

**TECHNA-X BERHAD ("TXB" or "the Company")**

**DISPOSAL OF 100% EQUITY INTEREST IN CASERIA PASIFIKA SDN BHD, THE WHOLLY-OWNED SUBSIDIARY OF CRAVEAT INTERNATIONAL SDN BHD, IN TURN THE SUB-SUBSIDIARY OF TXB**

**Reference is made to the Announcement dated 19 September 2025 in relation to the Disposal ("Announcement")**

**(Unless otherwise stated, the words and abbreviations used herein shall have the same meaning as those defined in the Announcement.)**

The Board wishes to announce the following additional information as required by Bursa Securities:

**1. To state the date of incorporation of CPSB.**

CPSB was incorporated in Malaysia on 21 April 2025.

**2. Based on the Company's audited financial statements for the financial year ended 30 June 2024, CISB was the shareholder of all the subsidiaries listed in Section 2.1 of the announcement instead of CPSB. To provide further information on the changes including but not limited to date of change, consideration amount and whether announcement was made for such change.**

CPSB was incorporated on 21 April 2025 as part of a restructuring exercise. On 10 August 2025, CISB transferred debt totaling RM22,016,338.72 to CPSB. This was followed on 11 August 2025, by the transfer of nine (9) subsidiaries to CPSB at a nominal consideration of RM1 each. No announcement has been made by the Company in relation to the transfer.

The restructuring was undertaken as a result of the Rights Issue not proceeding as planned and was terminated on 7 January 2025. The subsequent private placement in July 2025 raised only RM1.85 million, which was insufficient and as such, the transfer was implemented to regularise the Group's debt structure.

**3. To state clearly which subsidiaries are involved in operating the TGIF branded restaurants and through the proposed disposal of 100% equity interest in CPSB, the TXB Group is exiting the TGIF branded restaurants business.**

The TGIF branded restaurants are operated through the following subsidiaries:

**100% wholly-owned subsidiaries of CPSB:**

- Bistroomericana (A) Sdn. Bhd. [201001035934 (919858-K)]
- Bistroomericana (BU) Sdn. Bhd. [200201030029 (597692-U)]
- Bistroomericana (Hartamas) Sdn. Bhd. [200801037030 (838371-T)]
- Bistroomericana (PBJ) Sdn. Bhd. [202101037359 (1437659-U)]

- Bistroomericana (QB) Sdn. Bhd. [200601023168 (742922-X)]
- Bistroomericana (TC) Sdn. Bhd. [200401014513 (653016-U)]

**51% equity interest subsidiaries of CPSB:**

- Bistroomericana (J.B.) Sdn. Bhd. [199601042819 (415172-P)] – TGIF @ SouthKey Shopping Mall, Johor Bahru
- Craveat (BB) Sdn. Bhd. [202301018114 (1512036-U)] – TGIF @ Pavilion Kuala Lumpur Shopping Mall
- Craveat (SP) Sdn. Bhd. [202301018116 (1512038-D)] – TGIF @ Sunway Pyramid Shopping Mall

**51% equity interest subsidiary of CISB (to be retained):**

- Bistroomericana (MyTown) Sdn. Bhd. [202201024540 (1470237-W)] – TGIF @ MyTown Kuala Lumpur Shopping Mall

Accordingly, upon completion of the disposal of 100% equity interest in CPSB, Techna-X Berhad will cease to hold equity interest in the above subsidiaries under CPSB. However, Bistroomericana (MyTown) Sdn. Bhd., which also operates a TGIF branded restaurant, will remain as a subsidiary of CISB and therefore TXB will continue to have an interest in the TGIF branded restaurants business through this entity.

**4. In relation to Craveat (BB) Sdn Bhd and Craveat (SP) Sdn Bhd, to clarify whether these companies are also operating TGIF branded restaurants in Malaysia.**

Both Craveat (BB) Sdn. Bhd. and Craveat (SP) Sdn. Bhd. operate TGIF branded restaurants in Malaysia, namely TGIF @ Pavilion Kuala Lumpur Shopping Mall and TGIF @ Sunway Pyramid Shopping Mall respectively.

**5. In relation to Bistroomericana (MYTOWN) Sdn Bhd, Craveat Italiana (TC) Sdn Bhd and Craveat Italiana (SA) Sdn Bhd, to clarify whether these companies shall remain as subsidiaries of CISB and therefore indirect subsidiaries of TXB. Further, to clearly state the brand of restaurant that each of the company operates.**

Bistroomericana (MyTown) Sdn. Bhd., which operates TGIF @ MyTown Kuala Lumpur Shopping Mall, will remain a subsidiary of CISB and therefore an indirect subsidiary of TXB.

Similarly, Craveat Italiana (TC) Sdn. Bhd. and Craveat Italiana (SA) Sdn. Bhd., which operate Italiannies @ The Curve Shopping Mall and Italiannies @ I-City Shopping Mall respectively, will remain as subsidiaries of CISB and therefore indirect subsidiaries of TXB.

- 6. To clearly state if Jaleeludeen Bin Abu Baker is the sole director and sole shareholder of DSCSB.**

Jaleeludeen Bin Abu Baker is the sole director and shareholder of DCSB.

- 7. Noted that substantial amount of the purchase consideration (i.e. RM3,500,000 which represents approximately 78% of the total consideration) shall be paid before execution of the SPA. To provide the rationale and/or justification for such settlement term.**

The justification we used to arrive at the settlement term is the significant effort involved in the process of negotiation and steps taken to arrive to the stage of signing the SPA to transfer both TXB ownership and CISB developer with the approval of TGI Fridays Franchisor, LLC, a Delaware (U.S.A) limited liability company.

- 8. In Section 4, to clarify whether the date and cost of investment are related to investment in CISB or CPSB.**

The cost of investment disclosed refers to the acquisition cost of the CISB Group in April 2019. In 2025, nine (9) subsidiaries from CISB were transferred to CPSB, which became the subject of the proposed disposal.

- 9. Noted that the total purchase consideration of RM4.50 million was based on DSCSB's evaluation of the future potential of TGIF restaurants in Malaysia.**
- a. To provide the basis and justification including but not limited to parameters adopted in its evaluation.**

To be provide in a separate announcement to be made by the Company.

- b. To clarify whether TXB had carried out its own valuation in ensuring the consideration is fair and reasonable to TXB**

As explained at #2, CPSB arrived at the opinion that the offer from DCSB is fair and reasonable by taking into account the financial position of CPSB, its debt obligations, and its limited future contribution to the group. In light of these factors, TXB did not carry out a separate valuation.

**10. It was disclosed in Section 6 that the rationale for the Disposal present an opportunity for TXB to exit from the loss making and debt laden company. However, in Section 7.3, it was disclosed that the CPSB Group had contributed RM2.56 million profit to TXB Group for the FPE 30 June 2024. To clarify / reconcile the opposing statements made.**

As explained at #2, after the restructuring, CPSB is in a nett loss and nett liability position. The Board of TXB considers the result to be non-sustainable in view of the Group's debt position and financial constraints. Accordingly, the disposal remains justified despite the short-term profit contribution.

**11. It is also noted that Techna-X intends to focus on "viable and profitable" ventures. In this regard, to list down the remaining F&B businesses and its strategy and plans for the remaining F&B businesses.**

For the immediate future, TXB will remain involved in the F&B businesses. The strategy would be to steer clear of Franchisee/Franchisor models and explore directly owned brands that provide higher value and ownership.

**12. To disclose the financial information of CPSB Group for the past 3 financial years.**

To be disclose in a separate announcement to be made by the Company.

**13. To check the computation in arriving at the loss on disposal to Techna-X amounting to RM4.739 million.**

<b><u>Gain/(Loss) on disposal of interest</u></b>	<b>RM'000</b>
Disposal consideration	4,500
Less: <u>Carrying value of (liabilities)/assets disposed</u>	
Sundry net (liabilities)/assets at disposal date	(10,854)
Less: NCI	(863)
Add: Goodwill	28,232
Less: Acquisition reserve	(357)
Less: Capital reserve	(3,000)
Less: Share option reserve	(3,920)
Carrying value of (liabilities)/assets disposed	<u>9,238</u>
<b>Gain/(Loss) on disposal to Techna-X</b>	<b><u>(4,738)</u></b>