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PROSPECTUS



CARLO RINO GROUP BERHAD

(Registration No. 200901037127 (880257-A))

(Incorporated in Malaysia under the Companies Act 1965 and deemed registered under the Companies Act 2016)

INITIAL PUBLIC OFFERING IN CONJUNCTION WITH OUR TRANSFER OF LISTING FROM THE LEAP MARKET OF BURSA SECURITIES TO THE ACE MARKET OF BURSA SECURITIES COMPRISING:

- (I) **PUBLIC ISSUE OF 171,865,700 NEW ORDINARY SHARES IN OUR COMPANY (“SHARES”) (“ISSUE SHARES”) IN THE FOLLOWING MANNER:**
- (A) **48,876,000 ISSUE SHARES MADE AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;**
 - (B) **800,000 ISSUE SHARES MADE AVAILABLE FOR APPLICATION BY INDEPENDENT DIRECTORS OF OUR COMPANY; AND**
 - (C) **122,189,700 ISSUE SHARES MADE AVAILABLE BY WAY OF PRIVATE PLACEMENT TO BUMIPUTERA INVESTORS AS APPROVED BY THE MINISTRY OF INVESTMENT, TRADE AND INDUSTRY; AND**
- (II) **OFFER FOR SALE OF UP TO 87,984,300 EXISTING SHARES (“OFFER FOR SALE SHARES”) BY WAY OF PRIVATE PLACEMENT TO SELECTED NON-BUMIPUTERA INVESTORS**

AT AN IPO PRICE OF RM[•] PER ISSUE SHARE / OFFER FOR SALE SHARE, PAYABLE IN FULL UPON APPLICATION.

Principal Adviser, Sponsor, Underwriter and Placement Agent

TA SECURITIES

AN UNWAVERING COMMITMENT

TA SECURITIES HOLDINGS BERHAD

(Registration No.: 197301001467 (14948-M))

(A Participating Organisation of Bursa Malaysia Securities Berhad)

THE ACE MARKET OF 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 OF BURSA SECURITIES. 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” SET OUT IN SECTION 9 OF THIS PROSPECTUS, COMMENCING ON PAGE 138.

[•This Prospectus has been registered by Bursa Securities. The approval for the admission of our Company to the Official List of Bursa Securities and the listing of and quotation for our entire enlarged issued share capital on the ACE Market of Bursa Securities and the registration of this Prospectus should not be taken to indicate that Bursa Securities recommends the offering or assumes responsibility for the correctness of any statement made, opinion expressed or report contained in this Prospectus. Bursa Securities has not, in any way, considered the merits of the securities being offered for investment.]

Bursa Securities is not liable for any non-disclosure on the part of our Company and takes no responsibility for the contents of this Prospectus, makes no representation as to its accuracy or completeness, and expressly disclaims any liability for any loss you may suffer arising from or in reliance upon the whole or any part of the contents of this Prospectus. No securities will be allotted or issued based on this Prospectus after 6 months from the date of this Prospectus.

THIS PROSPECTUS IS DATED [•] 2024

All defined terms used in this Prospectus are defined under "Definitions" commencing on page [●x].

RESPONSIBILITY STATEMENTS

Our Directors, Promoter 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 there is no false or misleading statement or other facts which if omitted, would make any statement in this Prospectus false or misleading.

TA Securities Holdings Berhad, being the 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

[●Approval has been granted by Bursa Securities for the listing of and quotation for our Shares. The admission to the Official List of ACE Market 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 of 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 Form, 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 Shares are classified as Shariah compliant by the SAC (based on the list of Shariah-compliant securities as at 24 November 2023 issued by the SC). This classification remains valid from the date of issue of this Prospectus until the next Shariah compliance review undertaken by the SAC. The new status is released in the updated list of Shariah-compliant securities, on the last Friday of May and November.]

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 or be deemed to 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 the country or jurisdiction which you may be subject to.

We will further assume that you have accepted our IPO in Malaysia and will 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 and Promoter, Selling Shareholder, Principal Adviser, Sponsor, Underwriter and Placement Agent have not authorised anyone and take no responsibility for the distribution of this Prospectus (in preliminary or final form) outside Malaysia. Our Directors and Promoter, Selling Shareholder, Principal Adviser, Sponsor, Underwriter and Placement Agent have not authorised anyone to provide any information or to make any representation not contained in this Prospectus. Any information or representation not contained in this Prospectus must not be relied upon as having been authorised by our Directors and Promoter, Selling Shareholder, Principal Adviser, Sponsor, Underwriter and Placement Agent, any of their respective directors, or any other persons involved in our IPO. Accordingly, this Prospectus may not be used for the purpose of and does not constitute an offer for subscription or purchase or invitation to subscribe for or purchase of our Shares in any jurisdiction or in any 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 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 of data transmission, computer security threats such as viruses, hackers and crackers, faults with computer software and other events beyond the control of the Internet Participating Financial Institutions. These risks cannot be borne by the Internet Participating Financial Institutions.

If you are in doubt of 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 the Issuing House. If there is any discrepancy between the contents of the Electronic Prospectus and the paper/printed copy of this Prospectus for any reason whatsoever, 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 with 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, information or other material provided on the Third Party Internet Sites; and
- (iii) any data, files, information 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, you are advised that:

- (i) the Internet Participating Financial Institutions 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 may be viewed via web browser or other relevant software. The Internet Participating Financial Institutions 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 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 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 websites of the Internet Participating Financial Institutions, 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 timing of our IPO is set out below:

Events	Indicative time/date
Issuance of this Prospectus / Opening of Application	10.00 a.m. / [•] 2024
Closing of Application	5.00 p.m. / [•] 2024
Balloting of Application	[•] 2024
Allotment / Transfer of our IPO Shares to successful applicants	[•] 2024
De-listing from the LEAP Market	[•] 2024
Listing on the ACE Market	[•] 2024

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

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PRESENTATION OF INFORMATION

All references to “our Company” or “CRG” in this Prospectus are to Carlo Rino Group Berhad. All references to “CRG Group” or “our Group” in this Prospectus are to our Company and our subsidiaries taken as a whole. All references to “we”, “us”, “our” or “ourselves” are to our Company and where the context otherwise requires, our Group. Unless the context otherwise requires, references to “Management” are to our Executive Directors and key senior management as disclosed in this Prospectus, and statements as to our beliefs, expectations, estimates and opinions are those of our Management.

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

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

Words denoting the singular shall, where applicable, include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa.

References to persons, where applicable, 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 in this Prospectus 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.

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

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

We have appointed Infobusiness Research & Consulting Sdn Bhd (“**Infobusiness Research**”) to provide an independent market and industry review of the industry in which our Group operates in. In compiling its data for the review, Infobusiness Research relied on its research methodology, industry sources, published materials, its in-house databases, internet research and online databases. 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.

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 such information for the purposes of your decision whether or not to invest in our Shares.

If there is any discrepancy between the contents of the English and Bahasa Malaysia versions of this Prospectus, the English version of this Prospectus shall prevail.

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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 Group's financial position, business strategies, future plans and prospects, and objectives 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 Group's actual results, 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 Group's present and future business strategies and the environment in which our Group will operate in the future. Such forward-looking statements reflect our 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 terminologies including words such as "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 Group's business strategies, trends and competitive position;
- (ii) demand for our Group's products;
- (iii) our Group's plans and objectives for future operations;
- (iv) our Group's potential growth opportunities;
- (v) our Group's future financial position, earnings, cash flows and liquidity;
- (vi) our ability to pay future dividends; and
- (vii) the regulatory environment and the effects of future regulation.

Our Group's 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) general economic, business, social, political and investment environment in Malaysia and globally;
- (ii) Government's policy, legislation and regulation;
- (iii) interest rates, tax rates and foreign exchange rates;
- (iv) the competitive environment in the industry in which our Group operates;
- (v) availability and fluctuations in prices of materials; and
- (vi) fixed and contingent obligations and commitments.

Additional factors that could cause our Group's 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 12.4 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 latest practicable date prior to the registration of this Prospectus with Bursa Securities.

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

Should we become aware of any subsequent material change or development affecting matters disclosed in this Prospectus arising from the date of registration of this Prospectus with Bursa Securities but before the date of allotment/transfer of our IPO Shares, we shall issue a supplementary or replacement prospectus, as the case may be, in accordance with the provisions of subsection 238(1) of the CMSA, Rule 3.12D of the ACE LR and Paragraph 1.02, Chapter 1 of Part II (Division 6 on Supplementary and Replacement Prospectus) of the Prospectus Guidelines of the SC.

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DEFINITIONS

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

COMPANIES WITHIN OUR GROUP:

CRB	:	CR Boutique Sdn Bhd
CRF	:	CRF Marketing Sdn Bhd
CRG or Company	:	Carlo Rino Group Berhad
CRG Group or Group	:	Our Company and our subsidiaries, collectively
CRI	:	CRI Sdn Bhd
CRL	:	CRL Marketing Sdn Bhd
CRV	:	CRV Sdn Bhd
IBS	:	Imbi Strada Sdn Bhd

GENERAL:

%	:	Per centum
A&P	:	Advertising and promotion
ACE LR	:	ACE Market Listing Requirements of Bursa Securities
ACE Market	:	ACE Market of Bursa Securities
Act	:	Companies Act 2016
ADA	:	Authorised Depository Agent
AGM	:	Annual General Meeting of our Company
Application	:	Application for our IPO Shares by way of Application Form, Electronic Share Application or Internet Share Application
Application Form	:	Printed application form for the application of our IPO Shares accompanying this Prospectus
ATM	:	Automated teller machine
Auditors or Reporting Accountants	:	BDO PLT
Authorised Financial Institution	:	Authorised financial institution participating in the Internet Share Application with respect to payments for our IPO Shares
AWAL	:	Able Wealth Assets Ltd
BHSB	:	Bonia Holdings Sdn Bhd
BIH	:	Bonia International Holdings Pte. Ltd.
Board	:	Board of Directors of our Company
Bonia Corporation	:	Bonia Corporation Berhad
Bonia Corporation Group	:	Bonia Corporation and its group of companies, collectively
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd
Bursa Securities	:	Bursa Malaysia Securities Berhad
CAGR	:	Compounded annual growth rate
Carzo Holdings	:	Carzo Holdings Berhad
CB Marketing	:	CB Marketing Sdn Bhd
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
Central Depositories Act or SICDA	:	Securities Industry (Central Depositories) Act 1991
CF or CCC	:	Certificate of fitness for occupation or certificate of completion and compliance or its equivalent issued by the local authorities or principal submitting person (whichever is applicable)
Closing Date	:	The date adopted in this Prospectus as the last date for acceptance and receipt of the Application
CMSA	:	Capital Markets and Services Act 2007
Constitution	:	Constitution of our Company
COVID-19	:	An infectious disease caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2)
Corporate Exercise	:	Transfer of Listing and Withdrawal of Listing, collectively

DEFINITIONS (CONT'D)

CRG Share or Share	:	Ordinary share in our Company
CRM	:	Customer relationship management
CSS	:	Chiang Sang Sem
D&D	:	Design and development
Director	:	Director (executive and non-executive) of our Company and shall have the meaning given in section 2(1) of the CMSA
DSCFY or Selling Shareholder or Promoter	:	Dato' Sri Chiang Fong Yee
e-commerce	:	Electronic commerce
EBITDA	:	Earnings before interest, taxation, depreciation and amortisation
EGM	:	Extraordinary general meeting of our Company
Electronic Prospectus	:	A copy of this Prospectus that is issued, circulated or disseminated via the internet and/or an electronic storage medium
Electronic Share Application	:	Application for our IPO Shares under the Public Issue through a Participating Financial Institution's ATM
EPS	:	Earnings per Share
ERP	:	Enterprise resource planning
Exit Offer	:	Pre-conditional voluntary general offer by the Joint Offerors to acquire the remaining Shares not held by them at a cash exit offer price of RM[•0.220] per Share, which was completed on [•] 2024
FPE	:	Financial period ended/ending [•], as the case may be
FTSB	:	Freeway Team Sdn Bhd
FYE	:	Financial year ended/ending 30 June, as the case may be
FYE Under Review	:	FYE 2021 to FYE 2023, collectively
Government	:	Government of Malaysia
GP	:	Gross profit
IFRS	:	International Financial Reporting Standards, as issued by the International Accounting Standards Board
Imbi Property	:	A piece of freehold land held under Geran 34048, Lot 620 Seksyen 67, Bandar Kuala Lumpur, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan Kuala Lumpur, measuring approximately 9,174.5 sqft and bearing postal address of No. 217, Jalan Imbi, 55100 Kuala Lumpur
IMR or Infobusiness Research	:	Infobusiness Research & Consulting Sdn Bhd
IMR Report	:	Independent market research titled "Independent Market Research Report on the Fashion Industry in Malaysia", as prepared by Infobusiness Research
Information Memorandum	:	Information memorandum dated 28 September 2018 pursuant to our listing on the LEAP Market
Internet Participating Financial Institution	:	Participating financial institution for the Internet Share Application
Internet Share Application	:	Application for our IPO Shares under the Public Issue through an Internet Participating Financial Institution
IPO	:	Our initial public offering comprising the Public Issue and the Offer for Sale, where applicable
IPO Price	:	Issue/offer price of RM[•] per IPO Share
IPO Share	:	Issue Share and Offer for Sale Share, collectively
Issue Share	:	New Share to be issued under the Public Issue
Issuing House or MIH	:	Malaysian Issuing House Sdn Bhd
IT	:	Information technology
Joint Offerors	:	DSCFY, CSS and FTSB, collectively (being the joint offerors for the Exit Offer)
KKSB	:	Kontrak Kosmomaz Sdn Bhd
LEAP LR	:	LEAP Market Listing Requirements of Bursa Securities
LEAP Market	:	LEAP Market of Bursa Securities
LPD	:	[•8 March 2024], being the latest practicable date prior to the registration of this Prospectus with Bursa Securities

DEFINITIONS (CONT'D)

Malaysian Public	:	Malaysian citizens as well as companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia
Management	:	Our Executive Directors and key senior management, collectively
Market Day	:	Any day between Monday and Friday (both days inclusive) which is not a public holiday and a day on which Bursa Securities is open for trading of securities
MCCG	:	Malaysian Code on Corporate Governance issued by the SC as at 28 April 2021
MCO	:	Movement control order, a series of national quarantine measures imposed by the Government in response to the COVID-19 pandemic
MFRS	:	Malaysian Financial Reporting Standards, as issued by the Malaysian Accounting Standards Board
MIA	:	Malaysian Institute of Accountants
MITI	:	Ministry of Investment, Trade and Industry
MLA 2018	:	Master Licence Agreement dated 4 May 2018 entered into between BIH and our Company, which was terminated and superseded by the MLA 2023
MLA 2023	:	Master Licence Agreement dated 25 May 2023 entered into between BIH and our Company, which was effective on 1 April 2023
MyIPO	:	Intellectual Property Corporation of Malaysia
N/A	:	Not applicable or not available
NA	:	Net assets
NBV	:	Net book value
OEM	:	Original equipment manufacturer
Offer for Sale	:	Offer for sale of up to 87,984,300 Offer for Sale Shares by Selling Shareholder at the IPO Price
Offer for Sale Share	:	Existing Share to be offered under the Offer for Sale
Official List	:	A list specifying all securities listed on Bursa Securities
Participating Financial Institution	:	Participating financial institution for the Electronic Share Application
PASB	:	Pasti Anggun Sdn Bhd
PAT	:	Profit after taxation
PBT	:	Profit before taxation
PE Multiple	:	Price-to-earnings multiple
POS	:	Point of sales, a technology system that combines the use of software (such as inventory management, processing of payment, generate sales report modules) and hardware (monitor, cash register, barcode scanner) to facilitate transactions between a business and customers
Prospectus	:	This prospectus dated [•] 2024 in relation to our IPO in conjunction with our Transfer of Listing
Prospectus Guidelines	:	Prospectus Guidelines issued by the SC
PSSB	:	Purnama Sejati Sdn Bhd
Public Issue	:	The public issue of 171,865,700 Issue Shares at the IPO Price to the Malaysian Public, our Independent Directors and Bumiputera investors as approved by MITI
QC	:	Quality control
Rules	:	The Rules on Take-overs, Mergers and Compulsory Acquisitions, as issued by the SC
Rules of Bursa Depository	:	The rules of Bursa Depository as issued under the SICDA
SAC	:	Shariah Advisory Council of the SC
SC	:	Securities Commission Malaysia
Scenario 1	:	Assuming none of our entitled shareholders accept the Exit Offer and therefore, there is no Offer for Sale under our IPO. Our IPO shall only comprise the Public Issue

DEFINITIONS (CONT'D)

Scenario 2	:	Assuming all of our entitled shareholders (excluding the persons acting in concert with the Joint Offerors who have provided irrevocable and unconditional undertakings that they will not accept the Exit Offer) accept the Exit Offer and all Shares received pursuant to valid acceptances under the Exit Offer are offered for sale (in board lots) pursuant to the Offer for Sale. Our IPO shall comprise the Public Issue and Offer for Sale
Share Registrar	:	Bina Management (M) Sdn Bhd
SKU	:	Stock keeping unit, a unique code that a seller assigns to every type of item it sells
Specified Shareholder	:	Our shareholder as defined under the ACE LR and as set out in Section 2.2 of this Prospectus, collectively
sqft	:	Square feet
sqm	:	Square metre
SSSG	:	Same store sale growth
SST	:	Sales and services tax
Underwriting Agreement	:	Underwriting agreement dated [•] 2024 entered into between our Company and TA Securities for the purpose of our IPO
TA Securities or Principal Adviser or Sponsor or Placement Agent or Underwriter	:	TA Securities Holdings Berhad
Transfer of Listing	:	Transfer of the listing of and quotation for our enlarged share capital from the LEAP Market to the ACE Market
Withdrawal of Listing	:	Withdrawal of our listing from the Official List of the LEAP Market pursuant to Rules 8.05 and 8.06 of the LEAP LR

CURRENCIES:

RM and sen	:	Ringgit Malaysia and sen
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