO | Class 21 / Toothbrushes, electric; toothbrushes; toothbrush cases; toothbrush bristles; replacement heads for electric toothbrushes; oral care kits comprising toothbrushes and floss; holders for toothbrushes; dental care kits comprising toothbrushes and floss; dental sticks for personal use | Registered / 03.11.2022 – 03.11.2032 |
| 21. | SAFRONEGIN | Oasis Wellness | 40202311905T | SGIPO | Class 5 / Nutritional supplements for human beings; dietary supplements; collagen for medical purposes; powdered nutritional supplement drink mix Class 32 / Powders for effervescing beverages; powders used in the preparation of fruit-based beverages; powders used in the preparation of sports drinks; powders used in the preparation of soft drinks | Registered / 01.06.2023 – 01.06.2033 |
| 22. | SAFRONEGIN | Oasis Wellness | TM2023006906 | MyIPO | Class 5 / Dietary food supplements in the nature of powdered drink mixes; food supplements in powder form; nutritional supplements for human beings; nutritional supplements in powder form; dietary supplements; collagen for medical purposes | Registered / 09.03.2023 – 09.03.2033 |

ANNEXURE A LICENCES AND INTELLECTUAL PROPERTY (CONT'D)

| No. | Trademark | Registered Owner / Applicant | Registration No. / Application No. | Issuing authority | Class / Description | Status / Validity Period |
|-----|---------------|------------------------------|------------------------------------|-------------------|--|---|
| 23. | SAFRONEGIN | Oasis Wellness | TM2023006908 | MyIPO | Class 32 / Powders for effervescing beverages; powders used in the preparation of fruit-based beverages; powders used in the preparation of sports drinks; powders used in the preparation of soft drinks; powders used in the preparation of soft drinks | Registered / 09.03.2023 - 09.03.2033 |
| 24. | T a m a r a y | Oasis Wellness | 6718919 | JPO | Class 24 / The bed linen, the fabrics for textile use and the glass-fibers-for-textile-use weaving place for woven fabrics which were made from home woven fabrics, bedsheets, and the charge of non-woven-textile-fabrics lumber, the wall tapestry for the product ornament made from woven fabrics, furniture coverings of textile, the moist towel made from the charge of textile lumber, the kitchen towel made from woven fabrics, microfiber weaving thing fabrics for textile use, woven fabrics, knitted fabrics, Felt and non-woven textile fabrics, woven textile goods for personal use, table napkins of textile, dish towels for drying | Registered / 20.07.2023 - 20.07.2033 |
| 25. | T a m a r a y | Oasis Wellness | 6763054 | JPO | Class 25 / Socks, short socks, sweat-absorbent socks, ready-made clothing, footwear, special footwear for sports, headgear for wear | Registered / 18.12.2023 - 18.12.2033 |
| 26. | T a m a r a y | Oasis Wellness | TM2023011352 | MyIPO | Class 25 / Socks; ankle socks; sweat-absorbent socks; clothing articles, footwear, headgear | Registered / 25.04.2023 - 25.04.2033 |
| 27. | T a m a r a y | Oasis Wellness | TM2023011351 | MyIPO | Class 24 / Household textiles; bed sheets; bed linen made of non-woven textile materials; fabrics for textile use; fiberglass fabrics for textile use; decorative wall hangings of textile; furniture coverings of textile; hand towels made of textile materials; kitchen towels of textile; microfiber textile fabrics; pillow cases | Registered / 25.04.2023 - 25.04.2033 |

ANNEXURE A LICENCES AND INTELLECTUAL PROPERTY (CONT'D)

| No. | Trademark | Registered Owner / Applicant | Registration No. / Application No. | Issuing authority | Class / Description | Status / Validity Period |
|-----|---|------------------------------|------------------------------------|-------------------------------------|--|--------------------------------------|
| 28. | Ferroxin | Oasis Wellness | TM2023015640 | MyIPO | Class 5 / Dietary food supplements in the nature of powdered drink mixes; food supplements in powder form; nutritional supplements for human beings; nutritional supplements in powder form; dietary supplements; collagen for medical purposes Class 32 / Powders for effervescing beverages; powders used in the preparation of fruit-based beverages; powders used in the preparation of sports drinks; powders used in the preparation of soft drinks | Registered / 01.06.2023 – 01.06.2033 |
| 29. | Ferroxin | Oasis Wellness | 40202311900V | SGIPO | Class 5 / Nutritional supplements for human beings; Dietary supplements; Collagen for medical purposes; Powdered nutritional supplement drink mix Class 32 / Powders for effervescing beverages; Powders used in the preparation of fruit-based beverages; Powders used in the preparation of sports drinks; Powders used in the preparation of soft drinks | Registered / 01.06.2023 – 01.06.2033 |
| 30. |  | Kitchen Harmony | TM2024027376 | MyIPO | Class 18 / Tote bags; Luggage, bags, wallets and carrying bags. | Pending |
| 31. |  | Kitchen Harmony | 40-2024-0166910 | Korean Intellectual Property Office | Class 18 / Tote bags; Luggage, bags, wallets and carrying bags. | Pending |
| 32. |  | Oasis Wellness | TM2024011043 | MyIPO | Class 5 / Dietary food supplements for medical use; dietary drink mixes for use as meal replacements for medical purposes; food supplements for humans; nutritional supplements for human beings; dietary supplements for human beings; collagen for medical purposes. | Provisional Refusal ⁽²⁾ |
| 33. |  | Oasis Wellness | 40202408282T | SGIPO | Class 5 / Dietary food supplements for medical use; dietary drink mixes for use as meal replacements for medical purposes; food supplements for humans; nutritional supplements for human beings; dietary supplements for human beings; collagen for medical purposes. | Pending |

ANNEXURE A LICENCES AND INTELLECTUAL PROPERTY (CONT'D)

| No. | Trademark | Registered Owner / Applicant | Registration No. / Application No. | Issuing authority | Class / Description | Status / Validity Period |
|-----|---|------------------------------|------------------------------------|-------------------|---|--------------------------|
| 34. |  | Oasis Wellness | TM2024021146 | MyIPO | Class 5 / Dietary food supplements for medical use; dietary drink mixes for use as meal replacements for medical purposes; food supplements for humans; nutritional supplements for human beings; dietary supplements for human beings; collagen for medical purposes. | Pending |
| 35. |  | Oasis Wellness | 40202416068U | SGIPO | Class 5 / Collagen for medical purposes; dietary food supplements; dietary food supplements for medical use; meal replacement powders for medical purposes; powdered fruit-flavored dietary supplement drink mix; protein powder dietary supplements; food supplements; nutritional supplements | Pending |
| 36. |  | Oasis Wellness | TM2024021147 | MyIPO | Class 5 / Dietary food supplements for medical use; dietary drink mixes for use as meal replacements for medical purposes; food supplements for humans; nutritional supplements for human beings; dietary supplements for human beings; collagen for medical purposes. | Pending |
| 37. |  | Oasis Wellness | 40202416069Y | SGIPO | Class 5 / Collagen for medical purposes; dietary food supplements; dietary food supplements for medical use; meal replacement powders for medical purposes; powdered fruit-flavored dietary supplement drink mix; protein powder dietary supplements; food supplements; nutritional supplements | Pending |
| 38. |  | Oasis Wellness | 40202408281Y | SGIPO | Class 5 / Dietary food supplements for medical use; dietary drink mixes for use as meal replacements for medical purposes; food supplements for humans; nutritional supplements for human beings; dietary supplements for human beings; collagen for medical purposes. Class 32 / Powders for effervescent beverages; powders for making fruit-based beverages; powders used in the preparation of sports drinks; powders for making soft drinks | Pending |

ANNEXURE A LICENCES AND INTELLECTUAL PROPERTY (CONT'D)

| No. | Trademark | Registered Owner / Applicant | Registration No. / Application No. | Issuing authority | Class / Description | Status / Validity Period |
|-----|---|------------------------------|------------------------------------|---|--|--------------------------|
| 39. |  | Oasis Wellness | 306535486 | Trade Marks Registry, Intellectual Property Department, Hong Kong | Class 5 / Dietary food supplements for medical use; Dietary drink mixes for use as meal replacements; Food supplements for humans; Nutritional supplements; Dietary supplements for human beings; Collagen for medical purposes. Class 32 / Powders for effervescent beverages; Powders for making fruit-based beverages; Powders for making sports drinks; Powders for making soft drinks. | Objected ⁽³⁾ |
| 40. | gentrimx | Oasis Wellness | TM2024027850 | MyIPO | Class 5 / Slimming capsules; Slimming tea for medical purpose; Dietary food supplements in capsule form; Dietary food supplements in the nature of powdered drink mixes; Food supplements in powder form; Nutritional supplements for human beings; Nutritional supplements in powder form; Dietary supplements; Collagen for medical purposes. | Pending |
| 41. | gentrimx | Oasis Wellness | 40202420769R | SGIPO | Class 5 / Slimming pills; Slimming tea for medical purposes; Dietary food supplements; Dietary food supplemental drinks; Nutritional supplements for human beings; Dietary and nutritional supplements; Collagen for medical purposes | Pending |

Notes:

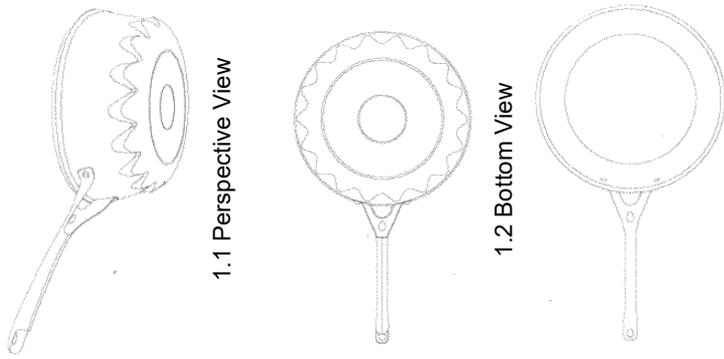
- (1) Registration of this trademark shall give no right to the exclusive use of the word "swiss"
- (2) The MyIPO had issued its provisional refusal against the trademark application on 26 August 2024 on the grounds, among others, that: (i) the subject mark consists of representations/ words that are not expressed/ described in a special or unique way and do not have distinctive features; and (ii) the subject mark consists of marks or indicators that can be used in a trade to indicate type and quality. On 9 September 2024, Oasis Wellness filed a written appeal to MyIPO on the grounds, among others, that: (i) the subject mark is sufficiently distinctive despite any individual meanings of its features, as its combination of elements does not directly describe the goods but serves as a source identifier for the applicant's product, with the words "Megapine" is not commonly used or spoken by the members of public; and (ii) the subject mark is a unique combination which is impossible for it to carry any meaning or definition in default to associate itself with the character or quality of goods. As at the LPD, Oasis Wellness is awaiting further instructions from the MyIPO.
- (3) The Trade Marks Registry of the Intellectual Property Department, Hong Kong has raised an objection and issued a letter on 6 August 2024 regarding the trademark application for class 5 and class 32. The objection was based on the similarity between the subject mark and a trademark registered under class 35 by Babysmart Limited, which could cause public confusion. However, this objection may be overcome by providing written consent from the owner of the earlier trademark. As at the LPD, Oasis Wellness has contacted Babysmart Limited to obtain the written consent and plans to resubmit the trademark application to the Trade Marks Registry.

ANNEXURE A LICENCES AND INTELLECTUAL PROPERTY (CONT'D)

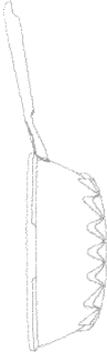
The Board is of the view that the successful registration of the trademarks and the outcome of the appeal to the MyIPO will not affect the Group's ability to market and sell consumer lifestyle products to its customers.

A2.2 Industrial Designs

We have applied for the following industrial design:

| Industrial design | Name of applicant | Registration No. | Issuing authority | Status / Validity Period |
|---|-------------------|------------------|-------------------|--------------------------------------|
|  <p>1.1 Perspective View</p> <p>1.2 Bottom View</p> <p>1.3 Top View</p> | Kitchen Harmony | MY 21-E0309-0101 | MyIPO | Registered / 22.03.2021 – 22.03.2026 |

ANNEXURE A LICENCES AND INTELLECTUAL PROPERTY (CONT'D)

| Industrial design | Name of applicant | Registration No. | Issuing authority | Status / Validity Period |
|---|-------------------|------------------|-------------------|--------------------------|
|  <p>1.4 Back View</p>  <p>1.5 Front View</p> <p><u>Statement of Novelty</u> The novelty of the design resides in the shape and configuration of the articles as shown in the accompanying representations</p> | | | | |

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