



PROSPECTUS

PMCK
HOSPITAL
PMCK BERHAD
(formerly known as Unique Luxury Holdings Sdn Bhd)
(Registration No. 200001029676 (532283-M))
(Incorporated in Malaysia)

PROSPECTUS

PMCK HOSPITAL

PMCK BERHAD

(formerly known as Unique Luxury Holdings Sdn Bhd)
(Registration No. 200001029676 (532283-M)) (Incorporated in Malaysia)

INITIAL PUBLIC OFFERING ("IPO") IN CONJUNCTION WITH THE LISTING OF PMCK BERHAD ("PMCK" OR "COMPANY") ON THE ACE MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") COMPRISING:

- (A) PUBLIC ISSUE OF 272,599,800 NEW ORDINARY SHARES IN PMCK ("SHARES") IN THE FOLLOWING MANNER:**
- (I) 54,530,000 NEW SHARES AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;**
 - (II) 43,624,000 NEW SHARES AVAILABLE FOR APPLICATION BY OUR ELIGIBLE DIRECTORS AND EMPLOYEES AS WELL AS PERSONS CONTRIBUTED TO THE SUCCESS OF PMCK AND ITS SUBSIDIARIES;**
 - (III) 136,325,000 NEW SHARES AVAILABLE BY WAY OF PRIVATE PLACEMENT TO SELECTED BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INVESTMENT, TRADE AND INDUSTRY; AND**
 - (IV) 38,120,800 NEW SHARES AVAILABLE BY WAY OF PRIVATE PLACEMENT TO SELECTED INVESTORS;**
- AND**
- (B) OFFER FOR SALE OF 32,718,000 EXISTING SHARES BY WAY OF PRIVATE PLACEMENT TO SELECTED INVESTORS, AT AN ISSUE/OFFER PRICE OF RM0.22 PER SHARE, PAYABLE IN FULL UPON APPLICATION**

Principal Adviser, Sponsor, Underwriter and Joint Placement Agent



MALACCA SECURITIES SDN BHD

Registration No. 197301002760 (16121-H)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

Joint Placement Agents



PUBLIC INVESTMENT BANK BERHAD

(Registration No. 197401002880 (20027-W))
A Participating Organisation Of Bursa Malaysia Securities Berhad
(Wholly-owned Subsidiary Of Public Bank Berhad)

kenanga

KENANGA INVESTMENT BANK BERHAD

Registration No. 197301002193 (15678-H)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

NO SECURITIES WILL BE ALLOTTED OR ISSUED BASED ON THIS PROSPECTUS AFTER 6 MONTHS FROM THE DATE OF THIS PROSPECTUS.

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 SHARE CAPITAL ON THE ACE MARKET OF BURSA SECURITIES. 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 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 OUR IPO OR ASSUMES RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENT MADE, OPINION EXPRESSED OR REPORT CONTAINED IN THIS PROSPECTUS. BURSA SECURITIES HAS NOT, IN ANY WAY, CONSIDERED THE MERITS OF THE SECURITIES BEING OFFERED FOR INVESTMENT.

BURSA SECURITIES IS NOT LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF OUR COMPANY AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS, MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS, AND EXPRESSLY DISCLAIMS ANY LIABILITY FOR ANY LOSS YOU MAY SUFFER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS.

INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER. FOR INFORMATION CONCERNING RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, PLEASE SEE "RISK FACTORS" COMMENCING ON PAGE 173.

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

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

THIS PROSPECTUS IS DATED 26 MAY 2025

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

RESPONSIBILITY STATEMENTS

Our Directors, Promoters and Selling Shareholders (as defined herein) 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.

Malacca Securities Sdn Bhd, being the Principal Adviser, Sponsor, Underwriter and Joint Placement Agent for our IPO, 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. It is to be noted that the role of Public Investment Bank Berhad and Kenanga Investment Bank Berhad in our IPO is limited to being a Joint Placement Agent.

STATEMENTS OF DISCLAIMER

Approval has been obtained from Bursa Securities on 17 March 2025 for our Listing (as defined herein). Our admission to the Official List of ACE Market 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 representations as to its accuracy or completeness, and expressly disclaims any liability for any loss you may suffer arising from or in reliance upon the whole or any part of the contents of this Prospectus.

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

OTHER STATEMENTS

You should take 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 the Prospectus or the conduct of any other person in relation to our Group.

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. 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 application securities or equivalent legislation or with or by any regulatory authority or other relevant body of any jurisdiction other than Malaysia.

Our Shares are classified as Shariah compliant by the Shariah Advisory Council of the SC. This classification remains valid from the date of issue of this Prospectus until the next Shariah compliance review undertaken by the Shariah Advisory Council of the SC. The new status is released in the updated list of Shariah compliant securities, on the last Friday of May and November.

We will not, prior to acting on any acceptance in respect of our IPO, make or be bound to make any enquiry as to whether you have a registered address in Malaysia and will not accept or be deemed to accept any liability in relation thereto whether or not any enquiry or investigation is made in connection therewith. This Prospectus is prepared and published solely for our IPO in Malaysia under the laws of Malaysia. Our Shares are issued in Malaysia solely based on the contents of this Prospectus. Our Directors, Promoters, Selling Shareholders, Principal Adviser, Sponsor, Underwriter and Joint Placement Agents take no responsibility for the distribution of this Prospectus (in preliminary or final form) outside Malaysia. Our Directors, Promoters, Selling Shareholders, Principal Adviser, Sponsor, Underwriter and Joint Placement Agents have not authorised anyone to provide you with information which is not contained in this Prospectus.

It shall be your sole responsibility, if you are or may be subjected to the laws of any countries or jurisdictions other than Malaysia, to consult your legal and/or other professional advisers as to whether your application for our IPO would result in the contravention of any laws of such countries or jurisdictions. Neither we nor our Principal Adviser nor any other advisers in relation to our IPO shall accept responsibility or liability in the event that any application made by you shall become illegal, unenforceable, voidable or void in any such country or jurisdiction. Further, it shall be your sole responsibility to ensure that your application for our IPO would be in compliance with the terms of our IPO as stated in our Prospectus and would not be in contravention of any laws of countries or jurisdictions other than Malaysia to which you may be subjected to. We will further assume that you had accepted our IPO in Malaysia and will be subjected only to the laws of Malaysia in connection therewith.

However, we reserve the right, in our absolute discretion, to treat any acceptances as invalid if we believe that such acceptance may violate any law or applicable legal or regulatory requirements. This Prospectus may not be used for the purpose of and does not constitute an offer to sell or an invitation to buy our Shares in any jurisdiction in any circumstances in which such offer or invitation is not authorised or is unlawful. This Prospectus shall also not be used to make an offer of or invitation to buy our Shares to any person to whom it is unlawful to do so. Our Company, Promoters, Selling Shareholders and Principal Adviser require you to inform yourselves of and to observe such restrictions.

ELECTRONIC PROSPECTUS

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

You are advised that the internet is not a fully secured medium and that your Internet Share Application (as defined herein) is subject to the risk of problems occurring during data transmission, computer security threats such as viruses, hackers and crackers, faults with computer software and other events beyond the control of the Internet Participating Financial Institutions or Participating Securities Firms (as defined herein). These risks cannot be borne by the Internet Participating Financial Institutions or Participating Securities Firms. If you are in doubt as to the validity or integrity of an Electronic Prospectus, you should immediately request from us, our Principal Adviser or the Issuing House, a paper/printed copy of this Prospectus. In the event of any discrepancies arising between the contents of the Electronic Prospectus and the contents of the paper/printed copy of this Prospectus for any reason whatsoever, the contents of the paper/printed copy of this Prospectus, which is identical to the copy of the Prospectus registered by Bursa Securities, shall prevail.

In relation to any reference in this Prospectus to third party internet sites ("**Third Party Internet Sites**"), whether by way of hyperlinks or by way of description of the Third Party Internet Sites, you acknowledge and agree that:

- (i) We and our Principal Adviser do not endorse and are not affiliated in any way to the Third Party Internet Sites and are not responsible for the availability of, or the contents or any data, information, files or other material provided in 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 your agreements with the Third Party Internet Sites. We and our Principal Adviser are also not responsible for any loss, damage or cost that you may suffer or incur in connection with or as a result of dealing with the Third Party Internet Sites or the use of or reliance of any data, information, files or other material provided by such parties; and
- (iii) Any data, information, files or other material downloaded from the Third Party Internet Sites is done at your own discretion and risk. We and our Principal Adviser are not responsible, liable or under obligation for any damage to your computer system or loss of data resulting from the downloading of any such data, information, files or other 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 or Participating Securities Firms are liable in respect of the integrity of the contents of the Electronic Prospectus, i.e. to the extent of the contents of the Electronic Prospectus situated on the web server of the Internet Participating Financial Institutions or Participating Securities Firms which may be viewed via your web browser or other relevant software. Internet Participating Financial Institutions or Participating Securities Firms shall not be 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; and
- (ii) While all reasonable measures have been taken to ensure the accuracy and reliability of the information provided in an Electronic Prospectus, the accuracy and reliability of the Electronic Prospectus cannot be guaranteed as the internet is not a fully secured medium.

The Internet Participating Financial Institutions or Participating Securities Firms shall not be liable (whether in tort or contract or otherwise) for any loss, damage or cost 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 Institutions or Participating Securities Firms, and/or problems occurring during data transmission, which may result in inaccurate or incomplete copies of information being downloaded or displayed on your personal computer.

[The rest of this page is intentionally left blank]

INDICATIVE TIMETABLE

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

Event	Date
Opening of the application for our IPO	26 May 2025
Closing of the application for our IPO	25 June 2025
Balloting of Applications	30 June 2025
Allotment of IPO Shares to successful applicants	7 July 2025
Listing on the ACE Market	9 July 2025

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

[The rest of this page is intentionally left blank]

TABLE OF CONTENTS

	PAGE
PRESENTATION OF FINANCIAL AND OTHER INFORMATION	VIII
FORWARD-LOOKING STATEMENTS	IX
DEFINITIONS	X
GLOSSARY OF TECHNICAL TERMS	XV
1. CORPORATE DIRECTORY	1
2. APPROVALS AND CONDITIONS	5
2.1 Approvals from Relevant Authorities	5
2.2 Moratorium on Our Shares	7
3. PROSPECTUS SUMMARY	8
3.1 Details of our IPO	8
3.2 Our Group	9
3.3 Principal Business Activities and Services	9
3.4 Competitive Strengths	10
3.5 Business Strategies and Future Plans	11
3.6 Risk Factors	13
3.7 Directors and Key Senior Management	15
3.8 Promoters and Substantial Shareholders	15
3.9 Utilisation of Proceeds	16
3.10 Financial and Operational Highlights	16
3.11 Dividend Policy	17
4. DETAILS OF OUR IPO	18
4.1 Opening and Closing of Applications	18
4.2 Indicative Timetable	18
4.3 Particulars of our IPO	18
4.4 Basis of Arriving at the IPO Price	23
4.5 Share Capital	24
4.6 Dilution	24
4.7 Objectives of our IPO	25
4.8 Underwriting Commission, Brokerage and Placement Fees	25
4.9 Salient Terms of the Underwriting Agreement	26
4.10 Utilisation of Proceeds	29
5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT	33
5.1 Promoters and Substantial Shareholders	33
5.2 Directors	37
5.3 Key Senior Management	58
5.4 Management Reporting Structure	66
5.5 Board Practices	67
5.6 Service Agreements	75
5.7 Declarations by Each Promoters, Directors and Key Senior Management	75
5.8 Relationships and/or Associations	76
6. INFORMATION ON OUR GROUP	77
6.1 Our Company	77
6.2 Our Group Structure	78
6.3 Our Subsidiaries	82

TABLE OF CONTENTS (CONT'D)

7.	BUSINESS OVERVIEW	87
7.1	History and Milestones	87
7.2	Principal Business Activities and Services	89
7.3	Principal Markets and Segments	107
7.4	Description of our Business	109
7.5	Quality and Certificates	115
7.6	Research and Development	117
7.7	Technology Used	117
7.8	Types, Sources and Availability of Supplies	118
7.9	Seasonal and Cyclical Effects	119
7.10	Interruptions to Business and Operations	119
7.11	Sales and Marketing Activities	120
7.12	Competitive Strengths	121
7.13	Business Strategies and Future Plans	124
7.14	Major Customers	129
7.15	Major Suppliers	130
7.16	Employees	135
7.17	Intellectual Properties	137
7.18	Governing Laws and Regulations	140
7.19	Licences and Permits	145
7.20	Material Properties of Our Group	147
7.21	Material Machinery and Equipment	156
7.22	Environmental, Social and Governance Practices	159
8.	INDEPENDENT MARKET RESEARCH REPORT	161
9.	RISK FACTORS	173
9.1	Risks Relating to our Business and Operations	173
9.2	Risks Relating to our Industry	182
9.3	Risks Relating to the Investment in our Shares	184
9.4	Other Risks	185
10.	RELATED PARTY TRANSACTIONS	186
10.1	Related Party Transactions	187
10.2	Other Transactions	204
10.3	Monitoring and Oversight of Related Party Transactions and Conflict of Interest	207
11.	CONFLICT OF INTEREST	208
11.1	Interest in Similar Business of our Group	208
11.2	Declarations by Our Advisers	209
12.	FINANCIAL INFORMATION	210
12.1	Historical Financial Information	210
12.2	Management's Discussion and Analysis of Results of Operations and Financial Condition	215
12.3	Liquidity and Capital Resources	246
12.4	Borrowings	247
12.5	Types of Financial Instrument, Treasury Policies and Objectives	249
12.6	Material Capital Commitments	249

TABLE OF CONTENTS (CONT'D)

12.7	Material Litigation and Contingent Liabilities	249
12.8	Key Financial Ratios	250
12.9	Impact of Government, Economic, Fiscal or Monetary Policies	255
12.10	Impact of Inflation	256
12.11	Material Investment and Material Divestitures	256
12.12	Impact of Foreign Exchange Rates and Interest Rates on our Operations	257
12.13	Order Book	257
12.14	Directors' Statement on our Financial Performance.....	258
12.15	Trend Information	258
12.16	Dividend Policy	259
12.17	Capitalisation and Indebtedness	261
12.18	Reporting Accountants' Report on the Compilation of Pro Forma Consolidated Statements of Financial Position as at 30 November 2024.....	262
13.	ACCOUNTANTS' REPORT	276
14.	STATUTORY AND OTHER INFORMATION	352
14.1	Share Capital	352
14.2	Extracts of our Constitution	352
14.3	Deposited Securities and Rights of Depositors	363
14.4	Limitation on the Right to Hold Securities and/or Exercise Voting Rights.....	363
14.5	Public Take-Overs	363
14.6	Material Contracts.....	363
14.7	Material Litigations.....	365
14.8	Consents.....	366
14.9	Documents Available for Inspection	367
14.10	Responsibility Statements	367
15.	SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE.....	368
15.1	Opening and Closing of Applications.....	368
15.2	Methods of Applications	368
15.3	Eligibility	369
15.4	Procedures for Application by Way of Application Forms	370
15.5	Procedures for Application by Way of Electronic Share Applications	371
15.6	Procedures for Application by Way of Internet Share Applications	371
15.7	Authority of our Board and our Issuing House	372
15.8	Over/Under-subscription.....	372
15.9	Unsuccessful/Partially Successful Applicants	373
15.10	Successful Applicants.....	374
15.11	Enquiries.....	374

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

All references to the “**Company**” and “**PMCK**” in this Prospectus are to PMCK Berhad, while references to the “**Group**” are to our Company and our subsidiaries taken as a whole. References to “**we**”, “**us**”, “**our**” and “**ourselves**” are to our Company or our Group or any member of our Group, as the context requires. 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.

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

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

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

Any reference to any statute and legislation in this Prospectus shall be a reference to the statute or legislation of Malaysia and includes any statutory modification, amendment or re-enactment thereof, unless otherwise indicated.

This Prospectus includes statistical data provided by us and various third parties and cites third party projections regarding growth and performance of the market and industry in which our Group operates or are exposed to. This data is taken or derived from information published by industry sources and from our internal data. In each such case, the source is stated in this Prospectus. Where no source is stated, it can be assumed that the information originates from us or is extracted from the IMR Report prepared by Smith Zander which is included in Section 8 of this Prospectus. In compiling its data for the review, Smith Zander had relied on its research methodologies, industry sources, published materials, its own private databases and direct contacts within the industry.

In particular, certain information in this Prospectus is extracted or derived from the IMR Report (as defined herein). We believe that the statistical data and projections cited in this Prospectus are useful in helping you understand the major trends in the industry in which we operate.

If there are any discrepancies or inconsistencies between the English and Malay versions of this document, the English version shall prevail. The information on our website, or any website directly and indirectly linked to such website does not form part of this Prospectus and you should not rely on it.

[The rest of this page is intentionally left blank]

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, plans 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 future overall business development and operations;
- (ii) our future financial performance and financing plans including earnings, cash flow and liquidity;
- (iii) potential growth opportunities;
- (iv) our business strategies, trends and competitive position and the effect of such competition;
- (v) the plans and objectives of our Company for future operations;
- (vi) the general industry environment, including the demand and supply for our services;
- (vii) our ability to pay dividends; and
- (viii) 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:

- (a) the general economic, business, social, political and investment environment in Malaysia and globally;
- (b) government policy, legislation and regulation; and
- (c) The COVID-19 and possible similar future outbreak(s).

Additional factors that could cause 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 12.2 of this Prospectus on "Management's Discussion and Analysis of Results of Operations and Financial Condition". 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 material change or development affecting matter disclosed in this Prospectus arising from the date of registration of this Prospectus but before the date of allotment of our IPO Shares, we shall further issue a supplemental or replacement prospectus, as the case may be, in accordance with the provisions of Rules 3.12D and 3.12E of the Listing Requirements, Section 238(1) of the CMA and Paragraph 1.02, Chapter 1 of Part II (Division 6 on Supplementary and Replacement Prospectus) of the Prospectus Guidelines of the SC.

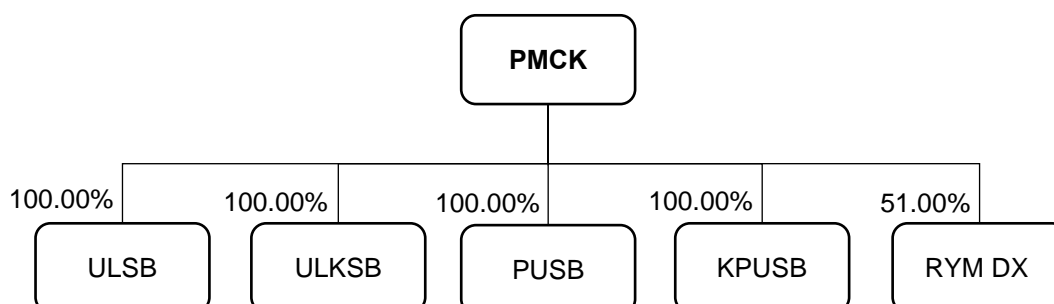
DEFINITIONS

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

Companies within our Group

KPUSB	:	Klinik Pergigian Unik Sdn Bhd (Registration No. 201901019838 (1329167-K)), a wholly-owned subsidiary of PMCK
PMCK or Company	:	PMCK Berhad (formerly known as Unique Luxury Holdings Sdn Bhd (Registration No. 200001029676 (532283-M)))
PMCK Group or Group	:	PMCK and its subsidiaries, collectively
PUSB	:	Poliklinik Unik Sdn Bhd (Registration No. 201901018891 (1328220-D)), a wholly-owned subsidiary of PMCK
RYM DX	:	RYM DX Laboratory Sdn Bhd (Registration No. 202201002196 (1447893-T)), a 51%-owned subsidiary of PMCK
ULKSB	:	Unique Luxury (Kulim) Sdn Bhd (Registration No. 201901014333 (1323661-K)), a wholly-owned subsidiary of PMCK
ULSB	:	Unique Luxury Sdn Bhd (Registration No. 199101005481 (215791-U)), a wholly-owned subsidiary of PMCK

A diagrammatic illustration of our Group structure is as follows:



General

ACE Market	:	ACE Market of Bursa Securities
Act	:	Companies Act 2016, as amended from time to time
ADA	:	Authorised Depository Agent, a person appointed by Bursa Depository under the Rules
AGM	:	Annual General Meeting
Application	:	Application for our IPO Shares by way of Application Form, Electronic Share Application and/or Internet Share Application
Application Form(s)	:	Printed application form(s) for the application of our IPO Shares accompanying this Prospectus
ATM(s)	:	Automated teller machine(s)

DEFINITIONS (CONT'D)

Authorised Financial Institution(s)	:	Authorised financial institution(s) participating in the Internet Share Application in respect of the payments for the IPO Shares
Board	:	Board of Directors of PMCK
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
CAGR	:	Compounded 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
CF	:	Certificate for Occupancies
CMSA	:	Capital Markets and Services Act 2007
Constitution	:	Constitution of PMCK
COVID-19	:	Coronavirus disease 2019, an infectious disease which affects the respiratory system, and it is a global pandemic
Dato' Dr Lim	:	Dato' Dr Lim Kim Huat, the Promoter, substantial shareholder and Deputy Executive Chairman of our Company
Dato' Lee	:	Dato' Lee Gaik Cheng, the Promoter, Selling Shareholder, Specified Shareholder, substantial shareholder and Managing Director of our Company
Depositor	:	A holder of the CDS Account
Director(s)	:	Member(s) of our Board and within the meaning given in Section 2(1) of the CMSA
EBIT	:	Earnings before interest and tax
EBITDA	:	Earnings before interest, taxation, depreciation and amortisation
Electronic Prospectus	:	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 through a Participating Financial Institution's ATM
Eligible Persons	:	Collectively, eligible Director, employees and persons who have contributed to the success of our Group
EPS	:	Earnings per Share

DEFINITIONS (CONT'D)

FPE	:	Financial period ended 30 November, as the case may be
Financial Years/Period Under Review	:	Collectively, FYE 2022, FYE 2023, FYE 2024 and FPE 2025
FYE	:	Financial year ended/ending 30 April, as the case may be
Government	:	Government of Malaysia
GP	:	Gross profit
IMR or Smith Zander	:	Smith Zander International Sdn Bhd (Registration No. 201301028298 (1058128-V))
IMR Report	:	Independent Market Research Report titled "Private Healthcare Services Industry in Malaysia as well as in Kedah, Perlis and Penang" prepared by Smith Zander
Internet Participating Financial Institution(s) or Participating Securities Firm(s)	:	Participating financial institution(s) or Participating securities firm(s) for the Internet Share Application, as listed in Section 15 of this Prospectus
Internet Share Application	:	Application for IPO Shares through an online share application service provided by the Internet Participating Financial Institutions or Participating Securities Firms
IPO	:	Initial public offering comprising the Public Issue and Offer for Sale
IPO Price	:	Issue/Offer Price of RM0.22 per Share
IPO Share(s)	:	Collectively, the Issue Share(s) and the Offer Share(s)
Issue Share(s)	:	New Share(s) to be issued under the Public Issue
Issuing House	:	Tricor Investor & Issuing House Services Sdn Bhd (Registration No. 197101000970 (11324-H))
Joint Placement Agents	:	Collectively, Malacca Securities, PIVB and Kenanga IB
Kenanga IB or Joint Placement Agent	:	Kenanga Investment Bank Berhad (Registration No. 197301002193 (15678-H))
kW	:	Kilowatt
Listing	:	Admission of PMCK to the Official List of Bursa Securities and the listing and quotation of our entire enlarged issued share capital comprising RM68,151,958 comprising 1,090,600,000 Shares on the ACE Market
Listing Requirements	:	ACE Market Listing Requirements of Bursa Securities, as amended from time to time
LKH Holdings	:	Lim Kim Huat Holdings Sdn Bhd (Registration No. 199901013251 (488151-V)), the Promoter, Selling Shareholder, Specified Shareholder and substantial shareholder of our Company
LPD	:	30 April 2025, being the latest practicable date prior to the issuance of this Prospectus

DEFINITIONS (CONT'D)

Malacca Securities or Principal Adviser or Sponsor or Underwriter or Joint Placement Agent	:	Malacca Securities Sdn Bhd (Registration No. 197301002760 (16121-H))
Malaysian Public	:	Citizens of Malaysia and companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia but excludes Directors of our Group, our substantial shareholders and persons connected with them
Market Day	:	Any day on which Bursa Securities is open for trading of securities
MCCG	:	Malaysian Code on Corporate Governance
MFRS	:	Malaysian Financial Reporting Standards
MITI	:	Ministry of Investment, Trade and Industry
MOH	:	Ministry of Health
NA	:	Net assets
NBV	:	Net book value
New Wing	:	8-storey private medical centre and a 1-storey dedicated public facilities area (used as lobby, reception area, pharmacy, consultation rooms and cafeteria), together with 1-storey underground private car park
northern region	:	Refers to Kedah, Perlis and Penang
Offer for Sale	:	Offer for sale by the Selling Shareholders of 32,718,000 Offer Shares at the IPO Price
Offer Share(s)	:	The existing Shares to be offered by the Selling Shareholders pursuant to the Offer for Sale
Official List	:	A list specifying all securities which have been admitted for listing on Bursa Securities and not removed
Old Wing	:	4-storey private medical centre and a 1-storey administrative office
PACS	:	Picture archiving and communication system
Participating Financial Institutions	:	Participating financial institutions for the Electronic Share Application as listed in Section 15 of this Prospectus
Participating Securities Institutions	:	Participating securities firms for the Internet Share Application as listed in Section 15 of this Prospectus
PAT	:	Profit after taxation
PBT	:	Profit before taxation
PE Multiple	:	Price-to-earnings multiple
Pink Form Allocation	:	Allocation of 32,718,000 IPO Shares for subscription by the Eligible Persons

DEFINITIONS (CONT'D)

PIVB or Joint Placement Agent	:	Public Investment Bank Berhad (Registration No. 197401002880 (20027-W))
PMC or Putra Medical Centre	:	A licensed private medical centre owned and operated by ULSB located in Alor Setar, Kedah
PMC Kulim	:	A mixed development consisting of 12-storey private medical centre together with a single-storey carpark and a 7-storey mixed development comprising 1-storey carpark, 2-storey food court and 4-storey hotel (priority for patients' family members) to be constructed on the land measuring approximately 141,534 sq ft held under HSM 17290, PT 5921, Seksyen 41, Kampong Dusun, Bandar Kulim, Kulim, Kedah. Upon completion of the construction, the private medical centre will be operated by ULKSB
Promoters	:	Collectively, LKH Holdings, Dato' Dr Lim and Dato' Lee
Prospectus	:	This Prospectus dated 26 May 2025 in relation to our IPO
Public Issue	:	Public issue of 272,599,800 Issue Shares at the IPO Price
Rules	:	Rules of Bursa Depository as issued under the SICDA and any appendices thereto
SC	:	Securities Commission Malaysia
Selling Shareholders	:	Collectively, LKH Holdings and Dato' Lee
SICDA	:	Securities Industry (Central Depositories) Act 1991
Specified Shareholder(s)	:	Collectively, LKH Holdings and Dato' Lee
TPAs	:	Third-party administrators
Underwriting Agreement	:	Underwriting agreement dated 7 May 2025 entered into between our Company and the Underwriter pursuant to our IPO

Currencies, units and others

%	:	Per centum
RM and sen	:	Ringgit Malaysia and sen, respectively
MYR	:	Malaysian Ringgit

[The rest of this page is intentionally left blank]

GLOSSARY OF TECHNICAL TERMS

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

Adhesiolysis	: A minimally invasive surgical procedure whereby adhesion bands (i.e. tissues formed between internal organs which cause pain or obstruction) are removed.
Amblyopia	: An eye condition whereby an eye fails to achieve normal visual acuity due to abnormal visual development during early childhood.
Angioplasty	: A surgical procedure that widens narrowed or obstructed blood vessels, typically on cardiovascular arteries narrowed by a build-up of fats, cholesterol and other substances.
Appendectomy	: A surgical procedure whereby the appendix is removed when the appendix becomes inflamed, also known as appendicitis.
Arthroplasty	: A surgical procedure whereby a damaged joint is replaced or repaired with a prosthesis.
Arthroscopy	: A minimally invasive surgical procedure whereby an arthroscope is inserted into a small incision to diagnose and treat joint issues.
Bronchitis	: A medical condition whereby the airways in the lungs are inflamed, leading to symptoms such as coughing, wheezing and/or chest pain. Bronchitis is typically caused by an infection.
Bronchoscopy	: A procedure whereby a scope is used to examine the patient's airways and lungs. This scope allows specialist consultants to diagnose respiratory disease.
Cardiac arrhythmias	: A cardiovascular disease whereby the heart beats irregularly, such as the heart beating too quickly, too slowly, or in an irregular rhythm.
Carpal tunnel syndrome	: A condition whereby the median nerve in the carpal tunnel of the wrist (i.e. a narrow passageway surrounded by bones and ligaments on the palm side of the hand) are compressed, leading to numbness, tingling and weakness in the thumb and fingers.
Cataracts	: An eye condition whereby the lens of the eye becomes cloudy, leading to vision impairment.
Chronic rhinosinusitis and allergic rhinitis	: An upper respiratory tract disorders whereby the sinuses and nasal passages are inflamed due to allergies, infections and environmental irritants.
Colonoscopy	: A procedure whereby a scope is used to examine the inner lining of the large intestine. This scope allows specialist consultants to diagnose colon, rectum or anal canal related diseases.
Common lid surgery	: A surgical procedure that is used for the treatment of various eyelid issues including drooping eyelids, eyelid tumours and excess eyelid skin.
Complete traction bed set	: A bed that is in-built with traction function to reduce pressure and relieve pain for patients suffering from musculoskeletal conditions.

GLOSSARY OF TECHNICAL TERMS (CONT'D)

Computerised tomography (CT)	:	A diagnostic imaging procedure that uses X-rays to create detailed cross-sectional images of the body. The results produced by this imaging procedure are used by specialist consultants to perform diagnosis of patients.
Cystoscopy	:	A procedure whereby a scope is used to examine the bladder and urethra. This scope allows specialist consultants to diagnose urinary tract disease.
Cytology test	:	A medical laboratory test whereby sample of cells are examined to detect abnormalities or diseases.
Diabetic retinopathy	:	An eye condition caused by diabetes complications whereby blood vessels of the retina are damaged.
Dry needling	:	A treatment whereby thin needles are inserted into muscle trigger points to assist with relieving muscle pain and tension.
Eczema	:	A chronic condition that causes the skin to experience itchiness, inflammation and/or other forms of irritation.
Endocrinology test	:	A medical laboratory test whereby functions of the endocrine glands and hormone levels are evaluated to detect for hormone related disorders.
Endotracheal tube insertion	:	A procedure whereby a flexible tube is placed into the trachea through the mouth or nose to maintain an open airway in order to facilitate mechanical ventilation and/or deliver of anaesthesia during surgeries.
Extracapsular cataract extraction	:	A surgical procedure whereby a portion of the anterior capsule of the lens is removed, allowing for the extraction of certain parts of the lens nucleus and cortex that cause cloudy vision.
Flexible nasopharyngolaryngeal scopes	:	A procedure whereby a flexible scope is used to examine the nasal passages, throat and voice box. This scope allows specialist consultants to diagnose conditions such as throat disorders, vocal cord issues and tumours in the nasal passage.
Forceps	:	A surgical instrument, which resembles the shape of a large spoon or tongs, is used to grasp tissue or assist in childbirth by helping guide the baby during delivery.
Haematology	:	A branch of medicine that studies the causes, prognosis, treatment, and prevention of diseases related to blood disorders.
Haemodialysis	:	A procedure whereby waste and excess fluids from the blood are filtered out of the body of patients suffering from kidney malfunction.
Hard and soft tissue grafting	:	A surgical procedure whereby a bone or tissue is transplanted from one part of the body to another part of the body, or from a donor, to repair and regenerate damaged bone or tissue.
Histopathology test	:	A medical laboratory test whereby sample of tissues are examined under a microscope to diagnose diseases.
Image intensifier machine	:	An imaging equipment used alongside a fluoroscopy equipment to enhance the visibility of the X-ray images to assist specialist consultants with the diagnosis process.

GLOSSARY OF TECHNICAL TERMS (CONT'D)

Ischemic heart disease	: A cardiovascular disease whereby there is a reduced blood flow to the heart muscles due to narrowed arteries caused by a buildup of fats, cholesterol and other substances in and on the artery walls.
Laparoscopic surgery	: A minimally invasive surgical procedure, whereby surgeons insert shorter tubes into the abdomen through small incisions. Thereafter, surgeons will insert a longer narrow tubes (containing surgical tools and a camera equipment) through these short narrow tubes to perform the surgery.
Microbiology test	: A medical laboratory test whereby samples are examined to detect the presence of microorganisms such as bacteria or fungi.
Molecular diagnostics	: A medical laboratory test whereby biological markers from a sample are analysed to assess the genome for potential emergence of a specific disease.
Muscular dystrophy	: A neuromuscular disease whereby the skeletal muscles experience progressive weakness, breakdown and loss of muscle mass over time.
Myofunctional treatment	: A therapy procedure that is used to treat and correct improper function of the tongue and facial muscles.
Nasoendoscope	: A procedure whereby a scope is used to examine the nasal cavity and sinuses. This scope allows specialist consultants to diagnose sinus diseases.
Oesophagogastrroduodenoscopy	: A procedure whereby a scope is used to examine oesophagus, stomach, and upper duodenum. This scope allows specialist consultants to diagnose gastrointestinal diseases.
Osteoarthritis	: A degenerative joint disease whereby the tissues in the joint break down over time, causing pain, stiffness, swelling and reduced mobility in the affected joints.
Otoendoscopy	: A procedure whereby a scope is used to examine the ear canal and eardrum. This scope allows specialist consultants to diagnose ear diseases.
Patient monitor	: A device that monitors and tracks patients' vital signs (e.g. heart rate, blood pressure and oxygen saturation) in real time.
Pemphigus	: An autoimmune disorder whereby blisters and sores develop on the skin.
Pharyngolaryngeal scope	: A scope equipment used to examine the throat and voice box. This scope allows specialist consultants to diagnose throat or voice disorders.
Platelet rich plasma therapy	: A treatment whereby concentrated platelets are injected into injured tissue to assist with healing and accelerate recovery by enhancing the tissues regeneration properties and reducing inflammation.
Prolotherapy	: A treatment whereby joint lubricant is injected into the joint to assist with stimulating and repairing the damaged joint tissue.
Psoriasis	: A chronic condition whereby cells build up rapidly on the skin, forming scales and itchy dry patches.

GLOSSARY OF TECHNICAL TERMS (CONT'D)

Serology	:	A medical laboratory test whereby a blood serum sample is examined to detect the presence of antibodies and infections.
Sinus lifting	:	A dental procedure whereby a bone is added to the upper jaw in preparation for a dental implant.
Scaling and root planning	:	A dental procedure whereby the teeth are cleaned, and the plaque and tartar underneath the gumline are removed.
Temporary anchorage device (TAD)	:	An implant in the form of a small screw which is placed in the mouth to provide additional anchorage and support during orthodontic tooth movement.
Toxicology test	:	A medical laboratory test whereby a sample is examined to detect the presence of toxins and/or poisons.
Valvular heart disease	:	A cardiovascular disease whereby one or more heart valves do not function properly due to other underlying disease(s).
Ventouse	:	A vacuum device used to assist in the delivery process during childbirth.

[The rest of this page is intentionally left blank]

1. CORPORATE DIRECTORY

BOARD OF DIRECTORS

Name (Gender)	Designation	Nationality	Address
Duli Yang Teramat Mulia Raja Puan Muda Kedah Che Puan Muda Zaheeda Binti Mohamad Ariff (F)	Independent Non-Executive Chairperson	Malaysian	7, Vila Laman Cahaya Jalan Cahaya 3 Off Jalan Datuk Sulaiman Taman Tun Dr Ismail 60000 Kuala Lumpur
Dato' Dr Lim Kim Huat (M)	Deputy Executive Chairman	Malaysian	A-19-1, Amansuri Residences Lebuhraya Darulaman Kompleks Alor Setar 05100 Alor Setar Kedah
Dato' Lee Gaik Cheng (F)	Managing Director	Malaysian	B-11-06, Amansuri Residences Lebuhraya Darulaman Kompleks Alor Setar 05100 Alor Setar Kedah
Chan Chee Woei (M)	Independent Non-Executive Director	Malaysian	AT20-2, Prima 16 Condo Chapter 2 Block C No.2, Jalan 16/18 46350 Petaling Jaya Selangor
Koay Kah Ee (M)	Independent Non-Executive Director	Malaysian	41, Jalan BU 1/3 Bandar Utama 47800 Petaling Jaya Selangor
Yeong Siew Lee (F)	Independent Non-Executive Director	Malaysian	5, Jalan PJU 3/20B Tropicana Indah 47410 Petaling Jaya Selangor
Lee Yong Qian (M)	Alternate Director to Dato' Lee Gaik Cheng/Strategic Director	Malaysian	B-11-06, Amansuri Residences Lebuhraya Darulaman Kompleks Alor Setar 05100 Alor Setar Kedah

Notes:

M refers to male
F refers to female

AUDIT AND RISK MANAGEMENT COMMITTEE

Name	Designation	Directorship
Koay Kah Ee	Chairman	Independent Non-Executive Director
Chan Chee Woei	Member	Independent Non-Executive Director
Yeong Siew Lee	Member	Independent Non-Executive Director

1. CORPORATE DIRECTORY (CONT'D)

REMUNERATION COMMITTEE

Name	Designation	Directorship
Yeong Siew Lee	Chairman	Independent Non-Executive Director
Chan Chee Woei	Member	Independent Non-Executive Director
Koay Kah Ee	Member	Independent Non-Executive Director

NOMINATING COMMITTEE

Name	Designation	Directorship
Chan Chee Woei	Chairman	Independent Non-Executive Director
Koay Kah Ee	Member	Independent Non-Executive Director
Yeong Siew Lee	Member	Independent Non-Executive Director

COMPANY SECRETARIES : Yeow Sze Min (MAICSA 7065735)
CCM Practicing Certificate No. 201908003120
(Chartered Secretary, Fellow Member of the Malaysian
Institute of Chartered Secretaries & Administrators)

Poh Ming Yi (LS0010863)
CCM Practicing Certificate No. 202408000861
(Licensed Secretary)

Securities Services (Holdings) Sdn Bhd
(Registration No. 197701005827 (36869-T))
Suite 18.05, MWE Plaza
No. 8, Lebuhr Farquhar
10200 George Town
Pulau Pinang

Tel No. : +604 2631 966
Fax No. : +604 2628 544

REGISTERED OFFICE : Suite 18.05, MWE Plaza
No. 8, Lebuhr Farquhar
10200 George Town
Pulau Pinang

Tel No. : +604 2631 966
Fax No. : +604 2628 544

PRINCIPAL PLACE OF BUSINESS : 888, Jalan Sekerat
Off Jalan Putra
05100 Alor Setar
Kedah

Tel No. : +604 7342 888
Website : <https://pmck.com.my/>
Email : pmc@putramedicentre.com.my

**PRINCIPAL ADVISER,
SPONSOR, UNDERWRITER
AND JOINT PLACEMENT
AGENT** : Malacca Securities Sdn Bhd
(Registration No. 197301002760 (16121-H))
BO1-A-13A, Level 13A, Menara 2
No. 3, Jalan Bangsar
KL Eco City
59200 Kuala Lumpur

Tel No. : +603 2201 2100

1. CORPORATE DIRECTORY (CONT'D)

JOINT PLACEMENT AGENT	: Public Investment Bank Berhad (Registration No. 197401002880 (20027-W)) Level 27, Menara Public Bank 2 No. 78, Jalan Raja Chulan 50200 Kuala Lumpur Tel No. : +603 2036 2800
JOINT PLACEMENT AGENT	: Kenanga Investment Bank Berhad (Registration No. 197301002193 (15678-H)) Level 17, Kenanga Tower 237, Jalan Tun Razak 50400 Kuala Lumpur Tel No. : +603 2172 2888
AUDITORS AND REPORTING ACCOUNTANTS	: TGS TW PLT (Registration No. 202106000004 (LLP0026851-LCA) & AF002345)) Unit E-16-2B Level 16, ICON Tower (East) No. 1, Jalan 1/68F Jalan Tun Razak 50400 Kuala Lumpur Tel No. : +603 9771 4326 Partner-in-charge : Kuan Jun Xian Approval No. : 03758/06/2025 J Professional : Chartered Accountant, Fellow Qualification : Chartered and Certified Accountant, Member of Malaysian Institute of Accountants (Membership No. 46418)
SOLICITORS FOR OUR IPO	: Teh & Lee A-3-3 & A-3-4 Northpoint Offices Mid Valley City No. 1, Medan Syed Putra Utara 59200 Kuala Lumpur Tel No. : +603 2283 2800
SOLICITORS TO UNDERWRITER	: Julius Leonie Chai A-11-9, Capital 1, Oasis Square No. 2, Jalan PJU 1A/7A, Ara Damansara 47301 Petaling Jaya Selangor Tel No. : +603 7831 6198

1. CORPORATE DIRECTORY (CONT'D)

INDEPENDENT MARKET RESEARCHER	: Smith Zander International Sdn Bhd (Registration No. 201301028298 (1058128-V)) 15-01, Level 15, Menara MBMR 1 Jalan Syed Putra 58000 Kuala Lumpur Tel No. : +603 2732 7537 Person-in-charge : Dennis Tan Professional : Bachelor of Science, Memorial Qualification : University of Newfoundland, Canada
SHARE REGISTRAR	: Securities Services (Holdings) Sdn Bhd (Registration No. 197701005827 (36869-T)) Suite 18.05, MWE Plaza No. 8, Lebuhr Farquhar 10200 George Town Pulau Pinang Tel No. : +604 263 1966 Fax No. : +604 262 8544
ISSUING HOUSE	: Tricor Investor & Issuing House Services Sdn Bhd (Registration No. 197101000970 (11324-H)) Unit 32-01, Level 32, Tower A Vertical Business Suite, Avenue 3 Bangsar South No. 8, Jalan Kerinchi 59200 Kuala Lumpur Tel No. : +603 2783 9299
LISTING SOUGHT	: ACE Market of Bursa Securities
SHARIAH STATUS	: Approved by the Shariah Advisory Council of the SC

[The rest of this page is intentionally left blank]

2. APPROVALS AND CONDITIONS

2.1 APPROVALS FROM RELEVANT AUTHORITIES

2.1.1 Bursa Securities

Bursa Securities had, via its letter dated 17 March 2025, approved:

- (i) The admission of our Company to the Official List of the ACE Market of Bursa Securities;
- (ii) The listing of and quotation for our entire enlarged issued share capital on the ACE Market of Bursa Securities; and
- (iii) The approval-in-principle for the registration of the Prospectus.

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

No.	Details of conditions imposed	Status of compliance
1.	Submission of the following information with respect to the moratorium on the shareholdings of the Specified Shareholders to Bursa Depository: <ul style="list-style-type: none"> (i) Name of shareholders; (ii) Number of shares; and (iii) Date of expiry of the moratorium for each block of shares. 	Complied
2.	Approvals from other relevant authorities have been obtained for implementation of the Listing.	Complied
3.	The Bumiputera equity requirements for public listed companies as approved/exempted by the SC including any conditions imposed thereon.	Complied
4.	Make the relevant announcements pursuant to paragraphs 8.1 and 8.2 of Guidance Notes 15 of the Listing Requirements.	To be complied
5.	Furnish to Bursa Securities a copy of the schedule of distribution showing compliance with the public shareholding spread requirements based on the entire enlarged issue share capital of PMCK on the first day of Listing.	To be complied
6.	In relation to the public offering to be undertaken by PMCK, to announce at least 2 market days prior to the listing date, the result of the offering including the following: <ul style="list-style-type: none"> (i) Level of subscription of public balloting and placement; (ii) Basis of allotment/allocation; (iii) A table showing the distribution for placement tranche as per the prescribed format; and (iv) Disclosure of placees who become substantial shareholders of PMCK arising from the public offering, if any. 	To be complied

2. APPROVALS AND CONDITIONS (CONT'D)

No.	Details of conditions imposed	Status of compliance
7.	PMCK/Malacca Securities to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval upon the admission of PMCK to the Official List of the ACE Market.	To be complied
8.	PMCK and Malacca Securities are required to ensure full compliance with all requirements as provided under the Listing Requirements at all times.	Noted

2.1.2 SC

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

The SC had, vide its letter dated 21 March 2025, approved our application under the Bumiputera equity requirement for public listed companies pursuant to our Listing. The approval from SC is subject to the following conditions:

No.	Details of conditions imposed	Status of compliance
1.	PMCK allocating shares equivalent to 12.50% of its enlarged number of issued shares to Bumiputera investors to be approved by the MITI.	To be complied
2.	PMCK to make available at least 50.00% of the shares offered to the Malaysian public investors via balloting to Bumiputera public investors.	To be complied

[The rest of this page is intentionally left blank]

2. APPROVALS AND CONDITIONS (CONT'D)

2.1.3 Approval from MITI

The MITI had, vide its letter dated 3 January 2025, taken note and has no objection to our Listing.

2.2 MORATORIUM ON OUR SHARES

As at the date of submission of our listing application to Bursa Securities, we have met the quantitative criteria for admission to the Main Market of Bursa Securities. Hence, a moratorium will be imposed on the sale, transfer or assignment of Shares on the entire shareholdings held by our Specified Shareholders for a period of 6 months from the date of our admission to the ACE Market ("**Moratorium Period**") in accordance with Rule 3.19(1A)(b) of the Listing Requirements.

Details of our Specified Shareholders and their Shares which will be subject to the abovementioned moratorium, are set out below:

Specified Shareholders	No. of Shares	(1)%
LKH Holdings	⁽²⁾ 604,277,300	55.41
Dato' Lee	⁽²⁾ 157,304,900	14.42
Total	761,582,200	69.83

Notes:

(1) Based on our enlarged issued share capital of 1,090,600,000 Shares after our IPO.

(2) After the Offer for Sale.

The moratorium has been fully accepted by our Specified Shareholders, whom have provided written undertakings that they will not sell, transfer or assign their shareholdings under moratorium during the Moratorium Period. The moratorium restrictions are specifically endorsed on the share certificates representing the Shares under moratorium held by the Specified Shareholders to ensure that our Share Registrar does not register any transfer that contravenes with such restrictions.

Separately, the ultimate shareholders of LKH Holdings namely Dato' Dr Lim and Dato' Lee have also undertaken not to sell, transfer or assign their shareholdings in LKH Holdings during the abovementioned moratorium period.

[The rest of this page is intentionally left blank]

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 WHETHER TO INVEST IN OUR SHARES.

3.1 DETAILS OF OUR IPO

3.1.1 Allocation

Our IPO comprises the Public Issue of 272,599,800 Issue Shares and the Offer for Sale by Selling Shareholders of 32,718,000 Offer Shares at the IPO Price, payable in full on application and is subject to the terms and conditions of this Prospectus. The IPO Shares are expected to be allocated in the manner described below, subject to the underwriting and placement arrangement as set out in Section 4.8 of this Prospectus:

	No. of Shares	⁽¹⁾% of the enlarged issued share capital
Public Issue		
(i) Malaysian Public ⁽²⁾	54,530,000	5.00
(ii) Pink Form Allocations	43,624,000	4.00
(iii) Private Placement to selected Bumiputera investors approved by the MITI	136,325,000	12.50
(iv) Private Placement to selected investors	38,120,800	3.50
	272,599,800	25.00
Offer for Sale		
(i) Private Placement to selected investors	32,718,000	3.00
Total	305,317,800	28.00

Notes:

(1) Based on our enlarged issued share capital of 1,090,600,000 Shares after our IPO.

(2) Including 27,265,000 Issue Shares made available to Bumiputera public investors.

Further details on our IPO are set out in Section 4 of this Prospectus.

3.1.2 The principal statistics of our IPO

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

	No. of Shares	RM
Issued share capital as at the date of this Prospectus	818,000,200	8,180,002
Shares to be issued pursuant to our Public Issue	272,599,800	59,971,956
Enlarged issued share capital upon Listing	1,090,600,000	68,151,958
IPO Price		RM0.22
Market capitalisation upon Listing		239,932,000

3. PROSPECTUS SUMMARY (CONT'D)

3.1.3 Moratorium on our Shares

As at the date of submission of our listing application to Bursa Securities, we have met the quantitative criteria for admission to the Main Market of Bursa Securities. Hence, a moratorium will be imposed on the sale, transfer or assignment of Shares on the entire shareholdings held by our Specified Shareholders for the Moratorium Period in accordance with Rule 3.19(1A)(b) of the Listing Requirements.

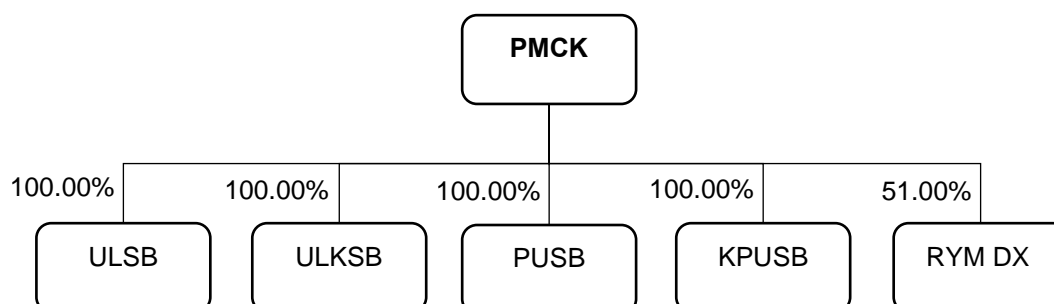
Further details on the moratorium on our Shares are set out in Section 2.2 of this Prospectus.

3.2 OUR GROUP

Our Company was incorporated in Malaysia under the Companies Act 1965 on 16 November 2000 as a private limited company under the name Unique Luxury Holdings Sdn Bhd and was deemed registered under the Act. We assumed our present name on 29 August 2024, and was subsequently converted to a public limited company on 25 September 2024 to facilitate the Listing.

Our Company was incorporated as an investment holding company. Through our subsidiaries, our Group is principally involved in the provision of specialist consultant services, healthcare support services and other services comprising general dental services, polyclinic services and medical laboratory services.

As at the LPD, the structure of our Group is as follows:



Further details of our Group are set out in Section 6.2 of this Prospectus.

3.3 PRINCIPAL BUSINESS ACTIVITIES AND SERVICES

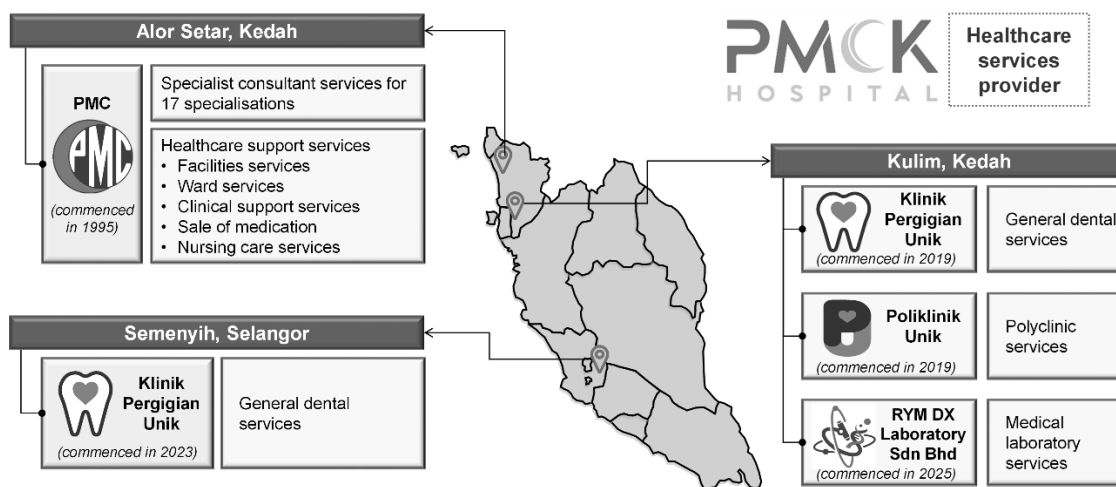
Our service offerings can be categorised into 3 segments, as follows:

- (i) Specialist consultant services;
- (ii) Healthcare support services comprising facilities services, ward services, clinical support services, sale of medication and nursing care services; and
- (iii) Other services comprising general dental services, polyclinic services and medical laboratory services.

Our medical laboratory services had commenced operations on 26 March 2025. Further details on the medical laboratory services is set out in Section 7.2.3.3 of this Prospectus.

3. PROSPECTUS SUMMARY (CONT'D)

Our business activities can be summarised in the business model below:



Further details on our Group's principal business activities and services are set out in Section 7.2 of this Prospectus.

3.4 COMPETITIVE STRENGTHS

The following competitive strengths have driven our past business performance and will support our future growth:

(i) We have an established history and is well positioned in the healthcare services industry in the northern region of Malaysia

We have accumulated approximately 30 years of experience in providing healthcare services since 1995 through our PMC. The scale of our business operations has grown over the years, from a single-wing medical centre in 1995, expanding into a double-wing medical centre in 2009; along with the establishment of a polyclinic in 2019, 2 dental clinics in 2019 and 2023 respectively and a medical laboratory in 2025. Furthermore, as at the LPD, we commenced the construction works for new PMC Kulim.

Over the years, we have been serving patients especially those from the northern region of Malaysia, providing them with quality private healthcare services. As a testament to the quality of our healthcare services and patients' satisfaction, we recorded a high rate of repeated patients at our PMC for the FYE 2022 to 2024 and FPE 2025 which stood at 81.27%, 83.97%, 84.53% and 84.83% respectively.

(ii) We have a wide range of medical specialisation supported by our experienced team of specialist consultants

We offer specialist consultant services which are supported by healthcare support services. As at the LPD, we offer specialist consultant services for a total of 17 medical specialisations, namely anaesthesiology, cardiology, dermatology, emergency medicine, internal medicine, nephrology, obstetrics and gynaecology, ophthalmology, oral and maxillofacial surgery, orthodontics, orthopaedics, otorhinolaryngology, paediatrics, radiology, sports medicine, surgical / general surgery and urology.

Our special consultant services are carried out by our experienced team of specialist consultants. The expertise of our specialist consultants along with our healthcare support services enable us to continue attracting patients to our medical centre for healthcare services. In addition, we also leverage on our specialist consultants' reputation to attract new patients.

3. PROSPECTUS SUMMARY (CONT'D)

(iii) We are a panel healthcare service provider of a wide range of insurance companies, TPAs, corporations and government agencies

We are on the panel of a wide range of insurance companies, TPAs, corporations and government agencies. Insured patients are able to receive medical services at our medical centre, polyclinic and/or dental clinics; as well as hospitalisation services at our medical centre via cashless facility through direct admission with a letter of guarantee from our partner insurance providers, TPAs, corporations or government agencies. This allows us to provide healthcare services to a wide group of patients with insurance coverage or payment coverage from insurance companies, TPAs, corporations and government agencies. In addition, we are able to provide healthcare services to employees of corporations who have corporate healthcare insurance, as we are also on the corporate panel for insurance companies and TPAs.

(iv) We have an experienced and hands-on key senior management team

Our management team have accumulated years of experience in their respective fields and their key expertise, including industry experience and in-depth knowledge of our business operations.

Our key senior management team has strong industry and functional expertise as a result of years of experience in their respective fields. Further, they take an active, hands-on role in spearheading their respective departments to support the growth of our Group, which demonstrates their strong commitment to our growth as we continue to expand.

Further details on our competitive strengths are set out in Section 7.12 of this Prospectus.

3.5 BUSINESS STRATEGIES AND FUTURE PLANS

Our business strategies and future plans are as follows:

(i) We intend to expand our medical business by setting up PMC Kulim in Kulim, Kedah

As at the LPD, our Group owns and operates a private medical centre (i.e. PMC) in Alor Setar, Kedah. We intend to further expand our medical centre business by setting up a new medical centre in Kulim, Kedah (i.e. PMC Kulim). We will also streamline our other businesses in Kulim, i.e. Poliklinik Unik and Klinik Pergigian Unik by consolidating them into our PMC Kulim to enhance our operational efficiency.

To facilitate our expansion plan in Kulim, our Group had in August 2019 purchased a piece of land located in Kulim, Kedah measuring approximately 141,534 sq ft. Our PMC Kulim will comprise a mixed development consisting of 12-storey private medical centre together with a single-storey carpark and a 7-storey mixed development comprising 1-storey carpark, 2-storey food court and 4-storey hotel (priority for patients' family members).

The total cost for the construction of our PMC Kulim is estimated at RM193.00 million, whereby it will be funded via bank borrowings of RM166.00 million and internally generated funds of RM27.00 million. We intend to utilise RM50.00 million from our IPO proceeds for the repayment of the bank borrowings to be drawn for the construction of our PMC Kulim. In addition, we expect to incur other expenses in relation to operations which is estimated to cost RM61.25 million and will be funded via internally generated funds, bank borrowings and/or hire purchase arrangements to be secured.

3. PROSPECTUS SUMMARY (CONT'D)

In addition to expanding our medical centre business, establishing the new medical centre is also our Group's aspiration to better serve the need and demand for private healthcare services in the northern region of Malaysia. According to the IMR Report, there are only 27 private medical centres within the state of Kedah, Perlis and Penang. Further, leveraging the long-standing history and reputation of PMC in Alor Setar, we believe that we will be able to attract the local community as well as the population in the northern region to seek private healthcare services from our new medical centre. This, in turn, will contribute to our financial performance and growth.

(ii) We intend to consolidate our RYM DX Lab into our new medical centre and expand our medical laboratory service offerings in the northern region of Malaysia

Our first medical laboratory outside of PMC, i.e. RYM DX Lab located in Kulim, commenced operations in March 2025. As at the LPD, RYM DX Lab performs certain medical laboratory procedures for Poliklinik Unik in-house and will offer medical laboratory services to third-party healthcare establishments and the public around the proximity of Kulim.

Further, as part of our operational streamlining efforts, following the commencement of our PMC Kulim in the 1st quarter of 2028, we intend to consolidate the operations of our RYM DX Lab into PMC Kulim to fulfil the demand for medical laboratory tests from PMC Kulim as well as Poliklinik Unik. Having an in-house medical laboratory in Kulim enables us to have better control over the diagnostic processes and potentially quicker turnaround times on the results, as compared to outsourcing the medical laboratory procedure to third-party medical laboratories, thereby improving overall experience for our patients.

(iii) We intend to upgrade the facilities of our PMC

We intend to upgrade the equipment and facilities under clinical support services (i.e. medical laboratory) and facilities services (i.e. radiology unit) such as:

- (a) Automated continuous random access integrated system of clinical chemistry analyser and immunoassay analyser;
- (b) Mammography system; and
- (c) PACS.

We estimate the total cost for the upgrades listed above to be a total of RM3.83 million, of which RM3.77 million will be funded via IPO proceeds and the remaining RM0.06 million will be funded via internally generated funds. Further, we expect to complete these upgrades within 36 months upon our listing.

In line with our Group's commitment to become more sustainable and environmentally responsible, we intend to replace the existing solar panels at our PMC which are mostly either low performing or faulty, with new higher efficiency solar panels. As at the LPD, we have multiple units of solar panels installed at PMC. These panels have a combined power generation capacity of 425kW. However, the effective power generation capacities of solar panels decrease over time. As such, we intend to progressively replace these solar panels over the next 36 months and to eventually increase the combined power generation capacity to 625kW.

We estimate the total cost for purchasing, installing and commissioning these new solar panels to be RM1.50 million, all of which will be fully funded through our IPO proceeds.

Further details on our business strategies and future plans are set out in Section 7.13 of this Prospectus.

3. PROSPECTUS SUMMARY (CONT'D)

3.6 RISK FACTORS

Our business is subject to a number of risk factors which may have a material adverse impact on our business, financial condition and results of operations. The following is a summary of the key risk factors that we face in our business operations:

(i) Our business is subject to, and is dependent on, the approvals, licences, permits and certificates issued by the relevant authorities

Our business is subject to approvals, licences, permits and certificates issued by relevant authorities, such as the MOH, in order to operate our medical centre, dental clinics and polyclinic in Malaysia. In addition, in order for our specialist consultants, medical officers, dental officers, nursing staff and allied healthcare professionals to provide their services at our medical centre, dental clinics and/or polyclinic, these personnel are required to be registered under their respective board or council under the MOH.

For the past 3 FYEs 2022 to 2024, FPE 2025 and up to the LPD, we have not encountered any difficulties in applying or obtaining the necessary approvals, licences, permits or certificates. However, there can be no assurance that we will not face difficulties doing so in the future. In the event that we fail to obtain the necessary approvals, licences, permits or certificates, we may not be allowed to operate our medical centre, dental clinics and/or polyclinic. This will in turn result in material and adverse impact on our business operations.

(ii) We are exposed to becoming the subject of, or being perceived to be, associated with medical malpractice accusation and/or litigations filed by patients, as well as governmental inquiries

There can be no assurance that the specialist consultant services and healthcare support services provided by our specialist consultants, medical officers, dental officers, nursing staff and allied healthcare professionals will yield expected or positive outcomes. In the event of unfavourable treatment outcomes due to factors such as patient complexity, misdiagnosis and/or failure to diagnose, patients may not be satisfied with our services and may express their dissatisfaction or accuse our medical centre, dental clinics, polyclinic, and/or our personnels (i.e. resident specialist consultants, medical officers, dental officers, allied healthcare professionals and/or nursing staff) for malpractice on social media publicly. Further, patients may also file medical malpractice litigations against us which may lead to our medical centre, dental clinics, polyclinic, and/or our personnels being charged in court.

In the event of the occurrence of the abovementioned events, the reputation of our medical centre, dental clinics and/or polyclinic may be adversely affected, which may further lead to material and adverse impact to our financial performance and business prospects.

(iii) Our business is exposed to unexpected interruptions caused by fire, environmental factors (including natural disasters such as floods or storms), medical equipment failures, system failures as well as power outage, which may lead to material and adverse impact to our business as PMC is our sole operating medical centre

Our business is subject to loss due to fire that are beyond our control, which may cause damage or destruction of part or all of our medical equipment, facilities and/or premises, resulting in interruptions to our operations. Further, our business operations may also be affected by unexpected incidents such as environmental factors including natural disasters such as floods or storms, which may result in interruptions to the operations of our medical centre, dental clinics, polyclinic, and/or damages to our medical equipment.

3. PROSPECTUS SUMMARY (CONT'D)

Furthermore, if the premises of our PMC, which is our sole operating medical centre as at LPD, sustain major damage or destruction due to fire or natural disasters, all our operations in PMC may have to be halted entirely, and we would need to undertake extensive reconstruction efforts and repurchase the necessary medical equipment before resuming operations, whereby the timeframe for the reconstruction depends on the severity of the damage or destruction sustained.

For the past 3 FYEs 2022 to 2024, FPE 2025 and up to the LPD, we have not experienced any incidents of damages as a result of fires, floods or storms, as well as unanticipated medical equipment failures, system failures and power outage which led to major interruptions in our operations.

(iv) We are dependent on our Executive Directors and key senior management for the continued success and growth of our business

The future growth and continuing success of our Group largely depend on the continuous contribution and involvement of our Executive Directors and key senior management.

The loss of any of our Executive Directors and key senior management simultaneously or within a short period of time may unfavourably impact our Group's operations and the future growth of our business. If we are unable to attract suitable talents to replace the loss of any of our Executive Directors or key senior management in a timely manner, our business operations, financial performance and prospects will be adversely affected.

(v) We are dependent on our team of specialist consultants and medical officers

The contribution of specialist consultant services for the past 3 FYEs and FPE 2025, which includes revenue generated by our resident medical officers stationed in PMC's accident and emergency unit, amounted to RM26.41 million, RM31.20 million, RM32.64 million and RM17.34 million, representing 27.20%, 31.24%, 31.28% and 29.62% of our Group's total revenue respectively. As at the LPD, our medical centre has 26 resident specialist consultants, 14 visiting specialist consultants and 5 resident medical officers. Therefore, we are not reliant on any single specialist consultant or medical officer.

Any substantial loss of our specialist consultants and/or medical officers without suitable and timely replacement, or the inability to attract, hire and retain suitable candidates as our specialist consultants and/or medical officers, may result in the inability of our Group to retain existing patients or attract new patients. Further, some patients may have preference on certain specialist consultants. In the event of the loss of any of our specialist consultants, these patients may choose to seek healthcare services elsewhere.

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

3. PROSPECTUS SUMMARY (CONT'D)

3.7 DIRECTORS AND KEY SENIOR MANAGEMENT

Our Directors and Key Senior Management are as follows:

(i) Directors

Name	Designation
Duli Yang Teramat Mulia Raja Puan Muda Kedah Che Puan Muda Zaheeda Binti Mohamad Ariff	Independent Non-Executive Chairperson
Dato' Dr Lim Kim Huat	Deputy Executive Chairman
Dato' Lee Gaik Cheng	Managing Director
Chan Chee Woei	Independent Non-Executive Director
Koay Kah Ee	Independent Non-Executive Director
Yeong Siew Lee	Independent Non-Executive Director
Lee Yong Qian	Alternate Director to Dato' Lee Gaik Cheng / Strategic Director

(ii) Key senior management

Name	Designation
Dato' Dr Lim Tze Chou	Clinical Director
Datin Dr Lim Hui Ling	Medical Director
Dr Lim Tze Chwen	Head of Clinical Services
Lee Geik Peng	Director of Allied Health Services and Purchasing Manager
Lee Ling Hui	General Manager cum Safety and Health Officer and Laser Safety Officer
Yap Chee Yoong	Financial Controller

Further details on our Directors and key senior management are set out in Sections 5.2 and 5.3 of this Prospectus.

3.8 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

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

Name	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								
LKH Holdings / Malaysia	631,542,300	77.20	-	-	604,277,300	55.41	-	-
Dato' Dr Lim / Malaysian	-	-	(3)631,542,300	77.20	-	-	(3)604,277,300	55.41
Dato' Lee / Malaysian	162,757,900	19.90	(3)631,542,300	77.20	157,304,900	14.42	(3)604,277,300	55.41

Notes:

(1) Based on our issued share capital of 818,000,200 Shares before our IPO.

3. PROSPECTUS SUMMARY (CONT'D)

(2) Based on enlarged issued share capital of 1,090,600,000 Shares after our IPO.

(3) Deemed interested by virtue of their shareholdings in LKH Holdings.

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

3.9 UTILISATION OF PROCEEDS

The total gross proceeds from the Public Issue will amount to RM59.97 million based on the IPO Price. We expect the proceeds to be used in the following manner:

Purposes	RM'000	%	Estimated timeframe for utilisation from the Listing date
Repayment of bank borrowings to be drawn for PMC Kulim	50,000	83.37	36 months
Acquisition of equipment for PMC	5,272	8.79	36 months
Estimated expenses	4,700	7.84	1 month
Total	59,972	100.00	

Further details on the utilisation of proceeds are set out in Section 4.10 of this Prospectus.

3.10 FINANCIAL AND OPERATIONAL HIGHLIGHTS

Financial Highlights

The key historical financial information of our Group for the Financial Years Under Review are as follows:

	Audited			Unaudited	Audited
	FYE 2022	FYE 2023	FYE 2024	FPE 2024	FPE 2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	97,088	99,851	104,335	62,904	58,547
GP	27,425	36,286	34,743	22,339	20,022
Other income	1,597	1,532	2,552	1,328	1,128
PBT	16,844	15,561	21,376	15,175	10,561
PAT	11,546	10,731	15,015	10,670	7,889
Non-current assets	57,926	59,480	63,116	*	71,181
Current assets	50,326	48,334	46,780	*	47,008
Non-current liabilities	14,473	12,040	13,221	*	13,467
Current liabilities	11,423	14,687	12,342	*	12,500
GP margin (%) ⁽¹⁾	28.25	36.34	33.30	35.51	34.20
PBT margin (%) ⁽²⁾	17.35	15.58	20.49	24.12	18.04
PAT margin (%) ⁽²⁾	11.89	10.75	14.39	16.96	13.47
Current ratio (times) ⁽³⁾	4.41	3.29	3.79	*	3.75
Gearing ratio (times) ⁽⁴⁾	0.17	0.16	0.17	*	0.16

Notes:

(1) Calculated based on GP divided by revenue.

3. PROSPECTUS SUMMARY (CONT'D)

- (2) Calculated based on PBT/PAT divided by revenue.
- (3) Computed based on current assets divided by current liabilities as at the end of each financial year/period.
- (4) Computed based on our total interest-bearing borrowings (including lease liabilities) divided by total equity as at the end of each financial year/period.
- * Not available as no comparative figure was prepared for our Company's consolidated statements of financial position as at 30 November 2024.

Further details on our historical financial information are set out in Section 12.1 of this Prospectus.

Operational Highlights

Revenue by business segment	FYE 2022		FYE 2023		FYE 2024		FPE 2024		FPE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Specialist consultant services	26,408	27.20	31,198	31.24	32,637	31.28	19,537	31.06	17,340	29.62
Healthcare support services ⁽¹⁾	66,272	68.26	66,498	66.60	69,893	66.99	42,266	67.19	40,168	68.61
Other services ⁽²⁾	4,408	4.54	2,155	2.16	1,805	1.73	1,101	1.75	1,039	1.77
	97,088	100.00	99,851	100.00	104,335	100.00	62,904	100.00	58,547	100.00

Notes:

- (1) Healthcare support services comprise facilities services, ward services, clinical support services, sale of medication and nursing care services.
- (2) Other services comprise general dental services and polyclinic services. Beginning March 2025, this segment will include medical laboratory services provided by RYM DX Lab.

3.11 DIVIDEND POLICY

We target a payout ratio up to 20% of our profit attributable to the owners of our Company for each financial year on a consolidated basis after taking into account working capital, maintenance capital and committed capital requirements of our Group. The declaration and payment of any dividend is subject to the confirmation of our Board as well as any applicable law, license conditions and contractual obligations and provided that such distribution will not be detrimental to our cash requirements, or any plans approved by our Board.

For FYEs 2022 to 2024, FPE 2025 and up to the LPD, our Group declared and paid the following dividends to shareholders of the respective subsidiaries:

	Audited				1 December 2024 up to LPD
	FYE 2022 RM'000	FYE 2023 RM'000	FYE 2024 RM'000	FPE 2025 RM'000	RM'000
Dividends declared and paid	16,033	12,000	12,000	-	5,000

RM5.00 million was declared on 5 December 2024 and paid on 10 December 2024. Subsequent to this and up to the LPD, no dividends were declared. Our Company does not intend to declare any dividends prior to the Listing. As at the LPD, there is no outstanding dividends declared but remained unpaid. Further details on our dividend policy are set out in Section 12.16 of this Prospectus.

4. DETAILS OF OUR IPO

4.1 OPENING AND CLOSING OF APPLICATIONS

Application for our IPO Shares will open at 10.00 a.m. on 26 May 2025 and will remain open until 5.00 p.m. on 25 June 2025.

Late applications will not be accepted.

4.2 INDICATIVE TIMETABLE

The following events are intended to take place on the following indicative times and/or dates:

Event	Date
Opening of the application for our IPO	26 May 2025
Closing of the application for our IPO	25 June 2025
Balloting of Applications	30 June 2025
Allotment of IPO Shares to successful applicants	7 July 2025
Listing on the ACE Market	9 July 2025

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

4.3 PARTICULARS OF OUR IPO

4.3.1 Public Issue

The Public Issue of 272,599,800 Issue Shares, representing 25.00% of our enlarged issued share capital at the IPO Price will be made available for Application in the following manner:

(i) Malaysian Public

54,530,000 Issue Shares, representing 5.00% of our enlarged issued share capital, will be made available for application by the Malaysian Public, to be allocated via balloting process as follows:

- (a) 27,265,000 Issue Shares made available to public investors; and
- (b) 27,265,000 Issue Shares made available to Bumiputera public investors.

(ii) Pink Form Allocations

43,624,000 Issue Shares, representing 4.00% of our enlarged issued share capital, will be made available for application by our eligible Directors, employees, as well as persons contributed to the success of our Group under the Pink Form Allocations.

	No. of Eligible Persons	No. of Issue Shares allocated
Our eligible Directors	5	2,130,000
Our eligible employees	68	14,747,900
Persons contributed to the success of our Group	149	26,746,100
	222	43,624,000

4. DETAILS OF OUR IPO (CONT'D)

(a) Eligible Directors

The criteria for allocation to our eligible Directors are based on their anticipated contribution to our Group. Dato' Dr Lim (our Deputy Executive Chairman) and Dato' Lee (our Managing Director) have opted not to participate in the Pink Form Allocations as they are our substantial shareholders and are undertaking the Offer for Sale by virtue of their interests in LKH Holdings as well as Offer for Sale by Dato' Lee.

Details of the proposed allocation to our other Directors are as follows:

Name	Designation	No. of Issue Shares allocated
Duli Yang Teramat Mulia Raja Puan Muda Kedah Che Puan Muda Zaheeda Binti Mohamad Ariff	Independent Non-Executive Chairperson	250,000
Chan Chee Woei	Independent Non-Executive Director	250,000
Koay Kah Ee	Independent Non-Executive Director	250,000
Yeong Siew Lee	Independent Non-Executive Director	250,000
Lee Yong Qian	Alternate Director to Dato' Lee / Strategic Director	1,130,000
		2,130,000

(b) Eligible employees

The Issue Shares will be allocated to eligible employees of our Group based on the following criteria as approved by our Board:

- (1) the eligible employee must be a full time and confirmed employee of our Group;
- (2) the eligible employee must be on our Group's payroll;
- (3) seniority and position;
- (4) length of service;
- (5) past performance and respective contribution made to our Group; and
- (6) the eligible employee must be at least 18 years of age.

4. DETAILS OF OUR IPO (CONT'D)

Datin Dr Lim Hui Ling (our Medical Director) has opted not to participate in the Pink Form Allocations as her husband, Dato' Lim Tze Chou intends to subscribe for 2,260,000 Issue Shares under the Pink Form Allocations. Included in the allocation to our eligible employees are the proposed allocation to the Key Senior Management as set out below:

<u>Name</u>	<u>Designation</u>	<u>No. of Issue Shares allocated</u>
Dato' Dr Lim Tze Chou	Clinical Director	2,260,000
Dr Lim Tze Chwen	Head of Clinical Services	450,000
Lee Geik Peng	Director of Allied Health Services and Purchasing Manager	2,260,000
Lee Ling Hui	General Manager cum Safety and Health Officer and Laser Safety Officer	2,260,000
Yap Chee Yoong	Financial Controller	1,130,000
		8,360,000

- (c) Persons who have contributed to the success of our Group

The Issue Shares will be allocated to persons who have contributed to the success of our Group are based on, amongst others, their length of business relationship with our Group, the nature and terms of their business relationship with us and the level of contribution and support to the success of our Group. The persons who have contributed to our success may include, amongst others, our customers, suppliers and business associates.

(iii) Private placement to selected Bumiputera investors approved by the MITI

136,325,000 Issue Shares, representing 12.50% of our enlarged issued share capital, will be made available by way of private placement to selected Bumiputera investors approved by the MITI.

(iv) Private placement to selected investors

38,120,800 Issue Shares, representing 3.50% of our enlarged issued share capital, will be made available by way of private placement to selected investors.

As at the LPD, save as disclosed above, to the extent known to our Company:

- (a) there are no substantial shareholders, Directors or key senior management of our Company who have indicated to our Company that they intend to subscribe for the IPO Shares; and
- (b) there are no person(s) who have indicated to our Company that they intend to subscribe for more than 5.0% of the IPO Shares.

4.3.2 Offer for Sale

The 32,718,000 Offer Shares, representing 3.00% of our enlarged issued share capital, are offered by our Selling Shareholders to selected investors by way of private placement at our IPO Price. Our Offer for Sale is subject to the terms and conditions of this Prospectus.

4. DETAILS OF OUR IPO (CONT'D)

The details of our Selling Shareholders are as follows:

Name	Address	Nature of relationship with our Group	As at the LPD / Before our IPO		Shares offered pursuant to the Offer for Sale			After the Offer for Sale and our IPO	
			No. of Shares	(1)%	No. of Shares	(1)% of existing issued share capital	(2)% of enlarged issued share capital	No. of Shares	(2)%
LKH Holdings	No. 28, First Floor Jalan Putra 05100 Alor Setar Kedah	Promoter, Specified Shareholder, and substantial shareholder	631,542,300	77.20	27,265,000	3.33	2.50	604,277,300	55.41
Dato' Lee	B-11-06, Amansuri Residences Lebuhraya Darulaman Kompleks Alor Setar 05100 Alor Setar Kedah	Promoter, Specified Shareholder, substantial shareholder and Managing Director	162,757,900	19.90	5,453,000	0.67	0.50	157,304,900	14.42

Notes:

(1) Based on our issued share capital of 818,000,200 Shares before our IPO

(2) Based on enlarged issued share capital of 1,090,600,000 Shares after our IPO.

Further details of our Selling Shareholders, which are also our Promoters are set out in Section 5.1.2(i) of this Prospectus.

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

4.3.3 Clawback and reallocation of our IPO Shares

Our IPO Shares shall be subject to the following clawback and reallocation provisions:

(i) Malaysian Public via balloting

If our Issue Shares allocated to the Bumiputera Malaysian Public are under-subscribed, such Issue Shares will be made available to the other Malaysian Public. Likewise, in the event that any Issue Shares allocated to the other Malaysian Public are under-subscribed, such Issue Shares will be made available to the Bumiputera Malaysian Public.

In the event that there are Issue Shares which are not subscribed by the Malaysian Public, the remaining portion unsubscribed will be made available for application and offered to the selected investors.

Any further Issue Shares which are not subscribed after being allocated and offered to the selected investors shall be underwritten by our Underwriter in accordance with the salient terms of the Underwriting Agreement.

(ii) Eligible Persons

Any Issue Shares under Pink Form Allocations which are not subscribed by any of the Eligible Persons shall be re-offered to our Group's other Eligible Persons before being re-allocated to the Malaysian Public and/or to the selected investors by way of private placement.

Thereafter, any remaining Issue Shares under the Pink Form Allocations which are not subscribed for shall be underwritten by our Underwriter in accordance with the terms of the Underwriting Agreement.

(iii) Private placement to selected investors

In the event of under-subscription of the IPO Shares in respect of the allocation by way of private placement to the selected investors, the remaining unsubscribed portion will be clawed back and reallocated to the Malaysian Public.

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

In the event of under-subscription of the Issue Shares in respect of the allocation by way of private placement to Bumiputera investors approved by the MITI ("**MITI Tranche**"), the unsubscribed Issue Shares under the MITI Tranche shall firstly be reallocated to the over-subscribed portion of the Bumiputera Malaysian public, if any. Any unsubscribed portion after the re-allocation shall be made available for Application by the non-Bumiputera Malaysian Public and/or other investors under the private placement to selected investors.

The clawback and reallocation provisions will not apply in the event that there is an over-subscription in all of the allocations of our IPO Shares at the closing date of our IPO. The allocation of our IPO Shares shall be in 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. The number of Issue Shares offered under the Public Issue will not be increased via any over-allotment of "greenshoe" option.

4. DETAILS OF OUR IPO (CONT'D)

4.4 BASIS OF ARRIVING AT THE IPO PRICE

Our Directors and Malacca Securities, as the Principal Adviser, Sponsor, Underwriter and Joint Placement Agent, had determined and agreed upon the IPO Price after taking into consideration the following factors:

(i) Financial and operating history

Based on the audited consolidated statements of profit or loss and other comprehensive income of our Group for the FYE 30 April 2024, we recorded a PAT of RM15.02 million, representing:

- (a) EPS of 1.84 sen (based on the issued share capital of 818,000,200 Shares before our IPO). This EPS translates into a PE Multiple of 11.96 times based on the IPO Price; and
- (b) EPS of 1.38 sen (based on our enlarged issued share capital of 1,090,600,000 Shares after our IPO). This EPS translates into a PE Multiple of 15.94 times based on the IPO Price.

Our detailed financial and operating history are set out in Sections 12 and 6 of this Prospectus.

(ii) Pro forma consolidated NA

Our pro forma consolidated NA per Share as at 30 November 2024 is RM0.13 based on our enlarged issued share capital of 1,090,600,000 Shares after our IPO and subsequent to the utilisation of proceeds raised from our Public Issue as set out in Section 4.10 of this Prospectus.

(iii) Business strategies and future plans

Our business strategies and future plans are set out in Section 7.13 of this Prospectus.

(iv) Competitive strengths and industry overview

Our competitive strengths as described in Section 7.12 of this Prospectus, and the industry overview as set out in the IMR Report in Section 8 of this Prospectus.

Prospective investors should note that the market price of our Shares upon Listing is subject to the vagaries of market forces and other uncertainties which may affect the market price of our Shares. Prospective investors should form your own views on the valuation of our IPO Shares and reasonableness of the bases used before deciding to invest in our IPO Shares. You are also reminded to carefully consider the risk factors as set out in Section 9 of this Prospectus.

[The rest of this page is intentionally left blank]

4. DETAILS OF OUR IPO (CONT'D)**4.5 SHARE CAPITAL**

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

	No. of Shares	RM
Issued share capital as at the date of this Prospectus	818,000,200	8,180,002
Shares to be issued pursuant to our Public Issue	272,599,800	59,971,956
Enlarged issued share capital upon Listing	1,090,600,000	68,151,958
 IPO Price		 0.22
 Offer for Sale ⁽¹⁾	 32,718,000	 7,197,960
 Market capitalisation upon Listing ⁽²⁾		 239,932,000

Notes:

- (1) Our Offer for Sale will not have any effect on our share capital.
- (2) Based on our IPO Price and our enlarged number of shares upon Listing.

As at the date of this Prospectus, we have only 1 class of shares, being ordinary shares, all of which rank equally with each other. Our IPO Shares will, upon allotment and issue, rank equally in all respects with our existing Shares in issue, including voting rights and rights to all dividends and distributions that may be declared subsequent to the date of allotment of our IPO Shares.

Subject to any special rights attaching to any Shares which may be issued by us in the future, our shareholders shall, in proportion to the amount of Shares held by them, be entitled to share in the whole of the profits paid out by us as dividends and other distributions and any surplus if our Company is liquidated in accordance with our Constitution and provisions of the Act.

Each of our shareholders shall be entitled to vote at any of our general meetings in person, or by proxy or by attorney or by other duly authorised representative. Every shareholder present in person or by proxy or by attorney or by other duly authorised representative shall have 1 vote for each Share held.

4.6 DILUTION

Dilution is computed as the difference between the IPO Price to be paid by investors for our IPO Shares and our pro forma consolidated NA per Share after our IPO and it is illustrated as follows:

	RM
IPO Price	0.22
Pro forma consolidated NA per Share as at 30 November 2024 after adjustment for material subsequent events but before our Public Issue	0.11
Pro forma consolidated NA per Share after adjustment for material subsequent events, Public Issue and utilisation of proceeds	0.13
Increase in the pro forma consolidated NA per Share attributable to existing shareholders	0.02
(Decrease) in the pro forma consolidated NA per Share to our new investors	(0.09)
(Decrease) in the pro forma consolidated NA per Share as a percentage of our IPO Price	(40.91%)

4. DETAILS OF OUR IPO (CONT'D)

Save as disclosed below, there has been no acquisition of any of our Shares by our Promoters, substantial shareholders, Directors 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 for the past 3 years up to the date of this Prospectus:

Promoters and substantial shareholders	No. of Shares held before IPO	Total consideration (RM)	Effective cash cost per Share (RM)
LKH Holdings	631,542,300	6,315,423	0.01
Dato' Lee	162,757,900	1,627,579	0.01

4.7 OBJECTIVES OF OUR IPO

The objectives of our IPO are as follows:

- (i) To provide an opportunity for the Malaysian Public, our eligible Directors, employees and persons contributed to the success of our Group to participate in our equity;
- (ii) To enable our Group to raise funds for the purposes specified in Section 4.10 of this Prospectus;
- (iii) To enable us to tap into the equity capital market for future fund raising and to provide us the financial flexibility to pursue future growth opportunities as and when they arise; and
- (iv) To gain recognition through our listing status which will enhance our Group's reputation in the marketing of our services and to retain and attract new, skilled employees in the industry.

4.8 UNDERWRITING COMMISSION, BROKERAGE AND PLACEMENT FEES

4.8.1 Underwriting commission

Our Underwriter has agreed to underwrite 54,530,000 Issue Shares which are available for application by the Malaysian Public and 43,624,000 Issue Shares made available to Eligible Persons as set out in Sections 4.3.1(i) and 4.3.1(ii) of this Prospectus. We will pay our Underwriter an underwriting commission at the rate of 2.00% of the total value of the underwritten Shares based on the IPO Price.

4.8.2 Brokerage fee

We will pay the brokerage rate of 1.00% on the IPO Price in respect of all successful Applications bearing the stamp of either Malacca Securities, the participating organisations of Bursa Securities, members of the Association of Banks in Malaysia, members of the Malaysian Investment Banking Association or the Issuing House.

4. DETAILS OF OUR IPO (CONT'D)

4.8.3 Placement fee

Our Joint Placement Agents has agreed to place out 174,445,800 Issue Shares to be issued to selected Bumiputera investors approved by the MITI and selected investors as well as 32,718,000 Offer Shares to be offered to selected investors as set out in Sections 4.3.1(iii), 4.3.1(iv) and 4.3.2 of this Prospectus.

We will pay our Joint Placement Agents a placement fee of up to 2.00% of the value of Issue Shares placed out by our Joint Placement Agents.

The placement fee of up to 2.00% of the value of Offer Shares placed out by our Joint Placement Agents will be borne entirely by our Selling Shareholders.

4.9 SALIENT TERMS OF THE UNDERWRITING AGREEMENT

On 7 May 2025, we had entered into the Underwriting Agreement with our Underwriter to underwrite 98,154,000 Issue Shares, upon the terms and subject to the conditions as set out in the Underwriting Agreement.

The salient terms of the Underwriting Agreement are as follows:

Conditions precedent

- (i) The obligations of the Underwriter under this Agreement are conditional upon:
 - (a) The acceptance of the Listing and the clearance of registrable Prospectus from Bursa Securities and the lodgment of registrable Prospectus with the CCM, respectively together with copies of all documents required under Section 154 of the Act prior to the issuance of the Prospectus to the public;
 - (b) The issuance of the Prospectus (including all procedures, requirements, letters and documents) required under Section 154 of the Act to the public within 3 months from the date thereof or such extension as consented by our Underwriter;
 - (c) There having been, as at any time thereafter up to and including the Closing Date, no material adverse change, or any development involving a prospective material adverse change, in the condition, financial or otherwise of our Group (which in the reasonable opinion of our Underwriter is or will be material in the context of the issue of the Issue Shares) from that set forth in the Prospectus, nor the occurrence of any event nor the discovery of any fact rendering inaccurate, untrue or incorrect to an extent which is or will be material in any of the representations, warranties and undertakings contained in the Underwriting Agreement, if they are repeated on and as of the Closing Date;
 - (d) The issue, offer and subscription of the Issue Shares in accordance with the provisions thereof and the Prospectus not being prohibited by any statute, order, rule, regulation, directive or guideline (whether or not having the force of law) promulgated or issued by any legislative, executive or regulatory body or authority of Malaysia (including Bursa Securities);
 - (e) All necessary approvals and consents required in relation to the Public Issue including but not limited to governmental approvals having been obtained and are in full force and effect;
 - (f) Our Underwriter having been satisfied that arrangements have been made by our Company to ensure payment of the expenses referred to in the Underwriting Agreement;

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

- (g) The delivery to our Underwriter prior to the date of registration of the Prospectus of
 - (i) a copy certified as a true copy by an authorised officer of our Company of all the resolutions of our Directors and our shareholders in general meeting approving the Underwriting Agreement, the Prospectus, the Public Issue and authorising the execution of the Underwriting Agreement and the issuance of the Prospectus; (ii) a certificate dated the date of the Prospectus signed by duly authorised officers of our Company stating that, after having made all reasonable enquiries, there has been no such change, development or occurrence as referred to in Paragraph (i)(c) above;
- (h) The delivery to our Underwriter on the Closing Date of Application of such reports and confirmations dated the Closing Date of Application from our Board as our Underwriter may reasonably require to ascertain that there is no material change subsequent to the date of the Underwriting Agreement that will adversely affect the performance or financial position of our Group nor the occurrence of any event rendering, untrue or incorrect, to a material extent any representations and/or warranties contained in the Underwriting Agreement as though they have been given and/or made on such date; and
- (i) Our Underwriter being satisfied that our Company will, following completion of the Public Issue be admitted to the official list and its issued and paid-up share capital listed and quoted on the ACE Market without undue delay.

(collectively, the “**Conditions Precedent**”)

- (ii) In the event any of the Conditions Precedent are not satisfied by the Closing Date, our Underwriter shall thereupon be entitled but not bound to terminate the Underwriting Agreement by notice given to our Company not later than 3 Market Days after the Closing Date and upon such termination our Company and our Underwriter shall be released and discharged from their obligations save for our Company’s obligations pursuant to the Underwriting Agreement and none of the parties shall have a claim against the other save for antecedent breaches by our Company and claims arising therefrom. Each party shall in such event return any and all monies paid to the other under the Underwriting Agreement within 72 hours of the receipt of such notice (except for monies paid by our Company for the payment of the expenses as provided in the Underwriting Agreement). Our Underwriter reserves the right to waive or modify any of the conditions aforesaid and such waiver or modification shall not prejudice our Underwriter’s rights under the Underwriting Agreement.

Termination

- (iii) Notwithstanding anything herein contained, our Underwriter may by notice in writing to our Company given at any time on or before the allotment and issuance of the Issue Shares, terminate and cancel and withdraw its commitment to underwrite the Underwritten Shares if:
 - (a) There is any breach by our Company of any of the representations, warranties or undertakings, which is not capable of remedy or, if capable of remedy, is not remedied within such number of days as stipulated within the notice after notice of such breach shall be given to our Company, or by the Closing Date, whichever is earlier, or withholding of information of a material nature from our Underwriter, which is required to be disclosed pursuant to the Underwriting Agreement which, in the opinion of our Underwriter, would have or can reasonably be expected to have, a material adverse effect on the business or operations of our Group, the success of the Public Issue, or the distribution of the Issue Shares; or

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

- (b) There is withholding of information of a material nature from our Underwriter, which, if capable of remedy, is not remedied within such number of days as stipulated within the notice after notice of such breach shall be given to our Company, which, in the opinion of our Underwriter, would have or can reasonably be expected to have, a material adverse effect on the business or operations of our Group and the success of the Public Issue, or the distribution of the Issue Shares; or
- (c) There shall have occurred, happened or come into effect in the opinion of our Underwriter any material and/or adverse change to the business or financial condition of our Group; or
- (d) There shall have occurred, happened or come into effect any of the following circumstances:
 - (aa) any material change, or any development involving a prospective change, in national or international monetary, financial, economic or political conditions (including but not limited to conditions on the stock market, in Malaysia or overseas, foreign exchange market or money market or with regard to inter-bank offer or interest rates both in Malaysia and overseas) or foreign exchange controls or the occurrence of any combination of any of the foregoing; or
 - (bb) any change in law, regulation, directive, policy or ruling in any jurisdiction or any event or series of events beyond the reasonable control of our Company and/or our Underwriter (including without limitation, acts of God, acts of terrorism, strikes, lock-outs, fire, explosion, flooding, civil commotion, sabotage, acts of war or accidents); which, (in the reasonable opinion of our Underwriter), would have or can reasonably be expected to have, a material adverse effect on and/or materially prejudice the business or the operations of our Group and the success of the Public Issue, or the distribution of our Issue Shares, or which has or is likely to have the effect of making any material part of the Underwriting Agreement incapable of performance in accordance with its terms; or
 - (cc) the FTSE Bursa Malaysia KLCI Index ("**Index**") is, at the close of normal trading on Bursa Securities, on any Market Day:
 - (aaa) on or after the date of the Underwriting Agreement; and
 - (bbb) prior to the allotment of the Issue Shares,
 - lower than 80% of the level of the Index at the last close of normal trading on the relevant exchange on the Market Day immediately prior to such date and remains at or below that level for at least 3 market days; or
 - (dd) in the event of national disorder, outbreak of war or the declaration of a state of national emergency; or
- (e) There is failure on the part of our Company to perform any of their respective obligations herein contained; or
- (f) Any matter which arose immediately before the date of the Prospectus would have constituted a material and adverse omission in the context of the Public Issue; or
- (g) Any event, act or omission which gives or is likely to give rise to any liability which will have a material and adverse effect on our Company pursuant to the indemnities contained under the Underwriting Agreement.

4. DETAILS OF OUR IPO (CONT'D)

- (iv) Upon such notice(s) being given, our Underwriter shall be released and discharged of its obligations without prejudice to its rights whereby the Underwriting Agreement shall be of no further force or effect and no Party shall be under any liability to any other in respect of the Underwriting Agreement, except that our Company shall remain liable in respect of our obligations and liabilities for the payment of the costs and expenses already incurred prior to or in connection with such termination, for the payment of any taxes, duties or levies or such outstanding fees, and for any antecedent breach, and our undertaking to indemnify our Underwriter.

4.10 UTILISATION OF PROCEEDS

The total gross proceeds from the Public Issue will amount to RM59.97 million based on the IPO Price. We expect the proceeds to be used in the following manner:

Purposes	Notes	RM'000	%	Estimated timeframe for utilisation from the Listing date
Repayment of bank borrowings to be drawn for PMC Kulim	(1)	50,000	83.37	36 months
Acquisition of equipment for PMC	(2)	5,272	8.79	36 months
Estimated expenses	(3)	4,700	7.84	1 month
Total		59,972	100.00	

The current allocated utilisation is based on the respective estimated costs as at the LPD. Hence, if the allocated proceeds are insufficient to fund the final amount, we will fund the shortfall from our internally generated funds. Similarly, any surplus from the allocated proceeds will be used for repayment of bank borrowings to be drawn for PMC Kulim. Pending the utilisation of the proceeds raised from our Public Issue, the proceeds will be placed in interest-bearing deposits or money market instruments with licensed financial institutions.

Notes:

- (1) Repayment of bank borrowings to be drawn for PMC Kulim

PMC Kulim will be constructed on a piece of land located in Kulim, Kedah measuring approximately 141,534 sq ft (which was purchased in August 2019). It will be equipped with a range of facilities and equipment, as well as house a range of healthcare professionals and other personnel to facilitate our provision of specialist consultant services and healthcare support services.

The total cost for the construction of our PMC Kulim is estimated at RM193.00 million, to be funded via bank borrowings secured of RM166.00 million and internally generated funds of RM27.00 million. We intend to utilise RM50.00 million from our IPO proceeds for the repayment of the bank borrowings to be drawn for the construction of our PMC Kulim.

Details are set out below:

	Estimated cost
	RM'000
PMC Kulim	
Groundworks (site clearance and earthwork)	26,102
Construction of private medical centre and commercial building	90,726
Mechanical and electrical	64,620
Professional fees	6,000
Landscape, beautification works, façade and internal signages	5,552
Total	193,000

4. DETAILS OF OUR IPO (CONT'D)

Further to the cost for the construction of PMC Kulim of RM193.00 million, we expect to incur other expenses in relation to operations estimated at RM61.25 million, which will be funded via internally generated funds, bank borrowings and/or hire purchase arrangements to be secured. Kindly refer to Section 7.13.1 of this Prospectus for further details.

The indicative timeline for the construction and commencement of operations of our PMC Kulim is as follows:

Timeline	Details
August 2019	<ul style="list-style-type: none"> Conducted a feasibility study on the proposed development of private hospital in Kulim and submitted the same to MOH
December 2020	<ul style="list-style-type: none"> MOH approved the application to build PMC Kulim i.e. the pre-establishment zoning approval
February 2022	<ul style="list-style-type: none"> Kulim Municipal Council approved building plan to construct PMC Kulim
4 th quarter of 2023	<ul style="list-style-type: none"> Commencement of site clearance
4 th quarter of 2024	<ul style="list-style-type: none"> Commencement of earthwork
2 nd quarter of 2025	<ul style="list-style-type: none"> Commencement of buildings construction
3 th quarter of 2027	<ul style="list-style-type: none"> Completion of construction and pre-operation processes (e.g. installation of medical equipment, furniture and fittings, hiring of staff, compliance with MOH audits, obtaining the necessary licenses and permits such as hospital license, fire certificate, certificate of completion and compliance, signboard license, business premise license for businesses operating from the mixed development as well as registration of the hotel as an accommodation premise)
1 st quarter of 2028	<ul style="list-style-type: none"> Commencement of operations

Our Group plans to allocate RM50.00 million or 83.37% from our IPO proceeds for the repayment of bank borrowings to be drawn for PMC Kulim. Details which are as set out as follows:

Bank / Banking facility	Effective rate	Maturity date	Facility limit RM'000	Amount drawn as at LPD RM'000	Amount to be drawn RM'000	Amount to be repaid from IPO proceeds RM'000
Hong Leong Islamic Bank Berhad / Term loans	Islamic cost of fund + 1.15%	276 months from first drawdown date	166,000	3,430	162,570	50,000

As at the LPD, RM3.43 million of the bank borrowings have been drawn. Assuming full draw down of the loan, the repayment of bank borrowings for RM50.00 million is expected to result in a reduction of financing cost of approximately RM2.74 million per annum (based on the effective rate as at the LPD). However, the actual reduction of financing cost may vary depending on the then applicable prevailing Islamic cost of fund of the bank. The repayment of bank borrowings will improve the cash flow position of our Group. Assuming the full draw down of bank borrowings for PMC Kulim and repayment of bank borrowings RM50.00 million, our pro forma gearing ratio is expected to increase to 0.92 times (after the Public Issue and the utilisation of proceeds).

Pending utilisation, the proceeds will be placed in interest-bearing deposits or money market instruments with licensed financial institutions which will generate interest income to our Group.

4. DETAILS OF OUR IPO (CONT'D)**(2) Acquisition of equipment for PMC**

Our Group plans to allocate RM5.27 million or 8.79% from our IPO proceeds for the acquisition of equipment to be placed at PMC. The total cost for the acquisition of equipment for PMC (based on respective vendor's quotations) are RM5.33 million of which RM5.27 million will be funded via IPO proceeds and remaining RM0.06 million will be funded via internally generated funds.

We intend to acquire the following equipment:

	Note	Quantity Unit	Estimated cost RM'000
Automated continuous random access integrated system of clinical chemistry analyser and immunoassay analyser	(i)	1	1,925
Mammography system	(ii)	1	1,000
PACS	(iii)	1	900
Solar panel for carpark	(iv)	486	1,500
			5,325

Notes:

- (i) As at the LPD, we have 1 existing automated clinical chemistry analyser and immunoassay analyser. With the new upgraded automated clinical chemistry analyser and an immunoassay analyser, we will be able to enhance the operational efficiency of our medical laboratory services in terms of capacity, as the duration of each test conducted will decrease, allowing for more tests to be conducted within a given period.
- (ii) As at the LPD, we have 1 existing mammography system. This system is a medical imaging technology that utilises X-ray to generate images of breast tissues. With the upgraded mammography system, we will be able to capture higher resolution and higher quality images, thereby assisting our specialist consultants in the analysis and diagnostic process.
- (iii) As at the LPD, our PMC's radiology department has a PACS installed. The upgraded PACS will enable the storage and management of higher resolution and higher quality images captured by our radiology equipment. Therefore, our specialist consultants will be able to conduct better analysis and diagnosis based on the higher resolution and higher quality images.
- (iv) As at the LPD, we have multiple units of solar panels installed at PMC. These panels have a combined power generation capacity of 425kW. However, the effective power generation capacities of solar panels decrease over time. As such, we intend to progressively replace these solar panels over the next 36 months and to eventually increase the combined power generation capacity to 625kW.

In addition to reducing our PMC's utilities consumption (i.e. electricity), we will also potentially achieve higher cost efficiency, whereby we estimate a cost saving of RM0.28 million per annum, subsequent to the replacement of all our existing solar panels.

4. DETAILS OF OUR IPO (CONT'D)**(3) Estimated expenses**

An amount of RM4.70 million or 7.84% from our IPO proceeds is allocated to meet the estimated cost of our Listing. The following summarises the estimated expenses incidental to our Listing to be borne by us:

Details	RM'000
Professional fees ⁽ⁱ⁾	2,698
Underwriting, placement and brokerage fees	1,529
Fees payable to the authorities	99
Printing, advertising fees and contingencies ⁽ⁱⁱ⁾	374
Total	4,700

Notes:

- (i) Includes advisory fees for, amongst others, our Principal Adviser, solicitors, reporting accountants, independent market researcher and issuing house.
- (ii) Other incidental or related expenses in connection with our IPO.

The Offer for Sale will raise gross proceeds of approximately RM7.18 million which will accrue entirely to our Selling Shareholders. The Selling Shareholders shall bear all of the expenses in relation to the Offer for Sale, the aggregate of which is estimated to be approximately RM0.14 million.

[The rest of this page is intentionally left blank]

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

5.1 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

5.1.1 Shareholdings

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

Name	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								
LKH Holdings / Malaysia	631,542,300	77.20	-	-	604,277,300	55.41	-	-
Dato' Dr Lim / Malaysian	-	-	(3)631,542,300	77.20	-	-	(3)604,277,300	55.41
Dato' Lee / Malaysian	162,757,900	19.90	(3)631,542,300	77.20	157,304,900	14.42	(3)604,277,300	55.41

Notes:

- (1) Based on our issued share capital of 818,000,200 Shares before our IPO.
- (2) Based on enlarged issued share capital of 1,090,600,000 Shares after our IPO.
- (3) Deemed interested by virtue of their shareholdings in LKH Holdings.

Save for our Promoters and substantial shareholders above, there are no other persons who are able to, directly or indirectly, jointly or severally, exercise control over our Company. As at LPD, our Promoters and substantial shareholders have the same voting rights as the other shareholders of our Company and there is no arrangement between the Company and its shareholders with any third parties, the operation of which may, at a subsequent date, result in the change in control of the Company.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**5.1.2 Profiles**

The profiles of our Promoters and substantial shareholders are as follows:

(i) LKH Holdings

Promoter, Specified Shareholder and substantial shareholder

LKH Holdings was incorporated as a private limited company under the Companies Act 1965 on 10 July 1999 and deemed registered under the Act. The principal activity of LKH Holdings include the property construction for own operation and investment holding of shares in companies. As at the LPD, LKH Holdings is involved in the construction of a 5-storey commercial retail space with offices in Kulim, Kedah.

As at the LPD, LKH Holdings has a share capital of RM1,056,100.00 comprising 1,006,100 ordinary shares. As at the LPD, the directors/shareholders and their respective shareholdings in LKH Holdings are as follows:

Name	Nationality	Direct		Indirect	
		No. of shares	%	No. of shares	%
Dato' Dr Lim	Malaysian	492,989	49.00	-	-
Dato' Lee	Malaysian	513,111	51.00	-	-

(ii) Dato' Dr Lim

Promoter, substantial shareholder and Deputy Executive Chairman

Dato' Dr Lim, a Malaysian, aged 73, is our Promoter, substantial shareholder and Deputy Executive Chairman. He was appointed to our Board on 18 December 2000. He is responsible for overseeing the overall management of our Group's medical practices, ensuring their alignment with our Group's business strategies and direction.

In 1981, he graduated with Degree of Bachelor of Medicine from the Kaohsiung Medical College, Taiwan. He returned to Malaysia and completed the qualifying examination at the University of Malaya in the same year. In 1987, he was registered as a medical practitioner with the Malaysian Medical Council. He is a life member of Malaysian Medical Association since April 2002.

He started working as a House Officer at Hospital Besar Alor Setar, Kedah in 1984. Upon completing his housemanship in 1986, he worked as a Medical Officer at Hospital Daerah Sungai Petani, Kedah. In 1991, he left Hospital Daerah Sungai Petani and set up Pusat Lim & Yu, a private clinic in Alor Setar, Kedah, where he continued his professional career as a medical practitioner.

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

In 1995, he expanded his business to venture into the establishment of PMC. He held the position of Managing Director of PMC from July 1995 to January 2023. During his tenure, he was responsible for strategic planning, day-to-day operation management, and the implementation and compliance of healthcare policies to maintain high standards of patient care, thereby contributing to the efficient functioning of PMC. Concurrently, he continued to actively practice as a medical practitioner within PMC, seamlessly integrating his hands-on medical expertise with his administrative responsibilities. Thereafter, he was re-designated as a Director between January 2023 to August 2024 and subsequently held the position of Deputy Executive Chairman in September 2024 where he assumed his current responsibilities. As at the LPD, he is a medical officer in PMC.

He is the father of Dato' Dr Lim Tze Chou and Dr Lim Tze Chwen, and father-in-law of Datin Dr Lim Hui Ling.

Details of his involvements in other companies outside of our Group are set out in Section 5.2.3(i) of this Prospectus.

(iii) Dato' Lee

Promoter, Specified Shareholder, substantial shareholder and Managing Director

Dato' Lee, a Malaysian, aged 50, is our Promoter, Specified Shareholder, substantial shareholder and Managing Director. She was appointed to our Board on 17 October 2005. She is responsible for the overall management of our Group's operations, strategic planning and development of our business strategies and direction.

In 1997, she obtained a Diploma in Business Studies (Accounting) from Tunku Abdul Rahman College. In 2005, she graduated with a Master of Business Administration from the University of Southern Queensland, Australia. In 2006, she received a Certificate in Medical Law from the International Islamic University of Malaysia. In 2023, she obtained a Doctor of Living Arts from Riviera University, France.

While pursuing her Diploma studies on a part-time basis, she worked as an Administrative Assistant at Pusat Lim & Yu from October 1993 to June 1995. She was responsible for bookkeeping, maintaining patient records, and undertaking administrative tasks within the clinic. In July 1995, she joined PMC as a General Clerk on a part-time basis while continuing her studies. In August 2002, she was promoted to Evening Supervisor where she was responsible for monitoring and supervising the performance of evening shift staff. In February 2003, she was promoted to Finance Manager, where she was responsible for budgeting, managing accounts, financial reporting, and other financial matters of PMC. In December 2004, she was promoted to General Manager of the Administration Department, where she was responsible for the management and oversight of operations across various departments within PMC. In October 2008, she was promoted to Chief Executive Officer. Thereafter, she was promoted to Managing Director in January 2023 where she assumed her current responsibilities.

She is the mother of Lee Yong Qian. She is also the sister of Lee Geik Peng and Lee Ling Hui.

Details of her involvements in other companies outside of our Group are set out in Section 5.2.3(ii) of this Prospectus.

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

5.1.3 Changes in shareholdings

The changes in our Promoters and substantial shareholders' shareholdings since our incorporation are as follows:

Name	As at incorporation				Before our IPO				After our IPO			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(2)%	No. of Shares	(2)%
LKH Holdings	-	-	-	-	631,542,300	77.20	-	-	604,277,300	55.41	-	-
Dato' Dr Lim	1	50.00	-	-	-	-	(3)631,542,300	77.20	-	-	(3)604,277,300	55.41
Dato' Lee	-	-	-	-	162,757,900	19.90	(3)631,542,300	77.20	157,304,900	14.42	(3)604,277,300	55.41

Notes:

- (1) Based on our issued share capital of 818,000,200 Shares before our IPO.
- (2) Based on enlarged issued share capital of 1,090,600,000 Shares after our IPO.
- (3) Deemed interested by virtue of their shareholdings in LKH Holdings.

5.1.4 Remuneration and Benefits of our Substantial Shareholders

Save for the dividends declared and paid to our Promoters and substantial shareholders as disclosed below and the remuneration and benefits paid or proposed to be paid to our Promoters and substantial shareholder as disclosed in Section 5.2.4 of this Prospectus, there have been no other amounts or benefits that have been paid or intended to be paid to our Promoters and substantial shareholders within the 2 years preceding the date of this Prospectus and up to the LPD:

	Dividends declared and paid			
	FYE 2023	FYE 2024	FPE 2025	1 December 2024 up to the LPD
	RM'000	RM'000	RM'000	RM'000
LKH Holdings	9,265	9,265	-	3,860
Dato' Lee	2,388	2,388	-	995

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

5.2 DIRECTORS

5.2.1 Shareholdings

The direct and indirect shareholdings of our Directors in our Company before and after our IPO are as follows:

Director	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)%
Duli Teramat Raja Muda Che Puan Zaheeda Binti Mohamad Ariff	Yang Independent Executive Chairperson	Non-Malaysian	-	-	-	-	(4)250,000	0.02	-	-
Dato' Dr Lim	Deputy Executive Chairman	Malaysian	-	-	(3)631,542,300	77.20	-	-	(3)604,277,300	55.41
Dato' Lee	Managing Director	Malaysian	162,757,900	19.90	(3)631,542,300	77.20	157,304,900	14.42	(3)604,277,300	55.41
Chan Chee Woei	Independent Executive Director	Malaysian	-	-	-	-	(4)250,000	0.02	-	-
Koay Kah Ee	Independent Executive Director	Malaysian	-	-	-	-	(4)250,000	0.02	-	-
Yeong Siew Lee	Independent Executive Director	Malaysian	-	-	-	-	(4)250,000	0.02	-	-
Lee Yong Qian	Alternate Director to Dato' Lee / Strategic Director	Malaysian	-	-	-	-	(4)1,130,000	0.11	-	-

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

Notes:

- (1) Based on our issued share capital of 818,000,200 Shares before our IPO.
- (2) Based on enlarged issued share capital of 1,090,600,000 Shares after our IPO.
- (3) Deemed interested by virtue of their shareholdings in LKH Holdings.
- (4) Assuming that our Directors fully subscribe for their respective entitlements under the Pink Form Allocations.

5.2.2 Profiles

The profiles of our Directors, Dato' Dr Lim and Dato' Lee who are also our substantial shareholders are disclosed in Section 5.1.2 of this Prospectus.

The profiles of our other Directors are as follows:

(i) **Duli Yang Teramat Mulia Raja Puan Muda Kedah Che Puan Muda Zaheeda Binti Mohamad Ariff**

Independent Non-Executive Chairperson

Duli Yang Teramat Mulia Raja Puan Muda Kedah Che Puan Muda Zaheeda Binti Mohamad Ariff, a Malaysian, aged 54, is our Independent Non-Executive Chairperson. She was appointed to our Board on 16 September 2024.

In 1993, she graduated with a Bachelor of Law from the University of Wales, College of Cardiff, United Kingdom (now known as Cardiff University). In 1994, she obtained a Master of Laws (Commercial Law) from the University of Bristol, United Kingdom. She obtained a Certificate in Legal Practice in 1995. She is also an Associate Member of the Chartered Institute of Arbitrators (CI Arb) since 2000 and a member of the Institute of Corporate Directors Malaysia (ICDM) since 2023.

Upon returning from the United Kingdom, she worked at the Arab Malaysian Bank Berhad (now known as AmBank Berhad) as an Executive. After completing her examination for Certificate in Legal Practice, she joined Messrs. Azman Davidson & Co as a pupil and legal assistant from 1996 to 1999. Thereafter, she returned to the United Kingdom to work at Construction Contracts Consultants as a Non-Practising Barrister in 1999.

In May 2000, she returned to Malaysia and joined Malaysian Communications and Multimedia Commission as a Legal Executive where she was responsible for providing regulatory advice related to the Communications and Multimedia Act 1998. In September 2002, she left the Malaysian Communications and Multimedia Commission and joined Motorola Electronics Sdn Bhd in January 2003 as a commercial attorney where she was responsible for structuring, negotiating, preparing and managing commercial contracts related to global telecom solutions, until she left in July 2006.

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

In August 2006, she joined Digi Telecommunications Sdn Bhd as the Head of Contract Management Section where she was responsible for strategising, structuring, negotiating and drafting of various commercial contracts, and managing and supervising corporate governance procedures in procurement contracts. In December 2008, she left Digi Telecommunications Sdn Bhd and joined Indah Water Konsortium Sdn Bhd as the Head of Legal Department where she was responsible for overseeing the entire legal department of the company, provide legal and regulatory advice and ensure statutory compliance. She left Indah Water Konsortium Sdn Bhd in In December 2014.

In February 2015, she joined Pengurusan Air Selangor Sdn Bhd as the Head, Legal and Company Secretarial Department where she was responsible for overseeing the entire legal and company secretarial department, provide legal advice and guidance to the subsidiaries of the company to ensure statutory compliance. In January 2017, she also took on the additional role of Acting Head, Legal and Company Secretarial Department in Air Selangor Holdings Berhad (formerly known as Kumpulan Darul Ehsan Berhad). She left both the companies in February 2024.

In March 2024, she was appointed as an Independent Non-Executive Director at Oriental Interest Berhad (a company listed in Main Market of Bursa Securities).

Details of her involvements in other companies outside of our Group are set out in Section 5.2.3(iii) of this Prospectus.

(ii) Chan Chee Woei

Independent Non-Executive Director

Chan Chee Woei, a Malaysian, aged 52, is our Independent Non-Executive Director. He was appointed to our Board on 16 September 2024. He is the Chairman of our Nominating Committee and a member of our Audit and Risk Management Committee and Remuneration Committee.

In 1996, he graduated with a Bachelor of Laws (Honours) from the University of London, United Kingdom. He obtained a Certificate in Legal Practice in 1998. He has been an Advocate and Solicitor of the High Court of Malaya since 1999. In 2003, he obtained a Master of Laws at the University of Malaya.

In May 1998, he began his pupillage at Messrs. Cheah Poh Geh & Associates and completed it in February 1999. In April 1999, he joined Messrs. Yeap Wong and Partners as a Legal Assistant where he was involved in conveyancing practice. In April 2003, he left Messrs. Yeap Wong and Partners and joined Messrs. Tay & Helen Wong as a Legal Assistant where he mainly handles corporate, commercial, and conveyancing matters. In January 2006, he was promoted to Partner in Messrs. Tay & Helen Wong where he is responsible for leading the corporate department of the firm and primarily engaged in corporate, commercial and conveyancing works.

In September 2021, he founded Restart Superfoods Sdn Bhd, a company involved in the retail of health foods. He has been a director of the company since its incorporation.

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

In March 2025, he was appointed as a director of KC Malaysia 1 Sdn Bhd and Kasumigaseki Capital (Malaysia) Sdn Bhd.

Details of his involvements in other companies outside of our Group are set out in Section 5.2.3(iv) of this Prospectus.

(iii) Koay Kah Ee

Independent Non-Executive Director

Koay Kah Ee, a Malaysian, aged 66, is our Independent Non-Executive Director. He was appointed to our Board on 16 September 2024. He is the Chairman of our Audit and Risk Management Committee and a member of our Remuneration Committee and Nominating Committee.

In 1982, he obtained a Diploma in Commerce from Tunku Abdul Rahman College (now known as Tunku Abdul Rahman University of Management and Technology Malaysia). In 1997, he graduated with a Master of Business Administration from the University of Strathclyde, United Kingdom. He was admitted as an associate member and fellow member of Chartered Institute of Management Accountants, United Kingdom in 1985 and 1994 respectively. He has been a member of the Malaysian Institute of Accountants since 1987. Additionally, he has been a fellow member of the Australian Certified Practising Accountants since 2008 and the Chartered Global Management Accountant since January 2012.

In September 1982, he began his career as an Assistant Accountant at TNT Skypark International (M) Sdn Bhd where he was responsible for the monthly and quarterly financial reporting of the company. In November 1983, he left TNT Skypark International (M) Sdn Bhd and joined Felda Agricultural Services Sdn Bhd as an Accountant where he was responsible for overseeing the company's accounting and financial functions. He left Felda Agricultural Services Sdn Bhd in November 1988 and joined National Starch & Chemical (M) Sdn Bhd in December 1988 as Finance and Administration Manager where he was responsible for the company's accounting, finance, human resources, information technology and administrative functions.

In November 1994, he left National Starch & Chemical (M) Sdn Bhd to join Prestar Resources Berhad ("**Prestar**"), a company listed on the Main Market of Bursa Securities as its Group Finance Controller where he was responsible for the group's financial and administrative functions, including human resources, IT, legal, corporate governance, and risk management matters. In September 2008, he was promoted to the Group Financial Director of Prestar and he held this position until his resignation in December 2022.

Presently, he sits on the Board of JF Technology Berhad, a company listed on the Main Market of Bursa Securities, where he was appointed as an Independent Non-Executive Director in January 2008 and re-designated as a Senior Independent Non-Executive Director in October 2010. In October 2022, he was re-designated as a Non-Independent Non-Executive Director of JF Technology Berhad. In addition, he also sits on the Board of Tashin Holdings Berhad, a company listed on the ACE Market, where he was appointed as an Independent Non-Executive Director in April 2018.

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

Previously, he had also held directorships in several public listed companies in Malaysia. In November 2007, he was appointed as an Independent Non-Executive Director in Ajinomoto (Malaysia) Berhad, a company listed on the Main Market of Bursa Securities and was re-designated as Senior Independent Non-Executive Director in May 2013 until his resignation in March 2023. In October 2019, he was appointed as an Independent Non-Executive Director of Eksos Corporation Berhad, a company listed on the Main Market of Bursa Securities, until his resignation in October 2021.

Details of his involvements in other companies outside of our Group are set out in Section 5.2.3(v) of this Prospectus.

(iv) Yeong Siew Lee

Independent Non-Executive Director

Yeong Siew Lee, a Malaysian, aged 47, is our Independent Non-Executive Director. She was appointed to our Board on 16 September 2024. She is the Chairman of our Remuneration Committee and a member of our Audit and Risk Management Committee and Nominating Committee.

In 2001, she graduated with a Bachelor of Science (Honours) in Accounting and Finance from the University of Wales College (now known as University of Wales), United Kingdom. She was certified as a member of the Association of Chartered Certified Accountants in 2007. She is also certified as a chartered accountant and has been a member of the Malaysian Institute of Accountants since 2008.

In February 2003, she joined GHL System Bhd (“**GHL**”), a listed company on the Main Market of Bursa Securities as an Assistant Accountant where she assisted in accounting and financial matters of GHL. In July 2005, she was transferred to Mobilityone Sdn Bhd, the subsidiary of GHL and was promoted to Accounting Manager to assist in the adoption of a new accounting system and was responsible for its financial matters. In June 2006, she was transferred back to GHL and was promoted to Assistant General Manager where she was responsible for all financial management activities and ensuring compliance with government regulations. She left GHL in August 2009.

From September 2009 to August 2013, she was involved in the direct selling of health drink products known as “Healthy Strand”. From July 2010 to August 2010, she was working on a part time basis as a finance adviser of SMR HR Group Sdn Bhd where she advised the company on its financial and accounting matters. From August 2010 to April 2012, she took a career break and focused solely on direct selling. From April 2012 to November 2012, she was appointed as the Chief Financial Officer of Tanco Holdings Berhad (a company listed on the Main Market of Bursa Securities) where she was involved in the financial, accounting and administrative functions of the company. In September 2013, she joined Trend Thermal Windows & Doors Sdn Bhd as a Business Development Manager where she was responsible in formulating the business strategy and implementing the business plan for the company. She was promoted to Business Development Director in July 2022 where she continues to oversee the company’s global market expansion strategies.

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

Presently, she sits on the Board of several public listed companies in Malaysia, she was appointed as an Independent Non-Executive Director of Pekat Group Berhad, a company listed on the ACE Market since September 2020; an Independent Non-Executive Director of Appasia Berhad, a company listed on the ACE Market since June 2022; an Independent Non-Executive Director in Sinmah Capital Berhad, a company listed on the Main Market of Bursa Securities since July 2022; and an Independent Non-Executive Director in Binatat Communications Berhad, a company listed on the ACE Market since April 2024.

Previously, she had also held directorships in several public listed companies. In May 2010, she was an Independent Non-Executive Director in Asia Media Group Berhad, a company listed on the Main Market of Bursa Securities until her resignation in December 2018. In October 2013, she was appointed as an Independent Non-Executive Director in Bright Packaging Industry Berhad, a company listed on the Main Market of Bursa Securities until her resignation in January 2020. In August 2014, she was appointed as an Independent Non-Executive Director in Sersol Berhad, a company listed on the ACE Market until her resignation in August 2021. In February 2018, she was appointed as an Independent Non-Executive Director of TFP Solutions Berhad, a company listed on the Main Market of Bursa Securities, a position she held until her resignation in August 2024.

Details of her involvements in other companies outside of our Group are set out in Section 5.2.3(vi) of this Prospectus.

(v) Lee Yong Qian

Alternate Director to Dato' Lee / Strategic Director

Lee Yong Qian, a Malaysian, aged 26, is the Alternate Director to Dato' Lee and our Strategic Director. He is responsible for the corporate affairs, coordinate the sharing of information between the medical and non-medical departments as well as overseeing the preparation of corporate policies. He was appointed to our Board on 16 September 2024.

In 2022, he graduated with Bachelor of Arts with Major in Political Economy from the University of California, Berkeley, United States of America.

In July 2022, he started his career in M&A Securities Sdn Bhd ("**M&A**"), a wholly-owned subsidiary of M&A Equity Holdings Berhad, a company listed on the Main Market of Bursa Securities, as an intern. In October 2022, he was employed as an Executive in Corporate Finance department where he was responsible for researching and drafting relevant documents in connection to initial public offering exercises. In January 2024, he was promoted to Senior Executive and continued in that role until his resignation in March 2024.

In April 2024, he joined our Group as the Strategic Director where he assumed his current responsibilities. In October 2024, he enrolled in KPJ Healthcare University whereby he is pursuing a Master of Business Administration in Healthcare Management to deepen his understanding of the medical industry.

He is the son of Dato' Lee; nephew of Lee Geik Peng and Lee Ling Hui.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**5.2.3 Principal directorships and business activities of our Directors outside our Group for the past 5 years**

Save as disclosed below, as at LPD, none of our Directors have any principal business activities performed outside our Group (including principal directorships in the past 5 years preceding LPD):

(i) Dato' Dr Lim

	Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest	
						Direct (%)	Indirect (%)
<u>Present involvement</u>							
1.	LKH Holdings	Property construction for own operation and investment holding of shares in companies	Director / Shareholder	10 September 2002	-	49.00	-
2.	T&E Properties Sdn Bhd	Property investment	Director / Shareholder	10 June 2015	-	50.00	-
<u>Past involvement</u>							
1.	Seapulp Sdn Bhd	Dormant (Dissolved on 2 June 2020)	Director	6 October 1997	2 June 2020	-	-
2.	Megagrace Sdn Bhd	Rental of medical machineries and equipment, provision of radiography, x-ray, ultrasound scanner and other related services (Dissolved on 14 October 2020)	Director	2 September 2002	14 October 2020	-	-
3.	Seni Optima Sdn Bhd	Rental of all types of medical machineries and equipment (Dissolved on 2 June 2020)	Director	10 October 2002	2 June 2020	-	-

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

	Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest	
						Direct (%)	Indirect (%)
4.	Medipmc Sdn Bhd	Investment holding of share; provision of physiotherapy and occupational therapy services; retailer of pharmaceutical medical goods	Director	5 May 2003	18 January 2023	-	-
5.	Uniq Medical Sdn Bhd	Dormant. Dissolved on 10 March 2025.	Director / Shareholder	8 August 2022	10 March 2025	50.00	-
6.	PMCK Medical Sdn Bhd	Dormant. Dissolved on 10 March 2025.	Director / Shareholder	4 October 2022	10 March 2025	50.00	-
7.	Mazu Medical Sdn Bhd	Dormant. Dissolved on 6 March 2025.	Director	12 January 2023	6 March 2025	-	-

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

	Company / Sole Proprietor	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest	
						Direct (%)	Indirect (%)
<u>Present involvement</u>							
1.	SLGC Enterprise	Provision of sale of stationery, office supplies, reading materials, grocery items, sports equipment/clothes and laundry services as well as cleaning/washing areas and buildings	Sole proprietor	11 January 2000	-	100.00	-
2.	LKH Holdings	Property construction for own operation and investment holding of shares in companies	Director / Shareholder	10 September 2002	-	51.00	-
3.	T&E Properties Sdn Bhd	Property investment	Director / Shareholder	10 June 2015	-	50.00	-
4.	Grofast Engineering Sdn Bhd	Provision of engineering services, electrical wiring and other installation works	Director / Shareholder	4 February 2021	-	60.00	-
<u>Past involvement</u>							
1.	Seapulp Sdn Bhd	Dormant (Dissolved on 2 June 2020)	Director	17 October 2005	2 June 2020	-	-

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

	Company / Sole Proprietor	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest	
						Direct (%)	Indirect (%)
2.	Megagrace Sdn Bhd	Rental of medical machineries and equipment, provision of radiography, x-ray, ultrasound scanner and other related services (Dissolved on 14 October 2020)	Director	17 October 2005	14 October 2020	-	-
3.	Seni Optima Sdn Bhd	Rental of all types of medical machineries and equipment (Dissolved on 2 June 2020)	Director	17 October 2005	2 June 2020	-	-
4.	Medipmc Sdn Bhd	Investment holding of share; provision of physiotherapy and occupational therapy services; retailer of pharmaceutical medical goods	Director	30 November 2014	9 September 2024	-	-
5.	5Q Clean Sdn Bhd	General cleaning of laundrette (Dissolved on 10 October 2023)	Director / Shareholder	21 October 2019	15 November 2023	100.00	-
6.	Uniq Medical Sdn Bhd	Dormant. Dissolved on 10 March 2025.	Director / Shareholder	8 August 2022	10 March 2025	50.00	-
7.	PMCK Medical Sdn Bhd	Dormant. Dissolved on 10 March 2025.	Director / Shareholder	4 October 2022	10 March 2025	50.00	-
8.	Mazu Medical Sdn Bhd	Dormant. Dissolved on 6 March 2025.	Director	12 January 2023	6 March 2025	-	-

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**(iii) Duli Yang Teramat Mulia Raja Puan Muda Kedah Che Puan Muda Zaheeda Binti Mohamad Ariff**

	Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest	
						Direct (%)	Indirect (%)
<u>Present involvement</u>							
1.	Oriental Interest Berhad (a company listed on Main Market of Bursa Securities)	Investment holding of companies involved in commercial and residential property development, general construction and oil palm cultivation	Director	18 March 2024	-	-	-
2.	Serba Wangi Sdn Bhd	Processing of rice and wholesale of rice, sugar and vermicelli and provision transportation services	Director	2 April 2024	-	-	-
<u>Past involvement</u>							
1.	Perbadanan Urus Air Selangor Berhad (a subsidiary of Air Selangor Holdings Berhad)	Purification and distribution of water for water supply purposes	Director	15 October 2015	20 March 2024	-	-
2.	Syarikat Bekalan Air Selangor Sdn Bhd (a subsidiary of Air Selangor Holdings Berhad)	Supply and distribution of treated water within Selangor and the federal territories of Kuala Lumpur and Putrajaya and other water related services	Director	15 October 2015	20 March 2024	-	-

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

	Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest	
						Direct (%)	Indirect (%)
3.	Rangkai Aman Sdn Bhd (a subsidiary of Air Selangor Holdings Berhad)	Purification and distribution of water for water supply purposes (Dissolved on 12 August 2021)	Director	26 January 2016	12 August 2021	-	-
4.	Konsortium Abass Sdn Bhd (a subsidiary of Air Selangor Holdings Berhad)	Operating, maintenance, construction and commissioning of water treatment plant and facilities, sale of treated water and contract works relating to the water industry	Director	26 January 2016	8 February 2024	-	-
5.	Titisan Modal (M) Sdn Bhd (a subsidiary of Air Selangor Holdings Berhad)	Investment holding of companies	Director	26 January 2016	20 March 2024	-	-
6.	Konsortium Air Selangor Sdn Bhd (a subsidiary of Air Selangor Holdings Berhad)	Operations and maintenance of Sungai Labu Water Treatment Plant (Dissolved on 4 April 2024)	Director	11 March 2016	4 April 2024	-	-
7.	Application Service Provider Enterprise Sdn Bhd (a subsidiary of Air Selangor Holdings Berhad)	Provision of infrastructure for hosting, data processing services and related activities as well as property investment (Dissolved on 16 January 2024)	Director	15 December 2017	16 January 2024	-	-

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

	Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest	
						Direct (%)	Indirect (%)
8.	Lengkap Pertiwi Sdn Bhd	Dormant (Dissolved on 4 November 2023)	Director	15 December 2017	4 November 2023	-	-
9.	Laserwood Sdn Bhd	Property investment (Dissolved on 23 June 2022)	Director	15 December 2017	23 June 2022	-	-
10.	Syarikat Pengeluar Air Sungai Selangor Sdn Bhd (a subsidiary of Air Selangor Holdings Berhad)	Operation, maintenance, management, construction and undertaking the rehabilitation and refurbishment of dam and water treatment facilities of Sungai Selangor water supply scheme phase 1 and 3 and operation and maintenance of Sungai Tinggi and Sungai Selangor dams	Director	24 April 2019	8 February 2024	-	-
11.	AIS Small Hydro Sdn Bhd (a subsidiary of Air Selangor Holdings Berhad)	Installation and operation of non-electric solar energy collectors	Director	9 June 2020	15 February 2024	-	-
12.	Waxwood Sdn Bhd	Property investment (Dissolved on 4 November 2023)	Director	15 December 2017	-	-	-

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)
(iv) Chan Chee Woei

	Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest	
						Direct (%)	Indirect (%)
<u>Present involvement</u>							
1.	Restart Superfoods Sdn Bhd	Retail sale of health foods	Director / Shareholder	1 September 2021	-	100.00	-
2.	Tay & Helen Wong	Provision of legal services (law firm)	Partner	1 January 2006	-	40.00	-
3.	KC Malaysia 1 Sdn Bhd	Development and operation of cold refrigerated warehouse	Director	3 March 2025	-	-	-
4.	Kasumigaseki Capital (Malaysia) Sdn Bhd	Provision of warehouse development and asset management services as well as investment holding	Director	3 March 2025	-	-	-
<u>Past involvement</u>							
1.	Casco Creative Sdn Bhd	Provision of IT and software solutions (Dissolved on 4 September 2023)	Director	30 July 2021	4 September 2023	-	-
2.	Eva Solutions Group Sdn Bhd	Provision of customer service in the field of electromobility	Director	20 January 2022	16 September 2022	-	-
3.	Nikon Precision Malaysia Sdn Bhd	Maintenance and servicing of semiconductor systems, sale of used equipment	Director	6 January 2023	31 December 2023	-	-

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)
(v) Koay Kah Ee

Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest	
					Direct (%)	Indirect (%)
<u>Present involvement</u>						
1. JF Technology Berhad (a company listed on Main Market of Bursa Securities)	Investment holding of companies involved in supporting semiconductor industry with high performance test contacting solutions	Independent Non-Executive Director	18 January 2008	Re-designated on 21 October 2010	-	-
		Senior Independent Non-Executive Director	21 October 2010	Re-designated on 27 October 2022	-	-
		Non-Independent Non-Executive Director/Shareholder	27 October 2022	-	0.17	-
2. Tashin Holdings Berhad (a company listed on ACE Market)	Investment holding of companies involved in manufacturing of steel products, including the production of steel pipes and steel coils, and other steel materials	Independent Non-Executive Director/Shareholder	18 April 2018	-	0.11	-

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

	Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest	
						Direct (%)	Indirect (%)
Past involvement							
1.	Ajinomoto (Malaysia) Berhad (a company listed on Main Market of Bursa Securities)	Manufacturing and selling of aji-no-moto products and other seasoning and food items	Independent Non-Executive Director	15 November 2007	Re-designated on 28 May 2013	-	-
			Senior Independent Non-Executive Director	28 May 2013	31 March 2023	-	-
2.	Eksons Corporation Berhad (a company listed on Main Market of Bursa Securities)	Investment holding and management services for subsidiary companies involved in property development and timber services	Independent Non-Executive Director	1 October 2019	31 October 2021	-	-
<u>Subsidiaries of Prestar (a company listed on Main Market of Bursa Securities)</u>							
(1)	Prestar Steel Pipes Sdn Bhd	Manufacture of basic iron and steel products (Dissolved on 30 December 2022)	Director	29 June 1998	30 December 2022	-	-
(2)	Prestar Engineering Sdn Bhd	Manufacturing and supplying of guardrails and steel products	Director	29 June 1998	15 March 2023	-	-
(3)	Dai Dong Steel Sdn Bhd	Import and trading of steel materials and general hardware products	Director	12 December 1996	15 September 2024	-	-

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

	Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest	
						Direct (%)	Indirect (%)
(4)	Prestar Manufacturing Sdn Bhd	Manufacturing and selling of steel products, and investment holding of shares in subsidiaries involved in steel products	Director	29 June 1998	15 September 2024	-	-

(vi) Yeong Siew Lee

	Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest	
						Direct (%)	Indirect (%)
<u>Present involvement</u>							
1.	Pekat Group Berhad (a company listed on ACE Market)	Investment holding of companies involved in provision of solar photovoltaic systems, earthing and lighting protection systems, as well as the distribution of electrical products and accessories	Independent Non-Executive Director	17 September 2020	-	-	-
2.	Appasia Berhad (a company listed on ACE Market)	Investment holding of companies involved in digital solutions, e-commerce, financial services and others	Independent Non-Executive Director	8 June 2022	-	-	-
3.	Sinmah Capital Berhad (a company listed on Main Market of Bursa Securities)	Investment holding of companies involved in development and construction of residential and commercial properties	Independent Non-Executive Director	1 July 2022	-	-	-

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

	Company	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest	
						Direct (%)	Indirect (%)
4.	Binasat Communications Berhad (a company listed on ACE Market)	Investment holding of companies involved in telecommunications satellite, mobile and fibre optic telecommunication networks	Independent Non-Executive Director	1 April 2024	-	-	-
Past involvement							
1.	Sersol Berhad (a company listed on ACE Market)	Manufacturing and sale of coatings and thinners	Independent Non-Executive Director	11 August 2014	6 August 2021	-	-
2.	TFP Solutions Berhad (a company listed on ACE Market)	Provision of management services and investment holding of companies involved in provision of consulting and trading of information technology related products and services	Independent Non-Executive Director	6 February 2018	30 August 2024	-	-
3.	YSL Solutions Sdn Bhd	Installation of doors, window frames of wood or other materials, fitted kitchens, staircases, shop fitting and furniture	Director / Shareholder	27 September 2018	12 July 2023	40.00	-

As at LPD, the directorships of our Directors in other listed companies are in compliance with Rule 15.06 of the Listing Requirements as our Directors do not hold more than 5 directorships in public listed companies on Bursa Securities.

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

The involvements of our Directors in those business activities outside our Group do not give rise to any conflict of interest situation with our business activities, after taking into consideration the following factors:

- (i) the involvement of our Independent Non-Executive Directors will not affect their contributions to our Group as they only attend board meetings to provide oversight and check-and-balance to our Group's affairs. Their roles are to ensure that our Group has the proper corporate governance in conducting our business activities from time to time; and
- (ii) the involvement of our Executive Directors in those business activities do not require significant amount of their management time as they are not involved in the management and day-to-day operations of these business, other than attending meetings of the board of directors on which they serve. Such businesses do not require their involvement on a daily basis as these businesses are managed by their respective management.

Based on the above considerations, our Board is of the view that the involvements of the Directors in other companies do not affect their abilities to perform their executive roles and responsibilities to our Group. Our Executive Directors spend most of their time in the operations and affairs of our Group. As such, their involvements in other businesses and operations outside of our Group are not expected to have any effect on their contribution to our Group.

[The rest of this page is intentionally left blank]

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**5.2.4 Directors' remunerations and material benefits-in-kind**

The details of the remuneration and material benefits in-kind paid and proposed to be paid to our Directors for services rendered to our Group in all capacities for the financial year ending 30 April 2025 ("FYE 2025") and financial year ending 30 April 2026 ("FYE 2026") are as follows:

(i) FYE 2025

Name	Directors' fees	Salary	Bonus	Allowances	⁽⁴⁾Medical fees	⁽¹⁾Statutory contributions	Benefits in-kind	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Duli Yang Teramat Mulia Raja Puan Muda Kedah Che Puan Muda Zaheeda Binti Mohamad Ariff ⁽²⁾	56	-	-	1	-	-	-	57
Dato' Dr Lim	-	618	-	-	1,027	*	-	1,645
Dato' Lee	-	552	-	96	-	79	-	727
Chan Chee Woei ⁽²⁾	40	-	-	1	-	-	-	41
Koay Kah Ee ⁽²⁾	48	-	-	1	-	-	-	49
Yeong Siew Lee ⁽²⁾	40	-	-	1	-	-	-	41
Lee Yong Qian ⁽³⁾	-	60	4	36	-	13	-	113

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**(ii) Proposed for FYE 2026**

Name	Directors' fees	Salary	Bonus	Allowances	⁽⁴⁾Medical fees	⁽¹⁾ Statutory contributions	Benefits in-kind	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Duli Yang Teramat Mulia Raja Puan Muda Kedah Che Puan Muda Zaheeda Binti Mohamad Ariff	84	-	-	1	-	-	-	85
Dato' Dr Lim	-	840	-	96	-	*	-	936
Dato' Lee	-	787	-	96	-	107	-	990
Chan Chee Woei	60	-	-	1	-	-	-	61
Koay Kah Ee	72	-	-	1	-	-	-	73
Yeong Siew Lee	60	-	-	1	-	-	-	61
Lee Yong Qian	-	132	-	-	-	17	-	149

Notes:

* Less than RM1,000.

⁽¹⁾ Includes employer's contribution to Employees Provident Fund, Social Security Organisation and employment insurance system.

⁽²⁾ Appointed as our Independent Non-Executive Directors in September 2024.

⁽³⁾ Appointed as Alternate Director to Dato' Lee in September 2024.

⁽⁴⁾ Being medical consultation fees paid to him up to April 2025 and is dependent on the number of medical consultation cases for the respective FYEs. The medical consultation fee has ceased with effective from May 2025.

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

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

5.3 KEY SENIOR MANAGEMENT**5.3.1 Shareholdings**

The direct and indirect shareholdings of our key senior management in our Company before and after our IPO are as follows:

Name	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)%
Dato' Dr Lim Tze Chou	Clinical Director	Malaysian	-	-	-	-	⁽³⁾ 2,260,000	0.21	-	-
Datin Dr Lim Hui Ling	Medical Director	Malaysian	-	-	-	-	-	-	-	-
Dr Lim Tze Chwen	Head of Clinical Services	Malaysian	-	-	-	-	⁽³⁾ 450,000	0.04	-	-
Lee Geik Peng	Director of Allied Health Services and Purchasing Manager	Malaysian	-	-	-	-	⁽³⁾ 2,260,000	0.21	-	-
Lee Ling Hui	General Manager cum Safety and Health Officer and Laser Safety Officer	Malaysian	-	-	-	-	⁽³⁾ 2,260,000	0.21	-	-
Yap Chee Yoong	Financial Controller	Malaysian	-	-	-	-	⁽³⁾ 1,130,000	0.10	-	-

Notes:

⁽¹⁾ Based on our issued share capital of 818,000,200 Shares before our IPO.

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

- (2) Based on enlarged issued share capital of 1,090,600,000 Shares after our IPO.
- (3) Assuming our key senior management will fully subscribe for their respective entitlements under the Pink Form Allocations.

5.3.2 Profile

The profiles of Dato' Dr Lim and Dato' Lee are set out in Sections 5.1.2(ii) and 5.1.2(iii) of this Prospectus while the profiles of our other key senior management are as follows:

(i) Dato' Dr Lim Tze Chou*Clinical Director*

Dato' Dr Lim Tze Chou, a Malaysian, aged 43, is our Clinical Director. He is responsible for overseeing the quality, safety, efficacy and strategic direction of the clinical services offered by PMC.

He graduated with Bachelor of Medicine and Bachelor of Surgery (MBBS) from Melaka-Manipal Medical College in 2007. He has been a registered medical practitioner with the Malaysian Medical Council since 2008 and a member of the Obstetrical and Gynaecological Society of Malaysia since 2023. Upon completing his postgraduate training, he was awarded Master of Obstetrics and Gynaecology from National University of Malaysia in 2015.

Between July 2007 to January 2009, he underwent his housemanship as House Officer at Hospital Sultanah Bahiyah, Kedah. Between January 2009 to May 2011, he worked in the same hospital as Medical Officer in the Department of Obstetrics and Gynaecology. Thereafter, he held the position of Registrar in the Department of Obstetrics and Gynaecology from June 2011 until May 2014.

Between June 2014 to May 2015, he held the position of Registrar at the Department of Obstetrics and Gynaecology in Hospital Canselor Tuanku Muhriz UKM, Selangor. In July 2015, he held the position of Gazetting Specialist at Hospital Umum, Sarawak until December 2015. He was an Obstetrics and Gynaecology Specialist in Hospital Bintulu, Sarawak from December 2015 to September 2016. Thereafter, he worked as an Obstetrics and Gynaecology Specialist in Hospital Sultanah Bahiyah, Kedah from October 2016 to April 2018. He then joined PMC as an Obstetrics and Gynaecology Consultant at PMC. In addition, he was appointed as the Clinical Director of PMC from October 2022 where he assumed his current responsibilities. As at the LPD, he is a resident specialist consultant in PMC.

He is the son of Dato' Dr Lim, the husband of Datin Dr Lim Hui Ling, and brother of Dr Lim Tze Chwen.

Details of his involvements in other companies outside of our Group are set out in Section 5.3.3(i) of this Prospectus.

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

(ii) Datin Dr Lim Hui Ling

Medical Director

Datin Dr Lim Hui Ling, a Malaysian, aged 42, is our Medical Director. She is responsible for recruiting, managing and training of our medical staff, as well as overseeing the day-to-day operations of the medical department at PMC.

She graduated with a Bachelor of Medicine and Bachelor of Surgery (MBBS) from Melaka-Manipal Medical College in 2007. She has been a registered medical practitioner with the Malaysian Medical Council since 2010. In 2024, she graduated with a Master of Laws (Healthcare and Medical Law) from Taylor's University.

Between April 2008 to May 2010, she underwent her housemanship as a House Officer at Hospital Sultanah Bahiyah, Kedah. In May 2010, she worked in the same hospital as a Medical Officer in the Department of Emergency until December 2010. From December 2010 to May 2012, she worked in the Department of Anaesthesiology at the same hospital. In June 2012, she joined PMC as a General Manager, where she was responsible for the development, implementation and maintenance of safety and health protocol of PMC.

In February 2016, she resumed her professional medical practice as a Medical Officer, where she was responsible for providing medical care and contributing to the overall healthcare services offered by PMC. In May 2020, she was promoted as our Deputy Medical Director and subsequently promoted to the Medical Director in May 2022 where she assumed her current responsibilities. As at the LPD, she maintains a valid annual practicing certificate. However, she focuses on her role as the Medical Director of our Group and does not practice as a Medical Officer and does not have clinical hours.

She is the wife of Dato' Dr Lim Tze Chou, daughter-in-law of Dato' Dr Lim, and the sister-in-law of Dr Lim Tze Chwen.

(iii) Dr Lim Tze Chwen

Head of Clinical Services

Dr Lim Tze Chwen, a Malaysian, aged 40, is our Head of Clinical Services. He is responsible for managing patient relations at PMC, addressing any medical services-related complaints and ensuring the smooth operations at PMC.

He graduated with Bachelor of Medicine and Bachelor of Surgery (MBBS) from Melaka-Manipal Medical College in 2009. He has been a member of the Malaysian Medical Association since 2009 and a registered medical practitioner with the Malaysian Medical Council since 2011. In May 2019, he graduated with a Master of Orthopedic Surgery from Universiti Malaya.

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

Between July 2009 and July 2011, he underwent his housemanship as House Officer at Hospital Sultanah Bahiyah, Kedah. In July 2011, he worked in the same hospital as a Medical Officer in the Department of Orthopaedic Surgery until June 2013. In July 2013, he worked as Medical Officer in the Department of Orthopaedic Surgery at Hospital Sultan Abdul Halim, Kedah until May 2014.

In June 2014, he commenced his postgraduate training at the Department of Orthopaedic Surgery in Hospital Sultanah Bahiyah, Kedah until February 2016. In March 2016, he continued his postgraduate at University Malaya Medical Centre, Selangor and completed his postgraduate training in May 2019. Thereafter, he held the position of Gazetting Officer at Hospital Raja Perempuan Zainab II, Kelantan from July 2019 to January 2020. In January 2020, he worked as an Orthopaedic Specialist at Hospital Raja Perempuan Zainab II, Kelantan. In February 2023, he joined PMC as an Executive Director until August 2024 and was re-designated as the Head of Clinical Services of PMC in September 2024 and assumed his current responsibilities. In addition, he is also an Orthopaedic Consultant and Traumatology Surgeon since February 2023. As at the LPD, he is a resident specialist consultant in PMC.

He is the son of Dato' Dr Lim, brother of Dr Lim Tze Chou and brother-in-law of Datin Dr Lim Hui Ling.

(iv) Lee Geik Peng

Director of Allied Health Services and Purchasing Manager

Lee Geik Peng, a Malaysian, aged 46, is our Director of Allied Health Services and Purchasing Manager. She is responsible for managing the procurement and purchasing of medical machinery and supplies to ensure the timely availability of essential medical resources for PMC.

In 2005, she obtained a Diploma in Radiography conferred by MOH. In 2011, she graduated with a Bachelor of Science in Medical Imaging from Teesside University, United Kingdom. Thereafter, she graduated with a Master of Science in Medical Radiation in 2016.

In March 2006, she started her career as a Clinical Radiographer at Hospital Alor Setar, Kedah. She left Hospital Alor Setar, Kedah and joined Hospital Sultanah Bahiyah, Kedah as a Clinical Radiographer until June 2013. As a Clinical Radiographer, she was responsible for performing a wide range of diagnostic imaging procedures for various patients. Her responsibilities included conducting X-rays, MRI scans, CT scans, and other advanced imaging techniques to assist physicians in diagnosing and treating medical conditions. In June 2013, she left Hospital Sultanah Bahiyah, Kedah and joined the College of Allied Health Sciences, Johor Bahru as a Radiography Lecturer.

She left the College of Allied Health Sciences, Johor Bahru and joined PMC as the Allied Health Manager in November 2015. She was responsible for supervising the provision of specialised clinical services, and directing the operations of the radiology, physiotherapy, laboratory, operating theatres and dental departments at the hospital. In February 2016, she was assigned to the role of Acting General Manager and was subsequently appointed as General Manager and Purchasing Manager in September 2016. In April 2022, she was promoted to Director of Allied Health Services and Purchasing Manager where she assumed her current responsibilities.

She is the sister of Dato' Lee and Lee Ling Hui. She is also the aunt of Lee Yong Qian.

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

(v) Lee Ling Hui

General Manager cum Safety and Health Officer and Laser Safety Officer

Lee Ling Hui, a Malaysian, aged 42, is our General Manager cum Safety and Health Officer and Laser Safety Officer. She is responsible for overseeing the development and implementation of safety protocols and ensuring compliance with health, safety, and environmental regulations, including laser safety for PMC.

In 2003, she completed her nursing courses training and obtained Certificate in Nursing from the School of Nursing, Loh Guan Lye Specialist Centre, Penang. In 2020, she graduated with Bachelor of Occupational Safety and Health Management from the Open University of Malaysia. In 2024, she graduated with a Master of Occupational Safety and Health Risk Management from the Open University of Malaysia.

She is an Ergonomic Trained Person (Initial & Advanced), Department of Occupational Safety and Health since 2019 and Occupational Safety and Health Trainer, National Institute of Occupational Safety and Health since 2022.

In July 2001 to June 2003, she worked as a pupil nurse at Loh Guan Lye Specialist Centre, Penang. Thereafter, she joined PMC as a state-enrolled nurse until October 2003. In November 2003, she left PMC and joined Gleneagles Medical Centre, Penang as state-enrolled nurse until May 2008.

In June 2008, she left her nursing career and worked as a Sales Executive at Northern Décor Trading. In July 2010, she was promoted to Project Manager where she oversaw the ongoing renovation projects of the company. In July 2017, she left Northern Décor Trading and joined PMC as a Marketing Executive cum Safety and Health Officer where she was responsible for implementing marketing strategies to promote PMC's services, specialties, and facilities. In January 2018, she was re-designated as the Facility Manager cum Safety and Health Officer, where she was responsible for ensuring compliance with safety and health standards of the hospital facilities. In April 2019, she was re-designated as Operational Division Manager cum Safety and Health Officer. In April 2022, she was promoted to the General Manager cum Safety and Health Officer where she assumed her current responsibilities. In March 2024, she took on an additional role as Laser Safety Officer after completing the training course on Laser Safety for Officer organised by the Ministry of Science, Technology and Innovation in March 2024.

She is the sister of Dato' Lee and Lee Geik Peng. She is also the aunt of Lee Yong Qian.

Details of her involvements in other companies outside of our Group are set out in Section 5.3.3(ii) of this Prospectus.

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

(vi) Yap Chee Yoong

Financial Controller

Yap Chee Yoong, a Malaysian, aged 33, is our Financial Controller. He is responsible for overseeing the financial matters of our Group, which includes the preparation of financial statements, budgeting, accounting and treasury related matters of our Group.

In 2012, he obtained a Diploma in Business Studies (Accounting) from Tunku Abdul Rahman College. In 2014, he further obtained an Advanced Diploma in Commerce (Financial Accounting) from Tunku Abdul Rahman University College. He has been a member and Fellow Member of Association of Chartered Certified Accountant since 2019 and 2024 respectively. He has been a member of Malaysian Institute of Accountants since 2024.

In March 2015, he started his career as an Audit and Assurance Associate at SJ Grant Thornton (now known as Grant Thornton Malaysia), Kuala Lumpur. In August 2016, he was promoted to a Senior Associate and re-designated to Acting Supervisor in April 2017. He was promoted to a Supervisor in April 2018 and Assistant Manager in August 2018, a role which he held until his resignation in September 2019. During his employment in SJ Grant Thornton, he was mainly responsible for conducting audits and financial analysis on both public listed and private companies to ensure regulatory compliance.

In September 2019, he joined M&A as an Assistant Manager in Corporate Finance department where he was responsible for performing due diligence, managing client relationship and overall assisting in implementing corporate finance exercises. In April 2024, he left M&A and joined our Group in May 2024 as Financial Controller where he assumed his current responsibilities, taking over the responsibilities on overseeing our Group's financial matters which was previously under the purview of Dato' Lee.

[The rest of this page is intentionally left blank]

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

5.3.3 Principal directorships and business activities of our key senior management outside our Group for the past 5 years

Save as disclosed below, as at LPD, none of our key senior management have any principal business activities performed outside our Group (including principal directorships in the past 5 years preceding LPD):

(i) Dato' Dr Lim Tze Chou

Company / Partnership / Sole Proprietor			Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest	
							Direct (%)	Indirect (%)
<u>Present involvement</u>								
1.	UR Choice Enterprise		Retail sale of baby clothes	Partner	1 January 2022	-	50.00	-
2.	Lim TC Maternity Consultancy		Provision of management for clinic consultations	Sole proprietor	7 March 2018	-	100.00	-

(ii) Lee Ling Hui

Sole Proprietor	Principal activities	Involvement in business	Date of appointment	Date of resignation	Equity interest	
					Direct (%)	Indirect (%)
<u>Present involvement</u>						
1. Seven Five Two LH Enterprise	Dormant*	Sole proprietor	1 September 2016	-	100.00	-

Note:

- * Seven Five Two LH Enterprise had operated a food and beverage outlet within PMC from October 2021 to May 2024. As at the LPD, Seven Five Two LH Enterprise has no operations.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**5.3.4 Key senior management's remunerations and material benefits-in-kind**

The details of the remuneration and material benefits in-kind paid and proposed to be paid to our key senior management for services rendered to our Group in all capacities for the FYE 2025 and FYE 2026 are as follows:

(i) FYE 2025

Name	Remuneration band (in bands of RM50,000)		
	⁽¹⁾ Remuneration	Benefits-in-kind	Total
Dato' Dr Lim Tze Chou	50,000 – 100,000	-	50,000 – 100,000
Datin Dr Lim Hui Ling	150,000 – 200,000	-	150,000 – 200,000
Dr Lim Tze Chwen ⁽²⁾	0 – 50,000	-	0 – 50,000
Lee Geik Peng	150,000 – 200,000	-	150,000 – 200,000
Lee Ling Hui	150,000 – 200,000	-	150,000 – 200,000
Yap Chee Yoong ⁽³⁾	200,000 – 250,000	-	200,000 – 250,000

(ii) Proposed for FYE 2026

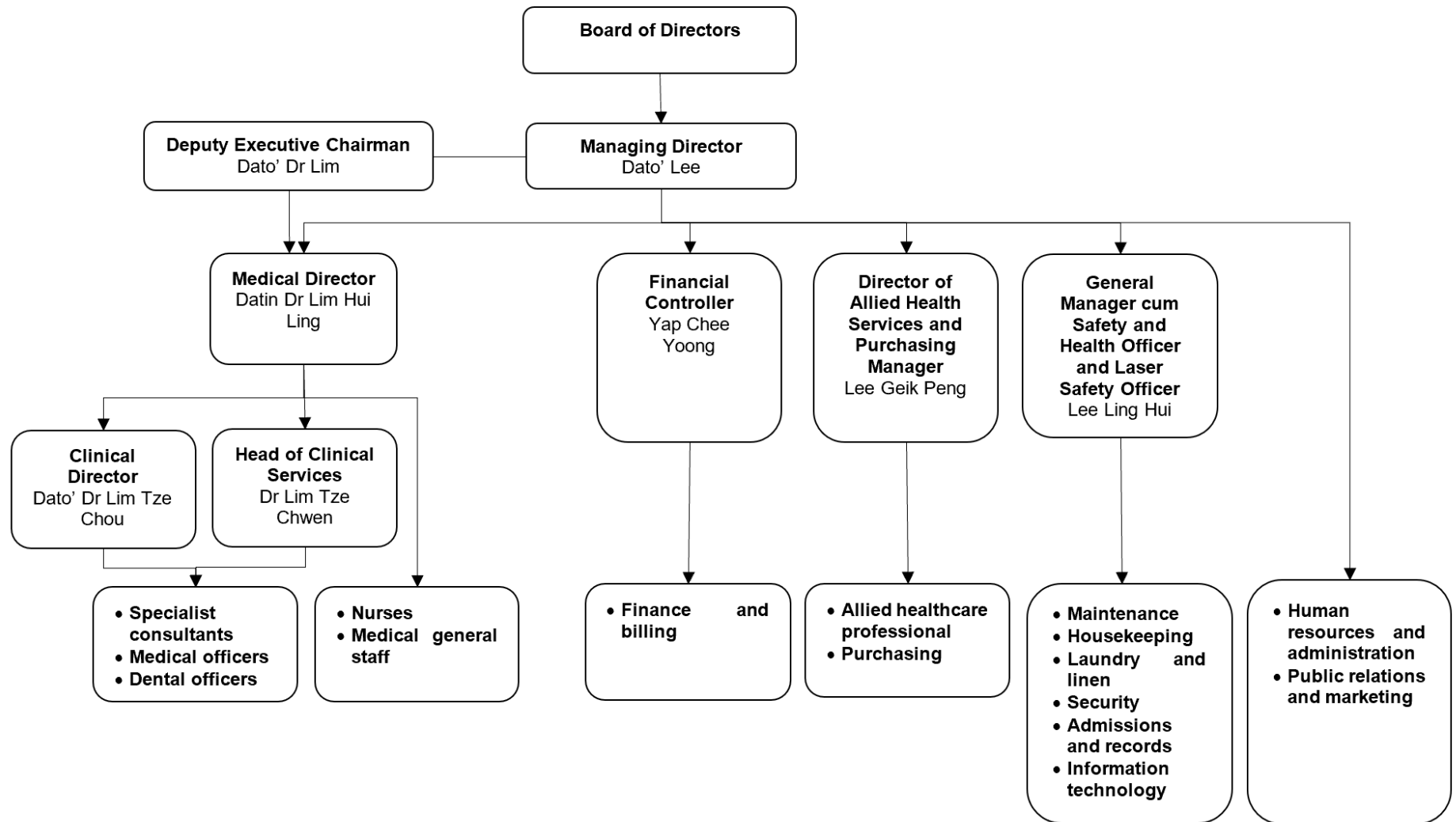
Name	Remuneration band (in bands of RM50,000)		
	⁽¹⁾ Remuneration	Benefits-in-kind	Total
Dato' Dr Lim Tze Chou	0 – 50,000	-	0 – 50,000
Datin Dr Lim Hui Ling	150,000 – 200,000	-	150,000 – 200,000
Dr Lim Tze Chwen	0 – 50,000	-	0 – 50,000
Lee Geik Peng	150,000 – 200,000	-	150,000 – 200,000
Lee Ling Hui	150,000 – 200,000	-	150,000 – 200,000
Yap Chee Yoong	250,000 – 300,000	-	250,000 – 300,000

Notes:

- ⁽¹⁾ Includes salaries, bonus, allowances and statutory contribution such as employer's contribution to Employees Provident Fund, Social Security Organisation and employment insurance system but excludes specialist fees paid.
- ⁽²⁾ Dr Lim Tze Chwen was appointed as an Executive Director from February 2023 to August 2024. Notwithstanding his appointment, he did not draw any salary. In September 2024, he was re-designated as the Head of Clinical Services of PMC.
- ⁽³⁾ Yap Chee Yoong joined our Group in May 2024.

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

5.4 MANAGEMENT REPORTING STRUCTURE



5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**5.5 BOARD PRACTICES****5.5.1 Board**

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

Name	Designation	Date of appointment	Date of expiration of the current term of office	No. of years in office as at the LPD
Duli Yang Teramat Mulia Raja Puan Muda Kedah Che Puan Muda Zaheeda Binti Mohamad Ariff	Independent Non-Executive Chairperson	16 September 2024	Shall retire at the 26 th AGM to be held in 2027	Less than 1
Dato' Dr Lim	Deputy Executive Chairman	18 December 2000	Shall retire at the 24 th AGM to be held in 2025	24
Dato' Lee	Managing Director	17 October 2005	Shall retire at the 25 th AGM to be held in 2026	19
Chan Chee Woei	Independent Non-Executive Director	16 September 2024	Shall retire at the 26 th AGM to be held in 2027	Less than 1
Koay Kah Ee	Independent Non-Executive Director	16 September 2024	Shall retire at the 24 th AGM to be held in 2025	Less than 1
Yeong Siew Lee	Independent Non-Executive Director	16 September 2024	Shall retire at the 25 th AGM to be held in 2026	Less than 1
Lee Yong Qian	Alternate Director to Dato' Lee / Strategic Director	16 September 2024	Lee Yong Qian does not have a term of office as he is the Alternate Director to Dato' Lee	Less than 1

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

In accordance with our Company's Constitution, an election of Directors shall take place each year at the annual general meeting of our Company where 1/3 of the Directors 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 ALWAYS that Directors shall retire from office once at least in each 3 years but shall be eligible for re-election. A retiring Director shall be deemed to have offered himself for re-election unless he has given notice in writing to our Company that he is unwilling to be re-elected. A retiring Director shall retain office until the close of the meeting at which he retires.

The Constitution also provides that our Directors shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the retirement of Directors by rotation at such meeting.

5.5.2 Audit and Risk Management Committee

Our Audit and Risk Management Committee was established on 16 October 2024 and its members are appointed by our Board. Our Audit and Risk Management Committee comprises the following members:

Name	Designation	Directorship
Koay Kah Ee	Chairman	Independent Non-Executive Director
Chan Chee Woei	Member	Independent Non-Executive Director
Yeong Siew Lee	Member	Independent Non-Executive Director

The main functions of our Audit and Risk Management Committee include:

- (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 assess the suitability, objectivity and independence of the external auditors, including obtaining written assurance from the external auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements;
- (iii) to review with the external auditors the nature and scope of their audit plan, the system of internal control and the audit report including the external auditors' management letter and the management's response and the assistance given by the management;
- (iv) to establish, review and approve policies governing the circumstances under which contracts for the provisions of non-audit services can be entered into and procedures that must be adhered by the external auditors and/or their affiliates in the provision of such services;
- (v) to approve the non-audit services provided by the external auditors and/or their affiliates;

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

- (vi) to review the followings and report the same to our Board:
 - any letter of resignation from the external auditors of our Company; and
 - whether there is reason (supported by grounds) to believe that our Company's external auditor is not suitable for re-appointment;
- (vii) to review the quarterly and annual financial statements of our Group before recommendation to our Board, focusing particularly on:
 - any change or implementation of major accounting policies and practices;
 - significant matters highlighted including financial reporting issues, significant judgments made by management, significant and unusual events or transactions, and how these matters are addressed;
 - compliance with accounting standards and other legal requirements; and
 - key audit matters that relate to the modified opinion or material uncertainty related to going concern (including steps taken (if any) to address those matters);
- (viii) to discuss issues and reservations arising from the interim and final audits, and any matter the external auditors may wish to discuss (in the absence of management, where necessary);
- (ix) to consider any related party transactions and conflict of interest situation that may arise within our Company or Group including any transaction, procedure or course of conduct that raises questions of management integrity;
- (x) to monitor the integrity of our Company's financial statements and ensure the financial statements are prepared in accordance to the applicable financial reporting standards;
- (xi) to perform the oversight function over the administration of whistleblowing policy that is approved and adopted by our Board and to protect the values of transparency, integrity, impartiality and accountability where our 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 our Group's credibility to all the stakeholders;
- (xiii) to report its findings on the financial and management performance, and other material matters to our Board;
- (xiv) to consider the major findings of internal investigations and management's response;

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

(xv) 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 our Company's internal audit function;

(xvi) to do the following, in relation to the risk management:

- oversee and recommend the risk management and internal control framework of our Group;
- review and recommend changes as needed to ensure that our Group has in place at all times a risk management policy which address the strategies, operational, financial and compliance risk;
- implement and maintain a sound risk management framework which identifies, assesses, manages and monitors our Group's business risks;
- review the reporting guidelines for the management to report to our Audit and Risk Management Committee on the effectiveness of our Group's management of its business risks;
- review the risk profile of our Group and to evaluate the measures taken to mitigate the business risks; and
- review the adequacy of the management's response to issues identified to risk registers, ensuring that the risks are managed within our Group's risk appetite;

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

(xvii) to do the following, in relation to the sustainability:

- to review the implementation of our Group's sustainability-related strategies and initiatives;
- to monitor the establishment and maintenance of a process, including controls, policies and procedures, for the systematic identification, assessment, prioritisation, management, monitoring and reporting of our Group's material economic, environmental and social risks and opportunities; and
- to assist our Board pertaining to disclosures in the Sustainability Statement for inclusion in our Company's Annual Report;

(xviii) to monitor our Company's compliance with relevant laws, regulations and code of conduct;

(xix) to review the adequacy and effectiveness of risk management, internal control and governance systems;

(xx) to consider and examine such other matters as Audit and Risk Management Committee considers appropriate; and

(xxi) to consider other relevant matters as delegated by our Board.

[The rest of this page is intentionally left blank]

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

5.5.3 Nominating Committee

Our Nominating Committee was established on 16 October 2024 and its members are appointed by our Board. Our Nominating Committee comprises the following members:

Name	Designation	Directorship
Chan Chee Woei	Chairman	Independent Non-Executive Director
Koay Kah Ee	Member	Independent Non-Executive Director
Yeong Siew Lee	Member	Independent Non-Executive Director

The main functions of our Nominating Committee include:

- (i) to formulate and review the policy on Board composition having regard to the mix of skills, independence and diversity (including gender diversity) required to meet the needs of our Company, strengthen board leadership and oversight of sustainability issues;
- (ii) to source, identify, review and recommend candidates for appointment to our Board and Board Committees, which is led by the Chairman of our Nominating Committee, taking into consideration the optimum and effective size of our Board and the candidates:
 - character, competency, knowledge and experience;
 - professionalism;
 - integrity and credibility;
 - time commitment, particularly his number of other directorships; and
 - in the case of the candidates for the position of Independent Non-Executive Directors, the Nominating Committee would also evaluate the candidates' ability to discharge such responsibilities or functions as expected from Independent Non-Executive Directors;
- (iii) to review the tenure of each Director on our Board;
- (iv) to review the retirement of Directors, Directors eligible for re-election, and to assess their eligibility for re-election based on our Company's Directors' Fit and Proper Policy prior to recommending to our Board for re-election;
- (v) to assess the independence of Independent Directors annually;

5. INFORMATION ON 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 gender, ethnicity and age group diversity are sought as part of its recruitment exercise;
- (vii) to establish and review the performance criteria to evaluate the performance of our Board, Board Committees and each individual Director;
- (viii) to recommend to our Board the nominees to fill the seats on Board Committees;
- (ix) to assess the effectiveness of our Board and the Committees of our Board as a whole and each individual Director of our Board including a review of the performance of our Board in addressing the company's material sustainability risks and opportunities. All assessments and evaluations carried out by Nominating 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 our Board;
- (xi) to ensure that all Directors receive appropriate 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 our Company and its business, including climate-related risks and opportunities;
- (xii) to review the terms of office and performance of the Audit and Risk Management Committee and each of its members annually to determine whether such Audit and Risk Management Committee and its members have carried out their duties in accordance with the terms of reference;
- (xiii) to assist our Board in assessing and evaluating circumstances where a Director's involvement outside our Group may give rise to a potential conflict of interest with our Group's businesses, upon receiving declaration of the same from the Director and thereafter, to inform the Audit and Risk Management Committee of the same. After deliberation with the Audit and Risk Management Committee, to recommend to our 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 our Board, Board Committees and senior management;
- (xv) to act in line with the directions of our Board;
- (xvi) to consider and examine such other matters as Nominating Committee considers appropriate; and
- (xvii) to consider any other relevant matters as delegated by our Board.

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

5.5.4 Remuneration Committee

Our Remuneration Committee was established on 16 October 2024 and its members are appointed by our Board. Our Remuneration Committee comprises the following members:

Name	Designation	Directorship
Yeong Siew Lee	Chairman	Independent Non-Executive Director
Koay Kah Ee	Member	Independent Non-Executive Director
Chan Chee Woei	Member	Independent Non-Executive Director

The main functions of our Remuneration Committee include:

- (i) to formulate and recommend a framework of remuneration for the Managing Director, Executive Directors and senior management for the Board's approval. There should be a balance in determining the remuneration package, which takes into account the demands, complexities and performance of our Group as well as skills and experience required; and 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 Director's fee, salaries, allowance, bonuses, options and benefit-in-kind;
- (ii) to recommend specific remuneration packages for the Managing Director, Executive Directors and 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 Directors and Independent Directors, the level of remuneration should be linked to their level of responsibilities undertaken and contribution to the effective functioning of our Board;
- (iii) to ensure the levels of remuneration be sufficiently attractive and be able to retain Directors and senior management needed to run our Company successfully, which takes into consideration our Company's performance in managing material sustainability risks and opportunities;
- (iv) to structure the component parts of remuneration to align with the business strategy and long-term objectives of our Company and to link rewards to our Company's strategy and performance;
- (v) 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 our Board;
- (vi) to develop and administer a fair and transparent procedure for setting policies, strategies and framework for the remuneration of Directors and senior management;
- (vii) to ensure that remuneration packages are proposed on the basis of our Directors' merit, qualification and competence, having regard to our Company's operating results, individual performance and comparable market statistics;

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

- (viii) to act in line with the directions of our 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 our Board.

5.6 SERVICE AGREEMENTS

As at LPD, none of our Directors and/or key senior management have any existing or proposed service agreement with our Group.

5.7 DECLARATIONS BY EACH PROMOTERS, DIRECTORS AND KEY SENIOR MANAGEMENT

None of our Promoters, Directors and key senior management is or was involved in any of the following events, whether within or outside Malaysia:

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

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

5.8 RELATIONSHIPS AND/OR ASSOCIATIONS

Saved as disclosed below, there is no family relationship or association among our Promoters, Directors and key senior management:

- (i) Dato' Dr Lim Tze Chou and Dr Lim Tze Chwen are children of Dato' Dr Lim.
- (ii) Lee Yong Qian is the child of Dato' Lee; nephew of Lee Geik Peng and Lee Ling Hui.
- (iii) Dato' Dr Lim Tze Chou and Datin Dr Lim Hui Ling are husband and wife.
- (iv) Dato' Lee, Lee Geik Peng and Lee Ling Hui are sisters.
- (v) Datin Dr Lim Hui Ling is the daughter-in-law of Dato' Dr Lim and sister-in-law of Dr Lim Tze Chwen.

[The rest of this page is intentionally left blank]

6. INFORMATION ON OUR GROUP

6.1 OUR COMPANY

Our Company was incorporated in Malaysia under the Companies Act 1965 on 16 November 2000 as a private limited company under the name Unique Luxury Holdings Sdn Bhd and was deemed registered under the Act. We assumed our present name on 29 August 2024, and was subsequently converted to a public limited company on 25 September 2024 to facilitate the Listing.

Our Company was incorporated as an investment holding company. Through our subsidiaries, our Group is principally involved in the provision of specialist consultant services, healthcare support services and other services comprising general dental services, polyclinic services and medical laboratory services.

As at the date of this Prospectus, our issued share capital is RM8,180,002 comprising 818,000,200 Shares. The movements in our issued share capital since our date of incorporation are set out below:

Date of allotment	No. of Shares allotted	Consideration / Nature of transaction	Cumulative issued share capital	
			RM	No. of Shares
18 December 2000	2	RM 2 / Cash	2	2
12 September 2002	5,180,000	RM5,180,000 / Otherwise than cash ⁽¹⁾	5,180,002	5,180,002
17 May 2020	3,000,000	RM3,000,000/ Cash	8,180,002	8,180,002
11 September 2024	809,820,198	Nil / Otherwise than cash ⁽²⁾	8,180,002	818,000,200

Notes:

(1) On 12 September 2002, our Company acquired the entire equity interest in ULSB via the issuance of 5,180,000 new shares in our Company at the issue price of RM1.00 each to the then existing shareholders of ULSB. Thereafter, ULSB became the wholly-owned subsidiary of our Company.

(2) Via bonus issue of shares.

There were no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment. As at the LPD, we do not have any outstanding warrants, options, convertible securities or uncalled capital.

Upon completion of our Listing, our enlarged share capital will increase from RM8,180,002 comprising 818,000,200 Shares to RM68,151,958 comprising 1,090,600,000 Shares.

6. INFORMATION ON OUR GROUP (CONT'D)

6.2 OUR GROUP STRUCTURE

6.2.1 Pre-IPO changes

Prior to the Bonus Issue (as defined herein), the issued share capital of our Company was RM8,180,002 comprising 8,180,002 Shares.

On 11 September 2024, our Company completed a bonus issue of 809,820,198 Shares on the basis of 99 Shares for every 1 existing Share held ("**Bonus Issue**"). Upon completion of the Bonus Issue, our share capital is RM8,180,002 comprising 818,000,200 Shares.

The shareholding structure of our Company before and after the Bonus Issue is as follows:

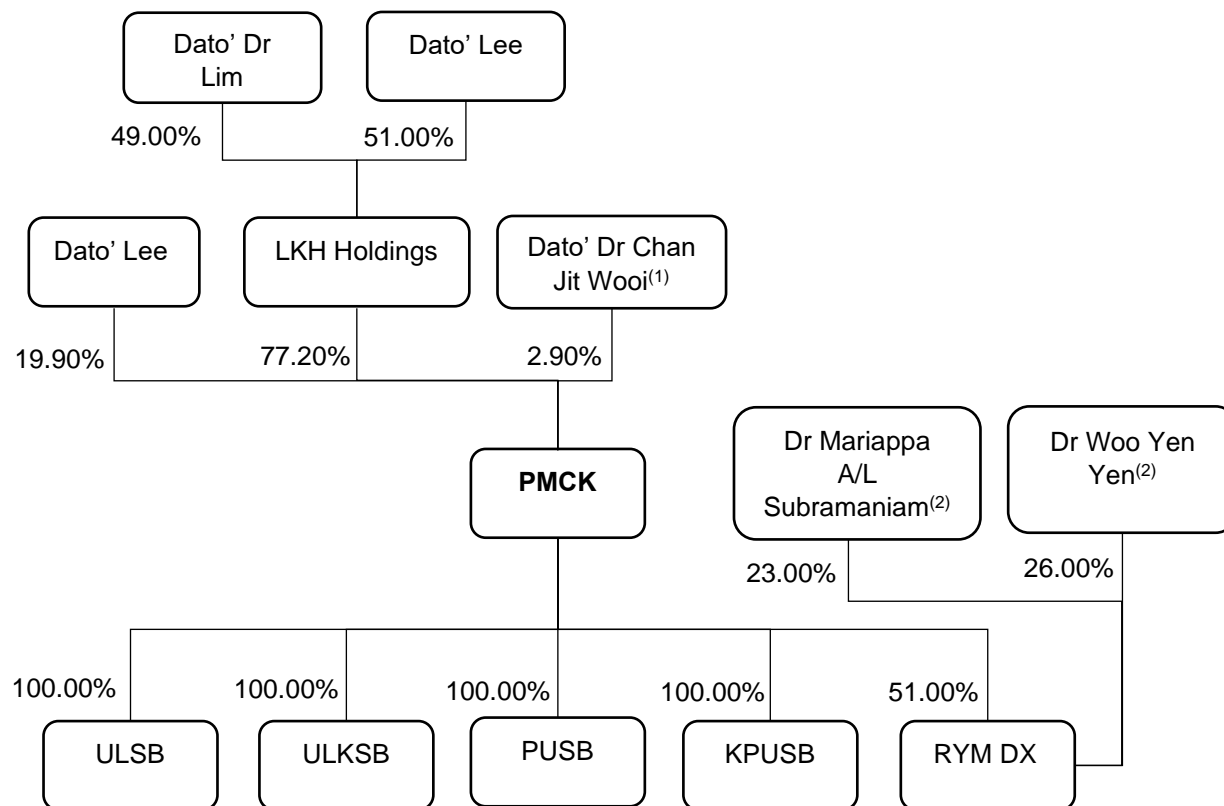
	Before the Bonus Issue		After the Bonus Issue	
	No. of Shares	%	No. of Shares	%
LKH Holdings	6,315,423	77.20	631,542,300	77.20
Dato' Lee	1,627,579	19.90	162,757,900	19.90
Dato' Dr Chan Jit Wooi	237,000	2.90	23,700,000	2.90
	8,180,002	100.00	818,000,200	100.00

[The rest of this page is intentionally left blank]

6. INFORMATION ON OUR GROUP (CONT'D)

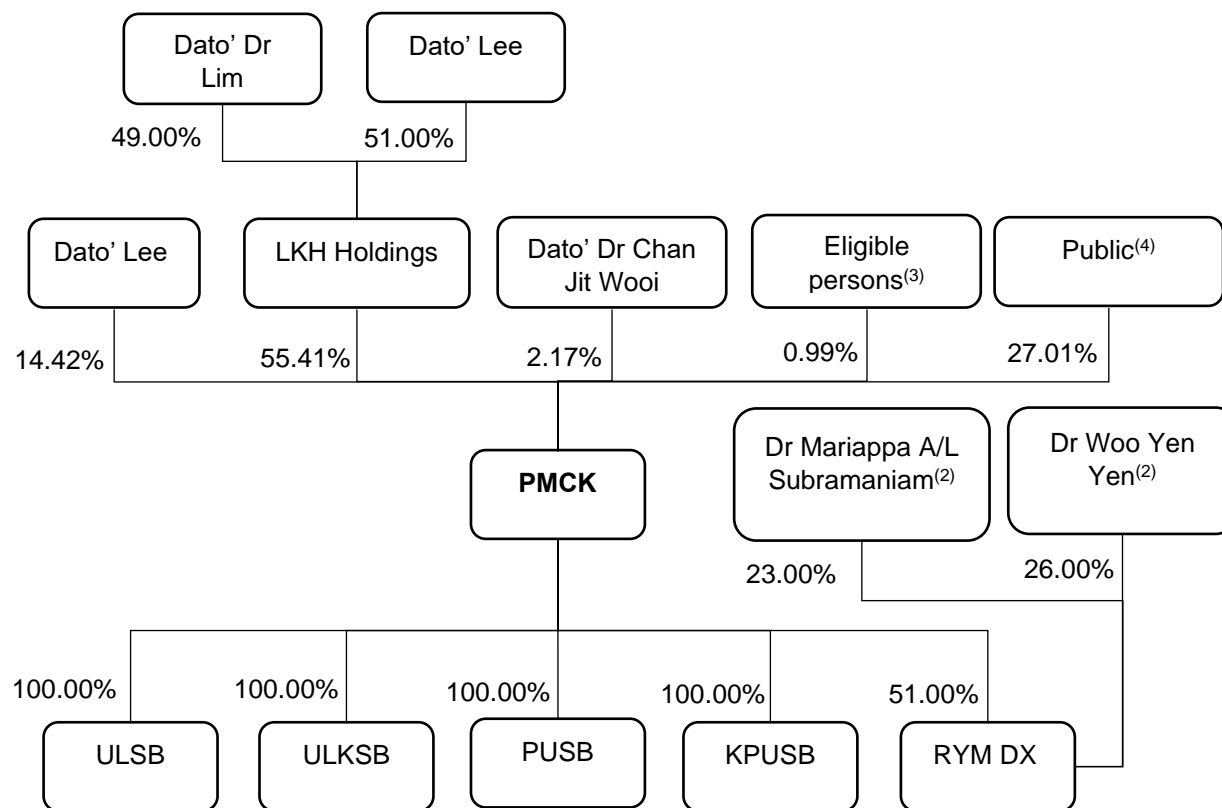
6.2.2 Our Group structure

(i) An overview of our Group structure before the Listing is as follows:



6. INFORMATION ON OUR GROUP (CONT'D)

(ii) Our Group structure upon the Listing is set out below:



Notes:

- (1) Dato' Dr Chan Jit Wooi is a cardiologist specialist in PMC. He has been with PMC since November 1997. Apart from his shareholdings, he has no other relationships with our Promoters.

6. INFORMATION ON OUR GROUP (CONT'D)

- (2) Dr Mariappa A/L Subramaniam and Dr Woo Yen Yen are husband and wife. They are the directors and shareholders of RYM DX. They are also registered as medical practitioners with the Malaysian Medical Council. As at the LPD, they do not practice in PMC. Apart from their shareholdings/directorships, they have no other relationships with our Promoters.
- (3) Comprising Pink Form Allocations to our eligible Directors and family members of the Directors who are not deemed as public shareholders.
- (4) Comprising the Malaysian Public, selected Bumiputera investors approved by the MITI, selected investors and Pink Form Allocations to our eligible employees as well as persons who have contributed to the success of our Group. These shareholders are deemed as public shareholders.

[The rest of this page is intentionally left blank]

6. INFORMATION ON OUR GROUP (CONT'D)

6.3 OUR SUBSIDIARIES

The details of our subsidiaries are set out below:

Company	Registration No.	Date / Place of incorporation	Principal place of business	Effective equity interest (%)	Principal Activities
ULSB	199101005481 (215791-U)	19 April 1991 / Malaysia	Malaysia	100.00	Private medical centre offering specialist consultant services and healthcare support services
ULKSB	201901014333 (1323661-K)	22 April 2019 / Malaysia	Malaysia	100.00	Investment holding of land ⁽¹⁾
PUSB	201901018891 (1328220-D)	28 May 2019 / Malaysia	Malaysia	100.00	Provision of polyclinic services
KPUSB	201901019838 (1329167-K)	3 June 2019 / Malaysia	Malaysia	100.00	Provision of dental services
RYM DX	202201002196 (1447893-T)	17 January 2022 / Malaysia	Malaysia	51.00 ⁽²⁾	Provision of medical laboratories services

Notes:

⁽¹⁾ ULKSB currently owns the parcel of land that will be used to build PMC Kulim.

⁽²⁾ The remaining shareholders of RYM DX are Dr Woo Yen Yen (26.00%) and Dr Mariappa A/L Subramaniam (23.00%).

6. INFORMATION ON OUR GROUP (CONT'D)**6.3.1 ULSB****(i) Share capital**

As at the LPD, the issued share capital of ULSB is RM5,180,000 comprising 5,180,000 ordinary shares. Details of the movement in the issued share capital of ULSB since incorporation up to the LPD are as follows:

Date of allotment	No. of shares allotted	Consideration / Nature of transaction	Cumulative issued share capital	
			RM	No. of shares
19 April 1991	2	RM2 / Cash	2	2
31 May 1991	39,998	RM39,998 / Cash	40,000	40,000
20 December 1992	10,000	RM10,000 / Cash	50,000	50,000
2 September 1993	480,000	RM480,000 / Otherwise than cash*	530,000	530,000
3 September 1993	370,000	RM370,000 / Cash	900,000	900,000
30 April 1997	2,430,000	RM 2,430,000 / Otherwise than cash*	3,330,000	3,330,000
14 October 1997	100,000	RM100,000 / Cash	3,430,000	3,430,000
9 January 1999	1,500,000	RM1,500,000 / Cash	4,930,000	4,930,000
4 May 1999	250,000	RM250,000 / Cash	5,180,000	5,180,000

Note:

* Via bonus issue of shares.

There were no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment. As at the LPD, ULSB does not have any outstanding warrants, options, convertible securities or uncalled capital.

(ii) Shareholders and directors

As at the LPD, ULSB is our wholly-owned subsidiary.

As at the LPD, the directors of ULSB are Dato' Dr Lim and Dato' Lee.

(iii) Subsidiary and associated company

As at the LPD, ULSB does not have any subsidiary and/or associated company.

6. INFORMATION ON OUR GROUP (CONT'D)

6.3.2 ULKSB

(i) Share capital

As at the LPD, the issued share capital of ULKSB is RM3,000,100 comprising 3,000,100 ordinary shares. Details of the movement in the issued share capital of ULKSB since incorporation up to the LPD are as follows:

Date of allotment	No. of shares allotted	Consideration / Nature of transaction	Cumulative issued share capital	
			RM	No. of shares
22 April 2019	100	RM100 / Cash	100	100
1 June 2020	3,000,000	RM3,000,000 / Cash	3,000,100	3,000,100

There were no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment. As at the LPD, ULKSB does not have any outstanding warrants, options, convertible securities or uncalled capital.

(ii) Shareholders and directors

As at the LPD, ULKSB is our wholly-owned subsidiary.

As at the LPD, the directors of ULKSB are Dato' Dr Lim and Dato' Lee.

(iii) Subsidiary and associated company

As at the LPD, ULKSB does not have any subsidiary and/or associated company.

6.3.3 PUSB

(i) Share capital

As at the LPD, the issued share capital of PUSB is RM100 comprising 100 ordinary shares. Details of the movement in the issued share capital of PUSB since incorporation up to the LPD are as follows:

Date of allotment	No. of shares allotted	Consideration / Nature of transaction	Cumulative issued share capital	
			RM	No. of shares
28 May 2019	100	RM100 / Cash	100	100

There were no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment. As at the LPD, PUSB does not have any outstanding warrants, options, convertible securities or uncalled capital.

6. INFORMATION ON OUR GROUP (CONT'D)

(ii) Shareholders and directors

As at the LPD, PUSB is our wholly-owned subsidiary.

As at the LPD, the directors of PUSB are Dato' Dr Lim and Dato' Lee.

(iii) Subsidiary and associated company

As at the LPD, PUSB does not have any subsidiary and/or associated company.

6.3.4 KPUSB

(i) Share capital

As at the LPD, the issued share capital of KPUSB is RM100 comprising 100 ordinary shares. Details of the movement in the issued share capital of KPUSB since incorporation up to the LPD are as follows:

Date of allotment	No. of shares allotted	Consideration / Nature of transaction	Cumulative issued share capital	
			RM	No. of shares
3 June 2019	100	RM100 / Cash	100	100

There were no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment. As at the LPD, KPUSB does not have any outstanding warrants, options, convertible securities or uncalled capital.

(ii) Shareholders and directors

As at the LPD, KPUSB is our wholly-owned subsidiary.

As at the LPD, the directors of KPUSB are Dato' Dr Lim, Dato' Lee and Dr Lim Tze Shi (daughter of Dato' Dr Lim).

(iii) Subsidiary and associated company

As at the LPD, KPUSB does not have any subsidiary and/or associated company.

6. INFORMATION ON OUR GROUP (CONT'D)**6.3.5 RYM DX****(i) Share capital**

As at the LPD, the issued share capital of RYM DX is RM500,000 comprising 500,000 ordinary shares. Details of the movement in the issued share capital of RYM DX since incorporation up to the LPD are as follows:

Date of allotment	No. of shares allotted	Consideration / Nature of transaction	Cumulative issued share capital	
			RM	No. of shares
17 January 2022	100	RM100 / Cash	100	100
16 May 2023	244,900	RM244,900 / Otherwise than cash*	245,000	245,000
17 January 2024	255,000	RM255,000 / Cash	500,000	500,000

Note:

* Via capitalisation of shareholders advances.

There were no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment. As at the LPD, RYM DX does not have any outstanding warrants, options, convertible securities or uncalled capital.

(ii) Shareholders and directors

As at the LPD, RYM DX is our 51%-owned subsidiary.

As at the LPD, the directors of RYM DX are Dato' Dr Lim, Dato' Lee, Dr Mariappa A/L Subramaniam and Dr Woo Yen Yen.

(iii) Subsidiary and associated company

As at the LPD, RYM DX does not have any subsidiary and/or associated company.

[The rest of this page is intentionally left blank]

7. BUSINESS OVERVIEW

7.1 HISTORY AND MILESTONES

Our Company was incorporated in Malaysia under the Companies Act 1965 on 16 November 2000 as a private limited company under the name Unique Luxury Holdings Sdn Bhd and was deemed registered under the Act. We assumed our present name on 29 August 2024, and was subsequently converted to a public limited company on 25 September 2024 to facilitate the Listing.

Our Company was incorporated as an investment holding company. Through our subsidiaries, our Group is principally involved in the provision of specialist consultant services, healthcare support services and other services comprising general dental services, polyclinic services and medical laboratory services.

Our history can be traced back to 20 May 1991 when ULSB (a shelf company incorporated on 19 April 1991) was acquired by Dato' Dr Lim and an unrelated party with the intention to set up a medical centre leveraging on Dato' Dr Lim's 11 years of experience as a medical doctor since 1984, including running his own private clinic for a duration of 4 years from 1991 to 1995.

The table below sets out the key events and milestones in the history and development of our business:

Year	Key milestones and events
1995	<ul style="list-style-type: none"> We commenced the operations of our medical centre under the name of PMC at our Old Wing, which comprise 4 floors with an approximate built-up area of 40,000 sq ft that was built by our Group on the land owned by ULSB. This Old Wing remains as part of our medical centre as at the LPD.
2000	<ul style="list-style-type: none"> On 16 November 2000, PMCK was incorporated by Dato' Dr Lim and Tan Huat Sheng to serve as an investment holding company. Tan Huat Sheng was an investor and was not involved in the operations of PMC. He was a shareholder and served as a director of PMCK up to the disposal of his entire equity interest and resignation as director in September 2002. He is not a person connected to Dato' Dr Lim.
2007	<ul style="list-style-type: none"> On 13 January 2007, we obtained the ISO 9001:2000 certificate, which is a testament to our Group's dedication to providing quality patient care.
2008	<ul style="list-style-type: none"> As part of our business expansion, we commenced construction of the New Wing, which connects with our Old Wing.
2009	<ul style="list-style-type: none"> The construction of the New Wing was completed and we commenced operations of the New Wing in the same year. The New Wing initially comprises a 7-storey private medical centre and a 1-storey dedicated public facilities area (used as lobby, reception area, pharmacy, consultation rooms and cafeteria), together with 1-storey underground private car park. We further renovated the New Wing in 2014.
2014	<ul style="list-style-type: none"> We commenced renovation at our Old Wing to include a 1-storey administrative office. We further expanded the New Wing via the construction of an additional storey (the 8th floor) on top of the existing roof of the New Wing which acts as the VIP area with our premium wards. Following that, the New Wing has a built-up of approximately 101,975 sq ft.
2016	<ul style="list-style-type: none"> On 21 January 2016, PMC was accredited by Malaysian Society for Quality in Health (MSQH) in recognition of compliance with the Malaysia Hospital Accreditation Standards. Please refer to Section 7.5 of this Prospectus for details of this accreditation.

7. BUSINESS OVERVIEW (CONT'D)

Year	Key milestones and events
2019	<ul style="list-style-type: none"> On 22 April 2019, ULKSB was incorporated by Dato' Dr Lim and Dato' Lee with the intention to set up PMC Kulim. In the same year, ULKSB acquired a freehold land in Kulim, Kedah, for the construction of our PMC Kulim. Please refer to Section 7.13.1 of this Prospectus for further information on our Group's plan to set up PMC Kulim. On 28 May 2019, PUSB was incorporated as a wholly-owned subsidiary of PMCK with the intention to expand into polyclinic services in Kulim, Kedah. On 19 November 2019, we commenced operations of our polyclinic in Kulim, namely Poliklinik Unik. On 3 June 2019, KPUSB was incorporated as a wholly-owned subsidiary of PMCK to expand into dental services in Kulim, Kedah, whereas prior to this we only offered dental services in PMC. On 20 December 2019, we commenced operations of our dental clinic in Kulim, namely Klinik Pergigian Unik.
2023	<ul style="list-style-type: none"> We expanded our dental services to Semenyih, Selangor, whereby on 17 October 2023, we commenced operations of our dental clinic in Semenyih under the name of Klinik Pergigian Unik. We commenced site clearance in preparation for the construction of PMC Kulim.
2024	<ul style="list-style-type: none"> With the intention to expand into the provision of medical laboratory services in Kulim, Kedah, on 17 January 2024, PMCK subscribed for new shares in RYM DX with PMCK holding a 51.00% equity interest in RYM DX, and the other 2 minority shareholders, namely Dr Woo Yen Yen and Dr Mariappa A/L Subramaniam, holding 26.00% and 23.00% equity interest respectively. On 1 July 2024, we received a positive rating of 5 star (81.00%) from the Malaysian Carbon Reduction and Environmental Sustainability Tool ("MyCREST") for the design of our PMC Kulim. Please refer to Section 7.22 of this Prospectus for further information on our environmental, social and governance efforts. We commenced the earthwork of our PMC Kulim in fourth quarter of 2024.
2025	<ul style="list-style-type: none"> On 26 March 2025, we commenced operations of our medical laboratory in Kulim ("RYM DX Lab"). We commenced the building construction of our PMC Kulim in second quarter of 2025.

[The rest of this page is intentionally left blank]

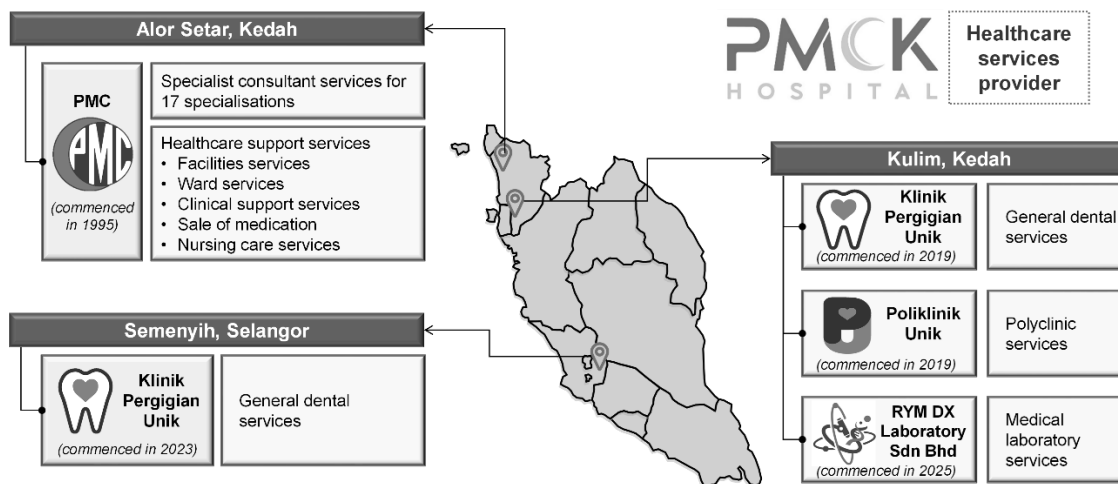
7. BUSINESS OVERVIEW (CONT'D)

7.2 PRINCIPAL BUSINESS ACTIVITIES AND SERVICES

Our service offerings can be categorised into 3 segments, as follows:

- (i) Specialist consultant services;
- (ii) Healthcare support services comprising facilities services, ward services, clinical support services, sale of medication and nursing care services; and
- (iii) Other services comprising general dental services, polyclinic services and medical laboratory services.

Our business activities can be summarised in the business model below:



Below is an image of PMC:



7. BUSINESS OVERVIEW (CONT'D)

7.2.1 Specialist consultant services

Specialist consultant services refer to the provision of specialist healthcare services by our specialist consultants. Specialist healthcare services are healthcare services that provide diagnosis, treatment, prevention, cure or management for special medical conditions that fall within a particular medical specialisation. Special medical conditions are severe and/or complex medical conditions that typically arise from acute and chronic illnesses that have progressed in severity and resulted in further health complications which subsequently require special medical attention. Notwithstanding this, certain special medical conditions may not arise from acute and chronic illnesses but are complex in nature such as pregnancy and childbirth, which require special medical attention.

Our specialist consultant services are provided to patients referred by, amongst others, our accident and emergency unit, external medical doctors (i.e. general practitioners) and insurance companies; as well as walk-in patients seeking for primary or secondary consultation, alternative treatment and/or health screening packages. For the past 3 FYEs and FPE 2025, the top 5 individual specialist consultants contributed between 3.45% and 8.16%; 4.35% and 9.42%; 4.06% and 8.38%; and 4.32% and 6.60% respectively to our Group's total revenue (calculated based on the revenue contribution for the provision of specialist consultant services and corresponding revenue generated from healthcare support services in connection with the said specialist consultant). Additionally, in the event that any specialist consultants cease to provide specialist consultant services at PMC, the patients receiving specialist consultant services from the respective specialist consultant will be assigned to another specialist consultant of the same specialisation. As such, we are not reliant on any single specialist consultant or medical officer.

The specialist consulting services offered by our Group are as follows:

Specialisation	Description
Anaesthesiology	Anaesthesiology is a medical specialisation that deals with the administration and management of general and regional anaesthetics during medical procedures such as surgery, certain screening and diagnostic tests. Anaesthesiology also specialises in acute and chronic pain management.
Cardiology	<p>Cardiology is a medical specialisation that deals with the care and diseases of the heart and cardiovascular system such as ischemic heart disease, cardiac arrhythmias and valvular heart disease.</p> <p>Cardiology services offered by our Group include angiography, computed tomography angiography and angioplasty.</p>
Dermatology	<p>Dermatology is a medical specialisation that deals with the care and diseases of the skin, nails, hair and scalp such as acne, pemphigus and psoriasis.</p> <p>Dermatology services offered by our Group include treatments for eczema, skin infections and psoriasis.</p>
Emergency medicine	<p>Emergency medicine is a medical specialisation that focuses on diagnosing, managing, and preventing urgent and acute illnesses or injuries that require immediate medical attention.</p> <p>Our emergency physicians are stationed at our accident and emergency unit, where they evaluate and manage illnesses which could potentially be life threatening, such as injuries sustained from traffic and/or worksite accidents, and thereon perform acute emergency procedures.</p>

7. BUSINESS OVERVIEW (CONT'D)

Specialisation	Description
Internal medicine	<p>Internal medicine is a medical specialisation that focuses on the diagnosis, treatment and prevention of a wide range of acute and chronic illnesses such as diabetes, hypertension and hypercholesterolemia.</p> <p>Internal medicine services offered by our Group include periodic health check-ups and consultation.</p>
Nephrology	<p>Nephrology is a medical specialisation that deals with the care and diseases of the kidneys such as acute kidney injury and chronic kidney disease.</p> <p>Nephrology services offered by our Group include dialysis, as well as performing interventional nephrology procedures, such as creating vascular access and managing access related complications.</p>
Obstetrics and gynaecology (O&G)	<p>Obstetrics and gynaecology are a combination of 2 medical specialisation that are related to female reproductive health whereby obstetrics involves care during pregnancy, childbirth and post-natal period, whereas gynaecology deals with the care and diseases of the female reproductive system.</p> <p>Obstetrics and gynaecology services offered by our Group include infertility consultation, urogynaecology services and laparoscopic surgery.</p>
Ophthalmology	<p>Ophthalmology is a medical specialisation that deals with eye diseases and vision disorders such as cataracts, diabetic retinopathy and amblyopia.</p> <p>Ophthalmology services offered by our Group include cataract surgery, extracapsular cataract extraction and common lid surgery.</p>
Oral and maxillofacial surgery	<p>Oral and maxillofacial surgery is a medical specialisation that focuses on surgical procedures involving the mouth, jaws, face and neck, such as extractions, corrective jaw surgery, facial reconstruction and treatment of facial trauma or diseases.</p>
Orthodontics	<p>Orthodontics is a medical specialisation that focuses on the treatment of straightening misaligned teeth to improve oral function or cosmetic appearance.</p> <p>Orthodontics services offered by our Group includes teeth straightening/ braces treatment, myofunctional treatment and temporary anchorage device (TAD).</p>
Orthopaedics	<p>Orthopaedics is a medical specialisation that deals with the care and diseases of the musculoskeletal system, which comprises bones, muscles, tendons, ligaments and soft tissues, such as osteoarthritis carpal tunnel syndrome and muscular dystrophy.</p> <p>Orthopaedic services offered by our Group include orthopaedic surgeries such as spine surgery, arthroplasty and sports surgery.</p>

7. BUSINESS OVERVIEW (CONT'D)

Specialisation	Description
Otorhinolaryngology	<p>Otorhinolaryngology is a medical specialisation that deals with the care and diseases of the ear, nose, throat, face, head and neck, such as hearing problem, chronic rhinosinusitis and allergic rhinitis.</p> <p>Otorhinolaryngology services offered by our Group include endoscopic nasal and sinus surgery, ear wax and fungal cleaning, as well as voice and vocal cord surgery.</p>
Paediatrics	<p>Paediatrics is a medical specialisation that deals with the healthcare of infants, children and adolescents.</p> <p>Paediatrics services offered by our Group include childhood immunisation and vaccination, growth and development assessment, as well as newborn assessment.</p>
Radiology	<p>Radiology is a medical specialisation that uses various imaging techniques to obtain detailed images of a body's internal structures for the diagnostic and treatment of diseases.</p> <p>As at the LPD, the type of radiology equipment available at PMC includes X-rays, CT scans, mammogram, Magnetic Resonance Imaging (MRI) and fluoroscopy equipment.</p>
Sports medicine	<p>Sports medicine is a medical specialisation that focuses on treating and managing injuries and illnesses, such as muscle, tendon, ligament tears, as well as strains, sprains, associated from sport activities.</p> <p>Sports medicine services offered by our Group include platelet rich plasma therapy, prolotherapy and dry needling.</p>
Surgical / general surgery	<p>Surgical / general surgery is a medical specialisation that performs surgical procedures related to the treatment of abdominal organs such as the stomach, liver and intestines.</p> <p>Surgical / general surgery services offered by our Group include neck surgery, gastrointestinal surgery, thyroid and salivary glands surgery as well as laparoscopic surgery.</p>
Urology	<p>Urology is a medical specialisation that deals with the care and diseases related to the bladder, kidney, urinary tract of both males and females as well as the organs related to reproduction for males such as the penis, testes and prostate such as prostate inflammation, bladder infections and incontinence.</p> <p>Urology services offered by our Group include urinary tract infection treatment, male infertility consultation and prostate surgery.</p>

7. BUSINESS OVERVIEW (CONT'D)

Our specialist consultants comprise resident specialist consultants and visiting specialist consultants. Resident specialist consultants are independent contractors of our Group which offer full time services to our patients*. On the other hand, visiting specialist consultants are independent contractors of our Group and their principal place of practice are at other medical centres (i.e. Government medical centres or other private medical centres). Visiting specialist consultants generally provide their services at our medical centre for a certain number of sessions per week. For both our resident and visiting specialist consultants, their earnings are based on fees received in return for providing consultation and treatment to patients at our medical centre. The fee received by these specialist consultants are stipulated by percentage in a specialist practicing agreement entered into between our Group and the respective specialist consultant.

Note:

- * Resident specialist consultants are however allowed to practice at other hospitals outside the municipal limits of Kedah during their off-days.

The general salient terms of the specialist practicing agreement are as follows:

Term	:	Between 1 to 5 years
Covenants of PMC	:	<ul style="list-style-type: none"> (i) To provide services, facilities and equipment to enable the specialist consultants to perform their obligations in PMC. (ii) To use all reasonable endeavour to operate PMC to ensure that the services, facilities and equipment are of exemplary standard.
Covenants of the specialist consultants	:	<ul style="list-style-type: none"> (i) To observe and comply with the rules, ethics, customs and practices of the medical profession. (ii) To comply with and abide by the rules, regulations, policies and procedures prescribed by PMC in respect of the services and facilities provided. (iii) To obtain and maintain registration with the Malaysian Medical/Dental Council and the relevant bodies as a medical practitioner and to hold a valid annual practicing certificate from the MOH. (iv) To obtain and maintain registration with the National Specialist Registrar. (v) To use exclusively the investigative, therapeutic, surgical, pharmaceutical and other services and ancillary facilities at PMC for the care, treatment and management of patients. (vi) To exercise reasonable care in the use of any of the facilities, equipment or services available at PMC. (vii) To carry out any other acts or services which are related to surgery as PMC may reasonably require. (viii) To provide health care and treatment for the employees of the hospital at rates mutually acceptable to PMC and the specialist consultants. (ix) Not to make or allow to be made any changes, additions or alterations to the services, facilities or fixtures at PMC.

7. BUSINESS OVERVIEW (CONT'D)

	<ul style="list-style-type: none"> (x) Not to disclose or divulge to any person any confidential information relating to the business, affairs or operation of PMC which may come to the knowledge of the specialist consultants during or in the course of performing his/her duty as a specialist consultant. (xi) Not to practice or accept appointment or engagement to practice at any other hospitals within the municipal limits of Kedah (for resident specialist consultants). (xii) Keep up with the current and up-to-date skills of his/her medical practice. (xiii) Assist in upgrading the facility, knowledge and skills of the relevant departments and staffs of PMC. (xiv) Co-operate in all aspects to give patient care the utmost priority. (xv) Shall only charge reasonable fees as stipulated in the Private Healthcare Facilities and Services Act 1998.
Termination	<p>: ULSB may terminate the employment contract if:</p> <ul style="list-style-type: none"> (i) The specialist consultant is in breach of terms of the contract. (ii) The specialist consultant is found guilty of any professional misconduct or negligent by the Medical and Dental Advisory Board of PMC. (iii) The registration of the specialist consultant with the Malaysian Medical Council and the annual practicing certificate of the specialist consultant from the Ministry of Health is revoked, terminated, cancelled or suspended. (iv) The specialist consultant is found guilty of misconduct by PMC's disciplinary committee, Malaysian Medical/Dental Council leading to suspension from medical practice or striking off from the register of medical/dental practitioners. (v) The specialist consultant is convicted or any offence punishable on conviction with imprisonment. (vi) The specialist consultant passes away or is found or declared to be of unsound mind or professionally incompetent. (vii) The specialist consultant commits any act of bankruptcy. (viii) PMC or any substantial part thereof shall be damaged or destroyed by fire. (ix) The appointment of the specialist consultant in accordance with the terms and conditions of the employment contract is illegal or prohibited by any statute, law or regulation. <p>The specialist consultant may terminate the employment contract if:</p> <ul style="list-style-type: none"> (i) ULSB is in breach of any warranty. (ii) ULSB goes into liquidation or an order of court is made for its compulsory liquidation. (iii) PMC or any substantial part thereof shall be damaged or destroyed by fire.

7. BUSINESS OVERVIEW (CONT'D)

	(iv)	Payment due by ULSB is not paid within the stipulated time.
	(v)	The set-up or operation of PMC shall be illegal or shall be prohibited by any statute, law or regulation.

In addition, we also have 5 resident medical officers stationed in our accident and emergency unit to attend to patients that required general and emergency medical services; as well as 2 resident and 3 visiting dental officers stationed in our general dental clinic in PMC to provide general dental services.

As at the LPD, our Group has 26 resident specialist consultants and 14 visiting specialist consultants. The following shows the breakdown of our resident specialist consultants and visiting specialist consultants by their specialisation:

Specialisation	Number of consultants	
	Resident specialist consultant	Visiting specialist consultant
Anaesthesiology	3	1
Cardiology	1	2
Dermatology	-	1
Emergency medicine	1	-
Internal medicine	2	1
Nephrology	-	1
Obstetrics and gynaecology	3	3
Ophthalmology	1	-
Oral and maxillofacial surgery	-	1
Orthodontics	-	1
Orthopaedics	4	1
Otorhinolaryngology	2	-
Paediatrics	3	1
Radiology	1	1
Sports medicine	1	-
Surgical / general surgery	3	-
Urology	1	-
Total	26	14

Our specialist consultant services can be provided on inpatient and outpatient basis, which are supported by our healthcare support services. Please refer to Section 7.2.2 of this Prospectus for further details on the healthcare support services that support our specialist consultant services. The number of inpatients and outpatients that we have treated in the past 3 FYEs and FPE 2025 are as follows:

Basis	FYE 2022	FYE 2023	FYE 2024	FPE 2025
Inpatient	7,158	9,188	9,336	5,010
Outpatient	116,866	118,547	105,838	53,539
Total	124,024	127,735	115,174	58,549

7. BUSINESS OVERVIEW (CONT'D)

7.2.2 Healthcare support services

Our healthcare support services comprise facilities services, ward services, clinical support services, sale of medication as well as nursing care services, as follows:

7.2.2.1 Facilities services

Our facilities services refer to the provision of medical facilities and related services that support medical treatment to our patients and/or support the care provided by our specialist consultants.

The type of facilities available at our medical centre as well as the services provided by each facility are as follows:

Facilities

Description

Accident and emergency unit



An accident and emergency unit is a facility which provides 24-hour care and medical treatment for patients in accident and emergency cases.

Our medical officers and emergency physician are assigned to our accident and emergency unit and are responsible for treating patients that seek medical attention at our accident and emergency unit.

As at the LPD, our medical centre has 1 accident and emergency unit with 4 treatment bays.

Operating theatre



An operating theatre is a facility used to carry out surgical operations, endoscopies and imaging procedures. Our operating theatres are equipped with the necessary equipment such as operating theatre tables with operation table lights, surgical instruments, scopes and other equipment, which enable our specialist consultants to provide surgical operations and perform scopes for our patients. Our operating theatre can facilitate invasive and minimally invasive surgical operations, such as arthroplasty, arthroscopy and laparoscopic surgeries. It can also be used to facilitate endoscopic procedures (which can also be carried out at our endoscopic suite), with further details as disclosed below.

As at the LPD, our medical centre has 3 operating theatres.

7. BUSINESS OVERVIEW (CONT'D)

Facilities

Description

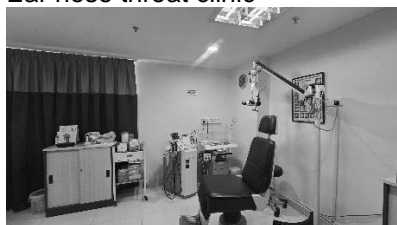
Endoscopic suite



An endoscopic suite is a facility used to carry out endoscopic procedures, whereby our specialist consultants will insert an endoscope (a flexible tube equipped with lighting and imaging tools) into the patient's body to examine, diagnose and/or treat various conditions. The types of endoscopic procedures offered by our medical centre includes bronchoscopy, cystoscopy, colonoscopy and oesophagogastroduodenoscopy (OGDS).

As at the LPD, our medical centre has 1 endoscopic suite.

Ear nose throat clinic



A clinic where scopes related to otorhinolaryngology such as rigid nasoendoscope, pharyngolaryngeal scope, otoendoscopy and flexible nasopharyngolaryngeal scopes, are carried out by our specialist consultants to perform examination on illness relating to otorhinolaryngology. These scopes are typically performed in a clinical room rather than in an operating theatre.

As at the LPD, our medical centre has 2 ear nose throat clinics.

Labour room



A labour room is a facility that provides care for women who are in labour prior to/during delivery. Our labour rooms are equipped with delivery beds which enable us to provide care for our patients in normal and/or assisted labour including assessing and monitoring their progress in both types of labour. It is equipped with instruments such as ventouse and forceps to assist patients during an assisted labour.

As at the LPD, our medical centre has 3 labour rooms.

Nursery unit



A nursery unit is a facility that provides care for newborn babies. Babies that are born in our labour rooms will be transferred to the nursery unit where we carry out routine procedures to assess the babies' physical conditions such as their heart rate, breathing, reflexes, muscle tone and skin colouration as well as carry out measurements such as weight and length. The newborn babies are subsequently nursed, fed and bathed in the nursery unit up until being discharged.

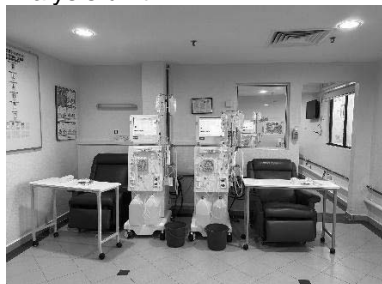
As at the LPD, our medical centre has 1 nursery unit with 5 bassinets and 3 baby cots.

7. BUSINESS OVERVIEW (CONT'D)

Facilities

Description

Dialysis unit



A dialysis unit is a facility that provides dialysis services as well health counselling concerning dialysis care to patients. We focus on providing haemodialysis to patients who are diagnosed with kidney failure.

As at the LPD, our medical centre has 1 dialysis unit with 9 dialysis chairs, comprising 8 dialysis chairs for non-hepatitis patients and 1 dialysis chair for hepatitis B patients.

Dietetics unit



A dietetics unit provides dietary consultation and plans patients' diets to ensure meeting nutritional requirements.

Our Group dietetics unit also provides dietary consultation services for inpatient and outpatient including dietary planning and monitoring, as well as monitoring food services and cafeteria.

As at the LPD, our medical centre has 1 dietetics unit.

[The rest of this page is intentionally left blank]

7. BUSINESS OVERVIEW (CONT'D)

7.2.2.2 Ward services

Ward services refer to the provision of ward accommodation/usage for our patients that require hospitalisation and/or certain outpatient treatment (specifically for our accident and emergency unit) at our medical centre. As at the LPD, we have a total of 121 beds for our ward services. The details of the breakdown of number of beds for the respective wards are as follows:

Ward	Number of beds
General	101
High dependency unit	10
Day care	10
Total	121

For our general wards, we offer standard wards and premium wards:

- Standard wards: we offer 2 types of standard wards, i.e. private wards and sharing wards. Private wards are single-bedded rooms while sharing wards are double-bedded, three-bedded (in the past FYEs/FPE up to 22 April 2025) or four-bedded rooms. Our standard wards are furnished with basic furniture such as single beds, television units and overbed tables. Our private wards are furnished with additional furniture such as sofas and refrigerators. As at the LPD, we have 22 beds under private wards and 58 beds under sharing wards.



Private ward



Sharing ward

- Premium wards: we offer 2 types of premium wards, namely platinum wards and deluxe wards. Both types of premium wards are single-bedded rooms complete with basic furniture such as single electric beds, television units and overbed tables, as well as additional furniture such as sofas, companion beds and refrigerators for added comfort and convenience for our patients and their visitors. As at the LPD, we have 8 beds under platinum wards and 13 beds deluxe wards.



Platinum ward



Deluxe ward

7. BUSINESS OVERVIEW (CONT'D)

Our high dependency unit is a single-room ward equipped with 10 beds used to accommodate patients that require constant and close monitoring and/or treatment by our specialist consultants and nurses. Save for an overbed table for each bed, our high dependency unit is not furnished with other furniture for visitor's use.



Our day care ward is equipped with 10 beds used to accommodate patients who are recovering from day procedures and do not require overnight admission. For our day care ward, we offer single-bedded rooms and sharing rooms (i.e. double-bedded, three-bedded (in the past FYEs/FPE up to 22 April 2025) or four-bedded rooms), where these rooms are furnished with basic furniture such as television units and overbed tables.



Subsequent to 23 April 2025, we converted three-bedded and four-bedded rooms to single- and double-bedded rooms. This was due to lower demand by patients for three- and four-bedded rooms as compared to single and double-bedded rooms after COVID-19. Resulting thereto, the total number of beds will decrease from 162 beds to 121 beds (as compared to 162 beds in the past FYEs/FPE up to 22 April 2025).

[The rest of this page is intentionally left blank]

7. BUSINESS OVERVIEW (CONT'D)

7.2.2.3 Clinical support services

Clinical support services refer to ancillary healthcare services that support our specialist consultant services and other healthcare support services by providing services that support the patients' diagnostic and recovery processes. Clinical support services include treatment, therapeutic, rehabilitative, diagnostic and technical services associated with healthcare.

Our clinical support services are provided by our allied healthcare professionals as well as our general staff. The following are the clinical support services offered by our Group:

Medical laboratory



Description

Provides medical laboratory procedures which support specialist consultants and/or medical officers in conducting diagnosis and treatment of patients. Some examples of the equipment used to provide medical laboratory procedures include 1 unit of automated clinical chemistry and immunoassay analyser, 4 units of centrifuge and 1 unit of hematology analyser.

Services offered

- Histopathology test⁽¹⁾
- Cytology test⁽¹⁾
- Microbiology test⁽¹⁾
- Endocrinology test⁽¹⁾
- Allergy test⁽¹⁾
- Genetic screening⁽¹⁾
- Molecular diagnostics⁽¹⁾
- Toxicology test⁽¹⁾
- Blood test/Haematology
- Wellness screening
- Biochemistry
- Serology
- Urine analysis
- Blood bank service

Note:

- ⁽¹⁾ Outsourced to third-party medical laboratories. Our healthcare personnel collect the samples/specimens from our patients and send the samples/specimens to third-party medical laboratories to carry out the tests. As at the LPD, our Group has entered into service agreements with 3 third-party medical laboratories for the provision of medical laboratory services.

7. BUSINESS OVERVIEW (CONT'D)

The salient terms for one of the service agreements with our third-party medical laboratories are as follows:

Service	:	The third-party medical laboratory is appointed to provide medical laboratory services.
Length of service	:	3 years
Exclusivity	:	Not applicable
Drawing and Collection of Specimens	:	Our Group is responsible for the drawing and storage of specimen prior to collection from the third-party medical laboratory.
Test Results	:	The third-party medical laboratory will process all the specimens and aims to provide the test reports (in both electronic and hardcopy forms) within a reasonable time. Nevertheless, the third-party medical laboratory will use reasonable endeavours to inform us, within 24 hours, whenever a critically abnormal result is obtained.
Payment Terms	:	Within 30 days from the date of issuance of invoice.
Default / Termination clause	:	<ul style="list-style-type: none"> • Either party may terminate the service agreement if there is a material breach or material non-performance by the defaulting party which is not remedied within 30 days after receiving the written notice. • Either party shall have the right to terminate the service agreement by providing written notice to the other party in the following circumstances: <ul style="list-style-type: none"> (a) a receiver is appointed over any property or assets of the other party; (b) the other party makes any voluntary arrangement with its creditors which materially affects its assets or its ability to carry on a business; or (c) the other party ceases or threaten to cease carry on business.
Governing Laws	:	Governed by and construed in accordance with the laws of Malaysia.

Notwithstanding that we outsource 8 out of the 14 medical laboratory services offered to third-party medical laboratories, these tests are not commonly undertaken by our patients. Medical laboratory tests that are commonly undertaken by our patients, such as blood test/haematology, biochemistry and urine analysis, are performed in-house.

In the past 3 FYEs 2022 to 2024 and FPE 2025, medical laboratory tests that are performed in-house contributed 88.42%, 91.04%, 91.24% and 91.79% over our Group's total medical laboratory tests performed respectively, while medical laboratory tests that are outsourced to third-party medical laboratories contributed 11.58%, 8.96%, 8.76% and 8.21% over our Group's total medical laboratory tests performed respectively.

7. BUSINESS OVERVIEW (CONT'D)

Rehabilitative care



Description

Provides physiotherapy and/or counselling which assist patients to regain physical, mental and/or cognitive abilities that were lost due to causes including diseases, injuries and surgeries. Some examples of the equipment used to provide physiotherapy and/or counselling include 1 unit of anti-gravity treadmill, 1 unit of traction machine as well as 2 units of electrotherapy and ultrasound system.

Examples of services offered

- Cardiovascular rehabilitation
- Neuromuscular
- Musculoskeletal
- Paediatrics physiotherapy
- Sports injury recovery
- Post-operative recovery
- Antenatal

Radiology services



7. BUSINESS OVERVIEW (CONT'D)

Description	Services offered
Uses imaging technology to produce visuals which support specialist consultants and/or medical officers in conducting diagnosis and treatment of patients. Some examples of the equipment used to produce visuals include 1 unit of 640-slice CT scan system, 1 unit of magnetic resonance imaging (MRI), 1 unit of computed radiography and radiology information system.	<ul style="list-style-type: none"> • X-ray • Angiography • CT • MRI • Ultrasound • Fluoroscopy • Image intensifier machine • Portable X-ray • Mammography

As at the LPD, our Group has a total of 20 allied healthcare professionals involved in our clinical support services. The following shows the breakdown of our allied healthcare professionals based on the clinical support services offered by our Group:

Clinical support service	Number of allied healthcare professionals
Medical laboratory	6
Rehabilitation care	7
Radiology	7
Total	20

7.2.2.4 Sale of medication

We sell medication prescribed by our specialist consultants or medical officers to our inpatient and outpatient customers that receive healthcare services at our medical centre. We provide medication to our patients as part of their treatment and recovery plans.

The medication prescribed to our patients are dispensed at our in-house pharmacy in our medical centre. During consultation, our specialist consultants or medical officers will issue medical prescriptions according to our patients' medical requirements. Following which, our in-house pharmacy will dispense the medication according to the prescriptions. Additionally, for customers that visit our in-house pharmacy to purchase medication but did not receive treatment at our medical centre, our sale of medication is also available to them, where these customers may purchase over the counter (OTC) medication at our in-house pharmacy.

Our in-house pharmacy is supported by our pharmacists and general staff. As at the LPD, we have 2 pharmacists at our in-house pharmacy.

7.2.2.5 Nursing care services

Nursing care services refer to the provision of nursing care such as medication administration, injury and wound care as well as around-the-clock care for our patients. Typically, patients that require nursing care services are patients that have been hospitalised and require assistance with nursing care and daily living tasks.

Our nursing care services are provided by our team of nurses which are tasked with providing nursing care and assistance with daily living tasks such as toileting, bathing and dressing for our patients, and supported by our specialist consultants, medical officers and allied healthcare professionals, where necessary. As at the LPD, our Group has a total of 96 nurses at our medical centre.

7. BUSINESS OVERVIEW (CONT'D)

7.2.3 Other services

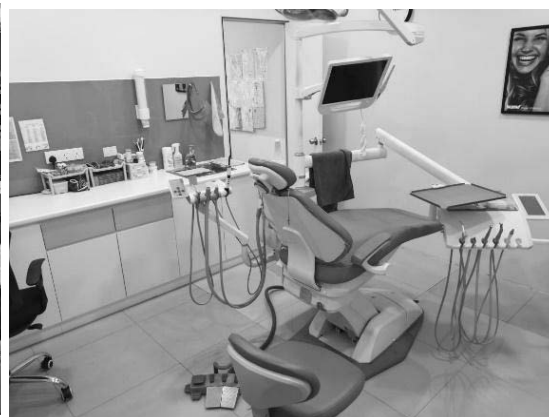
Our Group offers other services that are related to healthcare but are not part of our medical centre business, which comprise general dental services and polyclinic services.

7.2.3.1 General dental services

General dental services refer to the provision of general dental care and treatment that deal with patients' overall dental health. We provide general dental services through our dental clinics located in Kulim and Semenyih, both under the name of Klinik Pergigian Unik.

General dental services	Description	Procedures
Periodontics	The area of dentistry that is related to diagnosing and treating diseases of the gums and jawbone	<ul style="list-style-type: none"> • Scaling and root planning • Surgery related to gum and bone
Implantology	The area of dentistry that is related to the implantation of artificial teeth	<ul style="list-style-type: none"> • Dental implants • Sinus lifting • Hard and soft tissue grafting

Our general dental services are provided by our dental officers. As at the LPD, we have 2 resident dental officers at our Kulim Klinik Pergigian Unik; and 1 resident dental officer at our Semenyih Klinik Pergigian Unik.



7.2.3.2 Polyclinic services

Polyclinic services refer to the provision of outpatient primary care services through our polyclinic, namely Poliklinik Unik in Kulim, Kedah. We provide a wide range of primary care services through Poliklinik Unik such as general medical consultation, routine medical consultation, X-ray services, vaccinations, basic health screening (which includes medical laboratory tests) and antenatal consultations. As at the LPD, medical laboratory tests for our polyclinic are either sent to be carried out by our RYM DX Lab or outsourced to third-party medical laboratories.

7. BUSINESS OVERVIEW (CONT'D)

Our polyclinic services are provided by our medical officers, who are supported by a team of nurses, radiographers and general staff. As at the LPD, we have 2 medical officers, 3 nurses and 2 radiographers based at our Poliklinik Unik.



7.2.3.3 Medical laboratory services

Medical laboratory services refer to the performance of medical laboratory procedures which support healthcare professionals in conducting diagnosis and treatment of patients through our recently established medical laboratory, i.e. RYM DX Lab, in Kulim, Kedah. Medical laboratory services offered by our RYM DX Lab include biochemistry, blood test/haematology and urine analysis. RYM DX Lab is involved in performing medical laboratory tests for Poliklinik Unik, which enhances the operational efficiency of our Poliklinik Unik as well as reduce the dependency of Poliklinik Unik on third-party medical laboratories for medical laboratory tests. Moving forward, we intend for our RYM DX Lab to provide medical laboratory services to third-party healthcare establishments and the public around the proximity of Kulim.

Our medical laboratory services at our RYM DX Lab are provided by our medical laboratory technicians and as at the LPD, we have 2 medical laboratory technicians based at our RYM DX Lab. For avoidance of doubt, RYM DX Lab operates separately from the medical laboratory services offered in our PMC as detailed in Section 7.2.2.3 of this Prospectus, whereby medical laboratory procedures carried out in our PMC solely support our PMC operations.



7. BUSINESS OVERVIEW (CONT'D)**7.2.4 Principal place of business**

Our headquarter and administrative office is located at 888, Jalan Sekerat, Off Jalan Putra, 05100 Alor Setar, Kedah. Details of the principal places of business of our Group are as follows:

<u>Locations</u>	<u>Description</u>	<u>Main functions</u>	<u>Approximate built-up area sq ft</u>
<u>Owned</u>			
888, Jalan Sekerat, Off Jalan Putra, 05100 Alor Setar, Kedah	An adjoined 4-storey and 8-storey private medical centre	Headquarter, administrative office and place of operation for PMC	144,558
<u>Rented</u>			
342-C, Taman Seraya Indah, 09000 Kulim, Kedah	Ground floor of a 2-storey shoplot	Place of operation for "Poliklinik Unik" and "Klinik Pergigian Unik"	5,500
No. 27G (Ground Floor), Jalan Semenyih Sentral 4, Semenyih Sentral, 43500 Semenyih, Selangor	Ground floor of a 2-storey shoplot	Place of operation for "Klinik Pergigian Unik"	1,483
61, Lorong Permata 1/1, Bandar Permata Luas, 09600 Lunas, Kedah	Ground floor of a 2-storey shoplot	Place of operation for "RYM DX Lab"	1,399

7.3 PRINCIPAL BUSINESS SEGMENTS AND MARKET

The breakdown of our Group's revenue segmentation by principal business activities for the past 3 FYEs 2022 to 2024 and FPE 2025 is as follows:

Revenue principal business activities	by		FYE 2022		FYE 2023		FYE 2024		FPE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Specialist consultant services	26,408	27.20	31,198	31.24	32,637	31.28	17,340	29.62		
Healthcare support services ⁽¹⁾	66,272	68.26	66,498	66.60	69,893	66.99	40,168	68.61		
Other services ⁽²⁾	4,408	4.54	2,155	2.16	1,805	1.73	1,039	1.77		
Total revenue	97,088	100.00	99,851	100.00	104,335	100.00	58,547	100.00		

Notes:

- ⁽¹⁾ Healthcare support services comprise facilities services, ward services, clinical support services, sale of medication and nursing care services.

7. BUSINESS OVERVIEW (CONT'D)

- (2) Other services comprise general dental services and polyclinic services. Beginning March 2025, this segment will include medical laboratory services provided by RYM DX Lab.

In the past 3 FYEs 2022 to 2024 and FPE 2025, specialist consultant services contributed 27.20%, 31.24%, 31.28% and 29.62% to our Group's total revenue respectively; healthcare support services contributed 68.26%, 66.60%, 66.99% and 68.61% to our Group's total revenue respectively; and other services contributed 4.54%, 2.16%, 1.73% and 1.77% to our Group's total revenue respectively.

The breakdown of our Group's revenue segmentation by type of patient care is as follows:

Revenue by type of patient care	FYE 2022		FYE 2023		FYE 2024		FPE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Inpatient	59,468	61.25	74,518	74.63	78,832	75.56	45,039	76.93
Outpatient	37,620	38.75	25,333	25.37	25,503	24.44	13,508	23.07
Total revenue	97,088	100.00	99,851	100.00	104,335	100.00	58,547	100.00

In the past 3 FYEs 2022 to 2024 and FPE 2025, inpatient care contributed 61.25%, 74.63%, 75.56% and 76.93% to our Group's total revenue respectively, while outpatient care contributed 38.75%, 25.37%, 24.44% and 23.07% to our Group's total revenue respectively.

In FYE 2023, the revenue from inpatient care increased from RM59.47 million to RM74.52 million which was in tandem with the increase in number of inpatient care from 7,158 patients in FYE 2022 to 9,188 patients in FYE 2023. The increase was mainly due to the COVID-19 gradually subsiding whereas, during the COVID-19, cancellations and deferments of routine and/or non-urgent healthcare were prevalent during periods of high infection rates as patients delayed healthcare treatments and consultations mainly due to lockdown and movement restriction measures to contain the spread of COVID-19 as well as reluctance to visit healthcare facilities due to the fear of contracting COVID-19.

On the other hand, the revenue from outpatient care decreased from RM37.62 million in FYE 2022 to RM25.33 million in FYE 2023 mainly due to the reduction in demand for COVID-19 vaccines as a result of COVID-19 gradually subsiding.

The breakdown of our Group's revenue segmentation by geographical location is as follows:

	FYE 2022		FYE 2023		FYE 2024		FPE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Malaysia								
- Kedah	97,088	100.00	99,851	100.00	104,300	99.97	58,493	99.91
- Selangor	-	-	-	-	35	0.03	54	0.09
Total	97,088	100.00	99,851	100.00	104,335	100.00	58,547	100.00

Our Group's principal market is in Malaysia, which Kedah accounted 100.00%, 100.00%, 99.97% and 99.91% of our total revenue for the past 3 FYEs 2022 to 2024 and FPE 2025, respectively.

7. BUSINESS OVERVIEW (*CONT'D*)

7.4 DESCRIPTION OF OUR BUSINESS

7.4.1 Our business processes

The general process flow of our medical centre business can be divided into 2, namely:

- (i) non-emergency cases (i.e. patients with conditions that do not require urgent medical attention); and
- (ii) emergency cases (i.e. patients with conditions that require urgent medical attention).

Non-emergency cases

For non-emergency cases, the process flow is further divided into 2 process flows to cater for outpatient care and inpatient care.

The process flow for our outpatient care is as follows:

Stage	Description
Registration	<ul style="list-style-type: none"> Our first-time patients are required to register their personal information such as full name, identification number, address as well as medical insurance details (if any), in order for us to create a medical record. Following which, we will register them for their consultation. Our repeat patients who have previously registered their personal information at our medical centre are required to provide their full name and identification number or medical record number in order for us to register them for a new consultation. Our follow-up patients who are returning for follow-up consultation and/or treatment at our medical centre are required to provide their full name, identification number or medical record number to proceed with the consultation and/or treatment.
Pre-consultation assessment	<ul style="list-style-type: none"> After registration, our patients are directed to the respective outpatient specialist clinic for pre-consultation assessment prior to consultation. Pre-consultation assessments such as blood pressure assessment, body temperature assessment and body weight assessment are conducted.
Consultation	<ul style="list-style-type: none"> Following pre-consultation, our patients are assessed by our healthcare professionals (i.e. medical officers or specialist consultants) according to their medical conditions for diagnosis. A treatment plan for our patients will be prepared based on the diagnosis by our healthcare professionals. The treatment plan may comprise, amongst others, medical prescription, surgery and/or further assessment such as diagnostic testing or referral to other healthcare professionals (i.e. specialist consultants or allied healthcare professionals). Should our patients require further assessment, the treatment plan will be reviewed and revised accordingly by our healthcare professionals based on the diagnosis from further assessment. Follow-up consultations and/or treatments will be arranged for our patients where necessary.

7. BUSINESS OVERVIEW (CONT'D)

Stage	Description
Treatment	<ul style="list-style-type: none"> Our patients will undergo treatment according to the treatment plan (e.g. receipt of medication, surgery and/or further assessment).
Payment	<ul style="list-style-type: none"> Our patients will make payment for the pre-consultation assessment, consultation and treatment received.
Dispensing of medication	<ul style="list-style-type: none"> Our patients that received medical prescriptions will collect their prescribed medication from our in-house pharmacy.

The process flow for our inpatient care is as follows:

Stage	Description
Registration	<ul style="list-style-type: none"> Our first-time patients are required to register their personal information such as full name, identification number, address as well as medical insurance details (if any), in order for us to create a medical record number for them. Following which, we will register them for admission. Our repeat patients who have previously registered their personal information at our medical centre are required to provide their full name and identification number or medical record number in order for us to register them for admission.
Receipt of letter of guarantee / payment of deposit	<ul style="list-style-type: none"> For insured patients, we will assist to obtain the letter of guarantee from the respective insurance companies, TPAs, corporate panels or government agency panels before admission to ward. For uninsured patients, they are required to make a payment of deposit in order to proceed with admission to ward.
Admission to ward	<ul style="list-style-type: none"> Following the receipt of letter of guarantee / payment of deposit, our patients will be admitted to ward.
Pre-consultation assessment	<ul style="list-style-type: none"> Prior to receiving treatment plan, our patients will undergo pre-consultation assessment such as blood pressure assessment, body temperature assessment and body weight assessment. Pre-consultation assessment is also conducted where necessary throughout the duration of our patients' admission.
Admission orientation	<ul style="list-style-type: none"> Upon admission to the ward, our patients will be briefed through an admission checklist, where we will run through with the patients on, amongst others, our ward policies, visiting hours and rules, guarantee letter coverage, next of kin information, meal options and emergency protocols.

7. BUSINESS OVERVIEW (CONT'D)

Stage	Description
Consultation and treatment	<ul style="list-style-type: none"> • Following admission orientation, our patients are assessed by our healthcare professionals (i.e. medical officers or specialist consultants) according to their medical conditions for diagnosis. • A treatment plan for our patients will be prepared based on the diagnosis by our healthcare professionals. • A treatment plan may comprise, amongst others, medical prescription, surgery and/or further assessment such as diagnostic testing or referral to other healthcare professionals (i.e. specialist consultants or allied healthcare professionals). • Should our patients require further assessment, the treatment plan will be reviewed and revised accordingly by our healthcare professionals based on the diagnosis from further assessment. • Prior to undergoing the respective treatment, our patients will be fully informed on the procedure, potential risks, benefits, and any necessary preparations. • Our patients will undergo treatment according to the treatment plan (i.e. receipt of medication, surgery and/or further assessment). • Typically, the patients will receive regular consultations by our healthcare professional throughout the duration of their admission to monitor their medical conditions and/or progress of recovery.
Discharge	<ul style="list-style-type: none"> • Our healthcare professionals will assess the conditions of our patients to identify whether the patients are fit for discharge. • Our patients will be discharged once our healthcare professionals authorise the discharge.
Arrangement of follow-up consultations / treatments	<ul style="list-style-type: none"> • Follow-up consultations and/or treatments will be arranged for our patients where necessary.
Payment	<ul style="list-style-type: none"> • Following discharge, our patients will make payment for the outstanding bill, if any.
Dispensing medication of	<ul style="list-style-type: none"> • Our patients that have been discharged and received medical prescriptions will collect their prescribed medication from our in-house pharmacy.

[The rest of this page is intentionally left blank]

7. BUSINESS OVERVIEW (CONT'D)**Emergency cases**

The process flow for our emergency cases is as follows:

Stage	Description
Registration	<ul style="list-style-type: none"> • Our patients are required to register at our 24-hour accident and emergency unit. • Our first-time patients are required to register their personal information such as full name, identification number, address as well as medical insurance details (if any), in order for us to create a medical record number for them. Following which, we will register them for emergency care. • Our repeat patients who have previously registered their personal information at our medical centre are required to provide their full name and identification number or medical record number in order for us to register them for emergency care. • Upon registration, our patients will be sent to the triage where their vitals (e.g. blood pressure, oxygen level, body temperature) will be taken.
Initial assessment, diagnosis and treatment	<ul style="list-style-type: none"> • Typically, our emergency physician/medical officers are the first point of contact for our patients of emergency cases, which include accidents. • Our emergency physician/medical officers will conduct the initial assessment and diagnosis of our patients' medical conditions. • Following the initial assessment and diagnosis, the emergency physician/medical officers will prepare a treatment plan according to our patients' medical conditions. • A treatment plan may comprise treatment, amongst others, medical prescription, surgery and/or further assessment such as diagnostic testing or referral to other healthcare professionals (i.e. specialist consultants). • Our emergency physician/medical officers will also assess whether our patients require admission to our medical centre as part of their treatment plan.
Treatment	<ul style="list-style-type: none"> • Our patients will undergo treatment according to the treatment plan, i.e. receipt of medication, surgery, further assessment and/or admission to ward (as per the admission process detailed above).
Payment	<ul style="list-style-type: none"> • Following the treatment received or discharge (if the patient was admitted), our patients will make payment for the bill if not covered by insurance companies, TPAs, corporate panels or government agency panels.
Dispensing of medication	<ul style="list-style-type: none"> • Our patients that received medical prescriptions will collect their prescribed medication from our in-house pharmacy.

7. BUSINESS OVERVIEW (CONT'D)

7.4.2 Our bed occupancy rates

Year	Total patient days per annum ⁽¹⁾	Total bed available per annum ⁽²⁾	Annual bed occupancy rate ⁽³⁾
FYE 2022	29,991	59,130	50.72%
FYE 2023	39,318	59,130	66.49%
FYE 2024	42,132	59,292	71.06%
FPE 2025	24,193	34,668	69.78%

Notes:

- (1) The total patient days per annum represents the number of days stayed by our inpatients (excluding day care patients) in our PMC during the respective FYE and FPE, which represents the number of days where our beds are occupied.
- (2) The total bed available per annum is calculated based on the total bed multiplied by the total days in respective FYE and FPE. We have a total of 162 beds in FYE 2022 to FYE 2024 and FPE 2025, prior to the renewal of our hospital licence on 23 April 2025 which reduced our number of beds to 121 beds. The reduction in number of beds was also in-line with our efforts in converting three-bedded and four-bedded rooms to single- and double-bedded rooms, with further details set out below. Total beds available per annum during FYE 2024 was higher as they were 366 days in FYE 2024.
- (3) The annual bed occupancy rate is calculated by dividing total patient days per annum against total bed available per annum.

In the past 3 FYEs 2022 to 2024, the annual bed occupancy rate was 50.72%, 66.49%, 71.06% respectively, displaying an increasing trend due to the increase in total patient days per annum for each FYE. In FPE 2025, the annual bed occupancy rate was lower at 69.78%, which was due to a decline in patient visits, possibly a result of the raining season (during September 2024 to November 2024), which had caused several floods at Alor Setar, Kedah and its surrounding areas, leading to patients experiencing difficulties in travelling to our PMC. Please refer to Section 7.10 of this Prospectus for details of such incident.

Subsequent to 23 April 2025, we converted three-bedded and four-bedded rooms to single- and double-bedded rooms. This was due to lower demand by patients for three- and four-bedded rooms as compared to single and double-bedded rooms after COVID-19. Resulting thereto, the total number of beds will decrease from 162 beds to 121 beds. Based on this, the total bed available per annum is 44,286 beds, which is above the highest total patient days per annum recorded in FYE 2024 of 42,132 patient days. As such, there will be sufficient beds for our patients. As at the LPD, the Group is operating with 121 beds.

7.4.3 Panel of insurance companies, TPAs, corporations and government agencies

We are on the panels of various insurance companies and TPAs through partnerships, in which our PMC, Poliklinik Unik and/or Klinik Pergigian Unik is appointed as panel.

Insurance companies that offer medical insurance provides patients with financial coverage or reimbursements against losses resulting from illnesses which are covered under their medical insurance policy. Typically, our Group enters into panel agreements with these insurance companies and these agreements are usually renewed automatically every 2 years unless terminated. Generally, the grounds for termination of these panel agreements include but is not limited to a material breach of the agreement that is not rectified within the stipulated deadline, the loss or suspension of license/certification of the panel hospital or when either party becomes insolvent or liquidated. For insurance companies that we have not entered into any agreements with, the panel ship will be confirmed via panel ship confirmation letters or credit facilities application forms submitted by the insurance companies.

7. BUSINESS OVERVIEW (CONT'D)

TPAs are companies that serve as intermediaries between insurance companies and insured patients in which its main services include claims management and processing. As the relationship is between insurance companies and insured patients with the TPAs acting as intermediaries, our Group generally do not enter into any agreement with the TPAs.

Insured patients are able to receive medical services at our medical centre, polyclinic and/or dental clinics. Further, insured patients are able to receive hospitalisation services at our medical centre via cashless facility through direct admission with a letter of guarantee from our partner insurance companies or TPAs. Upon the issuance of the patients' medical invoices, our partner insurance companies or TPAs will make payment to us on behalf of the patients.

As at the LPD, we are appointed on the panels of the following insurance companies and TPAs:

Insurance companies	Length of relationship
AIA Healthcare Service Sdn Bhd	4
Allianz General Insurance Company (Malaysia) Berhad	7
Berjaya Sompo Insurance Berhad	26
Etiga Insurance Berhad	11
Great Eastern Life Insurance (Malaysia) Berhad	18
Liberty General Insurance Berhad	20
Zurich Life Insurance Malaysia and Zurich Takaful Malaysia Berhad	22
TPAs	Length of relationship
ASP Medical Clinic Sdn Bhd	5
Dytan Health On-line Sdn Bhd	3
Europ Assistance Services (Malaysia) Sdn Bhd	8
IA International Assistance Sdn Bhd	11
IHM Sdn Bhd	12
Integrated Health Plans (Malaysia) Sdn Bhd	9
MediExpress (Malaysia) Sdn Bhd	16
Medilink Global (M) Sdn Bhd	11
Mediscreen Sdn Bhd	16
MiCare Sdn Bhd	8
Miyacare Sdn Bhd	5
PMcare Sdn Bhd	9

We are also on the panel of 32 corporations and 17 government agencies as at the LPD, where our medical centre, polyclinic and/or dental clinics are appointed by them as a panel of healthcare service provider for their employees.

7. BUSINESS OVERVIEW (CONT'D)

7.5 QUALITY AND CERTIFICATES

As a testament to our quality, as at the LPD, we have obtained the following certificates through our subsidiaries:

Name of certificate	Certified entity and/or medical centre	Certificate body	First certification date	Current validity period	Details/ scope of certificates
ISO 9001:2015	PMC	TÜV Rheinland Cert GmbH	13 February 2007 ⁽¹⁾	13 January 2025 – 12 January 2028	Provision of patient care
Malaysian Hospital Accreditation Standards	PMC	Malaysian Society for Quality in Health (MSQH)	21 January 2016	7 October 2023 – 6 October 2027	<p>With respect to organisation and management, human resources development and management, policies and procedures, facilities and equipment, quality improvement activities and special requirements.</p> <p>We obtained substantial compliance for the following:</p> <ul style="list-style-type: none"> • Governance, leadership and direction • Environmental and safety services • Facility and biomedical equipment management and safety • Nursing services • Prevention and control of infection • Patient and family rights • Health information management system • Emergency services • Clinical services – medical related services • Clinical services – surgical related services • Clinical services – obstetrics and gynaecology services • Clinical services – paediatrics services • Clinical services – cardiology services • Clinical services – orthopaedics services • Anaesthetic services

7. BUSINESS OVERVIEW (CONT'D)

Name of certificate	Certified entity and/or medical centre	Certificate body	First certification date	Current validity period	Details/ scope of certificates
					<ul style="list-style-type: none"> • Operating suite services • Critical care services – HDU • Critical care services – labour / delivery services • Chronic dialysis treatment standards • Radiology / diagnostic imaging services • Pathology services • Blood transfusion services • Allied health professional services – physiotherapy services • Allied health professional services – dietetic services • Pharmacy services • Central sterilising supply services (CSSS) • Housekeeping services • Linen services • Food services • Mortuary services

Note:

- ⁽¹⁾ The first ISO certification received by Putra Medical Centre was the ISO 9001:2000, which were certified by Moody International Certification Ltd. Following which the ISO 9001:2000 was revised to ISO 9001:2008, which we were certified by Interlek Certification International Sdn Bhd. Thereafter the ISO 9001:2008 was revised to ISO 9001:2015, which we are certified by TÜV Rheinland Cert GmbH as at the LPD.

7. BUSINESS OVERVIEW (CONT'D)

7.6 RESEARCH AND DEVELOPMENT

We are a healthcare services provider and as such, we are not involved in any research and development activities.

7.7 TECHNOLOGY USED

As at the LPD, we use various technologies through our medical equipment to carry out medical procedures. The following are some of the technologies that we use through our medical equipment:

Technology	Description
640-slice CT scan system	A CT scan technology that generates 640 high resolution images of a patient's organs, tissues or skeletal system per rotation
Angiography system	A medical imaging technology that utilises X-ray and contrast dyes which are injected into a patient's blood vessels to observe the patient's blood circulation
Anti-gravity treadmill	A rehabilitation treadmill that utilises the difference in air pressure to offset a patient's weight on the treadmill which allows the patient to walk or run with less pain
Automated chemistry and immunoassay analyser	A medical laboratory equipment that analyses the concentration of certain substances in biological samples
Camera system and laparoscopic instrument	A high-definition surgical laparoscopic system that utilises the insertion of a laparoscope into a patient's body through a small incision, to perform a variety of surgical intervention and application including arthroscopy, endotracheal tube (ET tube) insertion and biopsy procedure for the bladder, lung, and oesophagus. It is also employed in appendectomy, cyst duct removal, adhesiolysis for abnormal or obstructed colon, and intervention on the female reproductive system
Computed radiography	A medical imaging technology that utilises X-ray to capture images of the skeletal system, including bones, joints and teeth
Cone beam CT system	A medical imaging technology that utilises a cone-shaped X-ray beam to produce 3D images of a patient's dental and maxillofacial structures, including the teeth, jawbones, and surrounding hard tissues
Dialysis reverse osmosis system	A water treatment system that generates water specifically used for haemodialysis operations
Endoscopic system	A high-definition system that utilises the insertion of an endoscope into a patient's body to observe the patient's organs or tissue
Fluoroscopy system	A medical imaging technology that utilises X-ray to generate live images or videos of a patient's organs, tissues or skeletal system

7. BUSINESS OVERVIEW (CONT'D)

Technology	Description
Intra oral camera	A handheld medical device used to capture high-resolution images and videos of a patient's dental structures, including the teeth, gums and soft tissues of the mouth
Magnetic resonance imaging (MRI)	A medical imaging technology that utilises computer-generated radio waves and magnetic field to generate detailed three-dimensional (3D) images of a patient's organs, tissues or skeletal system
Mammography system	A medical imaging technology that utilises X-ray to generate images of breast tissues
Negative pressure isolation rooms	An isolation facility with negative pressure of at least -2.5 PA to prevents cross-contamination and spread of air-borne diseases
Orthopantomogram	A medical imaging technology that utilises X-ray to generate panoramic images of a patient's oral structures, including the teeth, jawbones and surrounding skeletal system
Picture archiving and communication system (PACS)	A software that stores and transmits medical images and clinical reports
Radiology information system	A software system for managing medical images and associated data

7.8 TYPES, SOURCES AND AVAILABILITY OF SUPPLIES

Our supplies comprise medicine, medical supplies, outsourced laboratory services, food and beverage, laboratory supplies as well as COVID-19 vaccines, as follows:

Category	FYE 2022		FYE 2023		FYE 2024		FPE 2025	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Medicine	8,136	26.30	11,350	54.47	11,883	54.73	5,726	55.41
Medical supplies	7,328	23.69	7,256	34.82	7,551	34.78	3,283	31.77
Outsourced laboratory services	1,296	4.19	1,016	4.87	814	3.75	399	3.86
Food and beverage	548	1.77	733	3.52	802	3.69	514	4.97
Laboratory supplies	598	1.93	484	2.32	658	3.03	407	3.94
COVID-19 vaccines	13,032	42.12	-	-	5	0.02	5	0.05
Total purchases	30,938	100.00	20,839	100.00	21,713	100.00	10,334	100.00

In FYE 2022, our Group's purchases of COVID-19 vaccines contributed substantially to our total purchases at 42.12%. However, with the COVID-19 subsiding in FYE 2023 and FYE 2024, the demand for COVID-19 vaccines reduced and hence our purchases of COVID-19 vaccines reduced significantly, contributing to the decline in total purchases in FYE 2023, FYE 2024 and FPE 2025 as compared to FYE 2022.

7. BUSINESS OVERVIEW (CONT'D)

Furthermore, our Group has not encountered any major disruptions in the sourcing of above supplies in the past 3 FYEs 2022 to 2024 and FPE 2025. We generally source all the above supplies from local suppliers and these supplies are not subject to material price fluctuations. In the event that we are unable to procure these products from our existing suppliers, we are able to replace with other suppliers, as these supplies are generally readily available and can be easily sourced from alternative suppliers, if needed.

7.9 SEASONAL OR CYCLICAL EFFECTS

Our business is not affected by seasonal or cyclical effects.

7.10 INTERRUPTIONS TO BUSINESS AND OPERATIONS

We did not experience any material interruptions which had significantly affected our business during the past 12 months preceding LPD. Nevertheless, the impact of the COVID-19 as well as the flood and road closures in Kedah on our Group's operations are as detailed below:

COVID-19

Since the outbreak of the COVID-19 in Malaysia in early 2020, various degrees of movement restrictions were imposed by the Government, namely movement control order ("MCO"), conditional MCO, recovery MCO, enhanced MCO and various phases of National Recovery Plan. These movement restrictions were imposed for different durations in each state, federal territory and area, depending on the severity of the COVID-19 infections in the respective states, federal territories and areas.

During the period of movement restrictions, all essential services, which included healthcare services, were allowed to operate. As our Group is a healthcare services provider, we were allowed to continue our operations during the period of movement restrictions, where we adhered to the specified guidelines and SOP set out by the Government.

During the COVID-19, our medical centre was amongst the hospitals which treated COVID-19 patients; and during this period, we had experienced a decline in overall patient visits for their appointments and check-ups, particularly in FYE 2021 (95,548 patients) compared to FYE 2020 (106,565 patients), where patients feared the risk of infection with COVID-19 virus as hospitals were typically seen as high-risk places for COVID-19 infections. Notwithstanding, for the past 3 FYEs, our overall patient visits have been higher as compared to our overall patient visits prior to the COVID-19 in FYE 2020. Please refer to Section 7.2.1 of this Prospectus for further details on the number of patient visits for the past 3 FYEs.

Additionally, during the COVID-19, to minimise the risk of outbreak of the COVID-19 within our PMC, we had installed 15 negative pressure isolation rooms, which is an isolation facility that prevents cross-contamination and spread of disease. Please refer to Section 7.7 of this Prospectus for further information on the negative pressure isolation rooms. As at the LPD, while the COVID-19 has subsided, these negative pressure isolation facilities remain in operation to treat patients who contracted highly infectious air-borne diseases such as hand foot mouth disease, bronchitis and influenza.

Furthermore, our Group also participated in the National COVID-19 Immunisation Programme to provide COVID-19 vaccination to the public at our PMC and Poliklinik Unik. Our Group recorded a total revenue of RM16.65 million from the sale of vaccines FYE 2022. In FYE 2023 and FYE 2024, we did not record revenue from the sale of vaccines as the COVID-19 had subsided; and in FPE 2025, we recorded a minimal revenue of RM542.00 from the sale of vaccines.

7. BUSINESS OVERVIEW (CONT'D)

Flood and road closures in Kedah

Between September 2024 and November 2024, Kedah experienced heavy rainfall which led to escalating flooding and road closures. While our PMC was not flooded, we experienced lower number of patient visits during the period, which was possibly due to inability to commute to our PMC as a result of road closures. From September 2024 to November 2024, we recorded a drop of 22% in number of patients during that period as compared to corresponding period in 2023.

7.11 SALES AND MARKETING ACTIVITIES

Our Group's sales and marketing team is responsible for planning and executing sales and marketing activities, as well as serving existing debtors (i.e. insurance companies, TPAs corporations and government agencies) and attending enquiries from potential debtors and patients.

Our Group engages in the following sales and marketing activities:

(i) Organisation of health campaigns, promotional events and talks

Our Group organises health campaigns, promotional events and talks to increase public awareness on various health-related topics, as well as to enhance our brand presence amongst the local community. Some of these health campaigns, promotional events and talks were organised solely by our Group, whereas some were organised by our Group together with third parties (e.g. other hospitals and private organisations).

Some examples of the health campaigns, promotional events and talks organised by our Group in the past 12 months and up to the LPD are health screening programs, where we offer complimentary blood pressure, glucose and BMI screening along with providing dietary consultation, a medical talk session on cardiovascular health led by our cardiology specialist consultant, and a live online question and answer session on sports injuries and related activities hosted by our orthopaedic specialist consultant.

Further, some examples of the health campaigns, promotional events and talks organised by our Group together with third parties in the past 12 months and up to the LPD includes a blood donation drive in collaboration with a hospital in Kedah, complimentary dental screenings by our dental officer in collaboration with a private organisation; and a medical talk session led by our orthopaedic specialist consultant in collaboration with a doctor from a hospital in Penang.

(ii) Corporate website

We have established our corporate website at www.pmck.com.my which provides immediate searchable information on our Group as well as the details of our healthcare services.

(iii) Digital marketing and media advertising

We conduct online marketing activities through our social media accounts on Instagram, and Facebook, namely "Putra Medical Centre Alor Setar"; as well as on TikTok, namely "Putra Medical Centre AS". Online marketing activities on these social media include postings and updates of our services offerings, promotions and discounts, as well as promoting of our health campaigns, promotional events, and talks.

7. BUSINESS OVERVIEW (CONT'D)

(iv) Referrals

We gain new patients through referrals from third party general practitioners who refer their patients to us for diagnosis and treatment. In addition, we also gain new patients through word of mouth from past and existing patients.

7.12 COMPETITIVE STRENGTHS

7.12.1 We have an established history and is well positioned in the healthcare services industry in the northern region of Malaysia

We have accumulated approximately 30 years of experience in providing healthcare services since 1995 through our PMC. The scale of our business operations has grown over the years, from a single-wing medical centre in 1995, expanding into a double-wing medical centre in 2009; along with the establishment of a polyclinic in 2019, 2 dental clinics in 2019 and 2023 respectively and a medical laboratory in 2025. Furthermore, as at the LPD, we commenced the construction works for PMC Kulim.

Over the years, we have been serving patients especially those from the northern region of Malaysia, providing them with quality private healthcare services. As a testament to the quality of our healthcare services and patients' satisfaction, we recorded a high rate of repeat patients at our PMC. For the FYEs 2022 to 2024 and FPE 2025, the rate of repeat patients stood at 81.27%, 83.97%, 84.53% and 84.83%, respectively. For clarity, repeated patients are patients who have previously received treatment at our PMC, whereby the rate of repeat patient is calculated by dividing the number of repeat patients over the total number of patients for the respective FYE/FPE.

Furthermore, according to the IMR Report, in 2023, the total number of beds in private hospitals in Kedah as well as Perlis and Penang (which are the neighbouring states to Kedah which our medical centre is located in) were 669, 37 and 2,575 respectively, translating to 3.05 beds per 10,000 persons, 1.28 beds per 10,000 persons and 14.55 beds per 10,000 persons respectively; in contrast to Kuala Lumpur where there were a total of 3,560 beds in private hospitals, translating to 17.71 beds available for every 10,000 persons. The lower number of beds per capita in private hospitals in Kedah, Perlis and Penang is favourable for the private hospitals located here, including our PMC, to capture demand for private healthcare services in these locations or within the vicinity of these locations.

Leveraging on our established history in the healthcare industry and coupled with our commitment to provide quality healthcare services to patients, we believe that we will continue to attract patients in the northern region of Malaysia to seek private healthcare services at our PMC. This will provide us the foundation and credentials to further expand our business through the setup of our PMC Kulim in Kulim, Kedah, as detailed in Section 7.13.1 of this Prospectus.

7.12.2 We have a wide range of medical specialisation supported by our experienced team of specialist consultants

We offer specialist consultant services which are supported by healthcare support services. As at the LPD, we offer specialist consultant services for a total of 17 medical specialisations, namely anaesthesiology, cardiology, dermatology, emergency medicine, internal medicine, nephrology, obstetrics and gynaecology, ophthalmology, oral and maxillofacial surgery, orthodontics, orthopaedics, otorhinolaryngology, paediatrics, radiology, sports medicine, surgical / general surgery and urology. Please refer to Section 7.2.1 of this Prospectus for further details on our Group's specialist consultant services.

Our specialist consultant services are carried out by our experienced team of specialist consultants. The expertise of our specialist consultants along with our healthcare support services enable us to continue attracting patients to our medical centre for healthcare services. In addition, we also leverage on our specialist consultants' reputation to attract new patients.

7. BUSINESS OVERVIEW (CONT'D)

Our team of specialist consultants is led by our Medical Director, Datin Dr Lim Hui Ling. As at the LPD, we have a team of 40 specialist consultants, with details as follows:

Specialist department	Number of specialist consultants	Average years of relevant experience⁽¹⁾
Anaesthesiology	4	13
Cardiology	3	23
Dermatology	1	10
Emergency medicine	1	9
Internal medicine	3	13
Nephrology	1	18
Obstetrics and gynaecology	6	15
Ophthalmology	1	13
Oral and maxillofacial surgery	1	15
Orthodontics	1	9
Orthopaedics	5	16
Otorhinolaryngology	2	22
Paediatrics	4	17
Radiology	2	7
Sports medicine	1	7
Surgical / general surgery	3	27
Urology	1	30

Note:

- ⁽¹⁾ Calculated based on the total years of experience (i.e. beginning from the year which the respective specialist consultant obtained the licence to practice in the respective medical specialisation) divided by the total number of specialist consultants in the specialist department.

Our team of specialist consultants have in-depth knowledge and vast experience in their respective medical specialisations as a result of years of experience in the healthcare industry. We believe our wide range of medical specialisations backed by our team of experienced specialist consultants will continue to provide us a strong foundation for our growth as we continue to expand.

7.12.3 We are a panel healthcare service provider of a wide range of insurance companies, TPAs, corporations and government agencies

We are on the panel of a wide range of insurance companies, TPAs, corporations and government agencies. Insured patients are able to receive medical services at our medical centre, polyclinic and/or dental clinics; as well as hospitalisation services at our medical centre via cashless facility through direct admission with a letter of guarantee from our partner insurance providers, TPAs, corporations or government agencies. This allows us to provide healthcare services to a wide group of patients with insurance coverage or payment coverage from insurance companies, TPAs, corporations and government agencies. In addition, we are able to provide healthcare services to employees of corporations who have corporate healthcare insurance, as we are also on the corporate panel for insurance companies and TPAs.

7. BUSINESS OVERVIEW (CONT'D)

According to the IMR Report, access to medical insurance drives the demand for healthcare services. Furthermore, according to Life Insurance Association of Malaysia, the total medical claims payout in Malaysia increased from RM4.94 billion in 2019 to RM8.90 billion in 2024 at a CAGR of 12.49%. Medical claims payout by insurance companies is typically for the coverage of medical expenses at private hospitals, and the rise in total medical claims payout demonstrates a growing demand for private healthcare services.

As at the LPD, we are on the panel of 7 insurance companies, 12 TPAs, 32 corporations and 17 government agencies. Please refer to Section 7.4.3 of this Prospectus for further information on our Group's insurance companies, TPAs, corporate and government agencies panels.

7.12.4 We have an experienced and hands-on key senior management team

Our management team have accumulated years of experience in their respective fields and their key expertise, including industry experience and in-depth knowledge of our business operations. Our Deputy Executive Chairman, Dato' Dr Lim has 41 years of experience in the healthcare services industry. His technical and industry knowledge has been instrumental in leading the overall strategic growth and business development of our Group. Further, our Managing Director, Dato' Lee has 32 years of experience in the healthcare services industry. Dato' Dr Lim and Dato' Lee are supported by the following key senior management:

Name	Designation	Years of relevant experience
Dato' Dr Lim Tze Chou	Clinical Director	18
Datin Dr Lim Hui Ling	Medical Director	17
Dr Lim Tze Chwen	Head of Clinical Services	16
Lee Geik Peng	Director of Allied Health Services and Purchasing Manager	19
Lee Ling Hui	General Manager cum Safety and Health Officer and Laser Safety Officer	24
Yap Chee Yoong	Financial Controller	10

Our key senior management team has strong industry and functional expertise as a result of years of experience in their respective fields. Further, they take an active, hands-on role in spearheading their respective departments to support the growth of our Group, which demonstrates their strong commitment to our growth as we continue to expand. We believe that our key senior management team, with their respective experience and commitment to our Group, and coupled with teamwork between them, will provide impetus for the continuous growth of our Group in the future. Please refer to Section 5.3.2 of this Prospectus for further details on the profile of our key senior management team.

7.12.5 We are accredited with various certifications and an associateship as testaments to our healthcare services being in compliance with national standards and internationally recognised standards

Over the years of business operations, we have received several certifications which attest to the healthcare services standards of our medical centre. Our medical centre is in compliance with the ISO 9001:2015 requirements for provision of patient care; Malaysian Hospital Accreditation Standards with respect to organisation and management, human resources development and management, policies and procedures, facilities and equipment, quality improvement activities and special requirements. The ISO 9001:2015 and Malaysian Hospital Accreditation Standards are recognised certifications in the healthcare industry, hence providing confidence to our patients on the reliability and compliance of our healthcare services. Please refer to Section 7.5 of this Prospectus for further information on certifications received by our Group.

7. BUSINESS OVERVIEW (CONT'D)

In addition, we are also certified as an Associate Member of the International Hospital Federation (“IHF”) since 2017. The IHF is a global not-for-profit, non-governmental membership organisation providing its members with a platform for knowledge exchange and networking with different stakeholders in the health sector, to improve the standard, quality, and level of service delivery. Such associateship also provides confidence to our patients on our reputation and the quality of our services, which in turn help to retain existing patients, as well as attract new patients.

Our Group’s strong emphasis on the quality of healthcare services provided in our medical centre is attested by these certifications and associateship, which also enhance our reputation in the healthcare industry and provide us with a strong foundation for further growth in the healthcare industry.

7.13 BUSINESS STRATEGIES AND FUTURE PLANS

7.13.1 We intend to expand our medical centre business by setting up PMC Kulim in Kulim, Kedah

As at the LPD, our Group owns and operates a private medical centre (i.e. PMC) in Alor Setar, Kedah.

As part of our expansion plan, we have conducted a feasibility study and identified Kulim as a suitable location based on the following factors:

- (i) Location and density of local hospitals in Kulim is sparse*;
- (ii) There are potential patients coming from Kulim, Bandar Baharu, Baling and Kuala Muda districts due to lack of facilities*; and

* The abovementioned statements were based on the conclusion by an independent expert via their feasibility report prepared in August 2019. The independent expert was appointed by ULSB to conduct a feasibility study on the prospects of building a medical centre in Kulim.

- (iii) Kulim currently hosts numerous multinational corporations mainly dealing in semiconductor / manufacturing / production industries. This statement was based on a review of the tenant list of Kulim Hi-Tech Park as published on its website.

In addition to the above, there is a consistent demand for private healthcare services in the northern region of Malaysia, which is driven by amongst others, continuous economic growth, aging population, rising awareness in preventive healthcare and growing accessibility to medical insurance. Despite the potential competition from private hospitals and registered medical specialists in Penang, our Group believes that PMC Kulim will be able to leverage on the consistent demand for private healthcare services to attract patients. This is also premised on the relatively low number of hospital beds per capita in private hospitals in the northern region of Malaysia which stood at 7.72 hospital beds per 10,000 persons in 2023 (derived from a total of 3,281 hospital beds and a total population size of 4.25 million as disclosed in the IMR Report), as compared to Kuala Lumpur which recorded 17.71 hospital beds per 10,000 persons in the same year. Premised on this, our Group is of the view that there are opportunities for PMC Kulim to assist in filling the gap and address the need for private healthcare services amongst the population in the northern region of Malaysia. Additionally, notwithstanding that the population residing in Kulim may seek private healthcare services from private hospitals in Penang due to the close proximity of Kulim to Penang, the opening of PMC Kulim will provide an additional option for the population to seek private healthcare services.

7. BUSINESS OVERVIEW (CONT'D)

To facilitate our expansion plan in Kulim, our Group had in August 2019 purchased a piece of land located in Kulim, Kedah measuring approximately 141,534 sq ft, for RM6.51 million. Our PMC Kulim will comprise a mixed development consisting of 12-storey private medical centre together with a single-storey carpark and a 7-storey mixed development comprising 1-storey carpark, 2-storey food court and 4-storey hotel (priority for patients' family members).

The 7-storey mixed development building with a total built-up area of approximately 52,162 sq ft, is aimed to complement the new private medical centre as part of PMC Kulim, whereby we aim to create convenience for our patients and visitors, offering accommodation and necessary amenities at close proximity for patients and visitors. Nevertheless, the mixed development will also be accessible by the general public, with priority given to the patients' family members. This will also provide our Group with an additional income stream, which will be classified under 'other income', alongside our existing income derived from our provision of healthcare services, which is our core business. Furthermore, we will be engaging a third party hotel management company to manage the operations of the mixed development. This includes handling room booking and customer service operations, outlining and executing marketing and promotional activities, as well as amenities and facilities management and tenant management. With such arrangement, our Group will continue to devote our resources to fully focus on the provision of healthcare services as our core business.

Upon the completion of the construction of PMC Kulim, we will also streamline our other businesses in Kulim, i.e. Poliklinik Unik and Klinik Pergigian Unik by consolidating them into our PMC Kulim to enhance our operational efficiency.

The indicative timeline for the construction and commencement of operations of our PMC Kulim is as follows:

Timeline	Details
August 2019	<ul style="list-style-type: none"> Conducted a feasibility study on the proposed development of private hospital in Kulim and submitted the same to MOH
December 2020	<ul style="list-style-type: none"> MOH approved the application to build PMC Kulim i.e. the pre-establishment zoning approval
February 2022	<ul style="list-style-type: none"> Kulim Municipal Council approved building plan to construct PMC Kulim
4 th quarter of 2023	<ul style="list-style-type: none"> Commencement of site clearance
4 th quarter of 2024	<ul style="list-style-type: none"> Commencement of earthwork
2 nd quarter of 2025	<ul style="list-style-type: none"> Commencement of buildings construction
3 rd quarter of 2027	<ul style="list-style-type: none"> Completion of construction and pre-operation processes (e.g. installation of medical equipment, furniture and fittings, hiring of staff, compliance with MOH audits, obtaining the necessary licences and permits such as hospital licence, fire certificate, certificate of completion and compliance, signboard licence, business premise licence for businesses operating from the mixed development as well as registration of the hotel as an accommodation premise)
1 st quarter of 2028	<ul style="list-style-type: none"> Commencement of operations

The total cost for the construction of our PMC Kulim is estimated at RM193.00 million, whereby approximately RM164.00 million will be allocated for the construction of the new medical centre and the remaining RM29.00 million will be allocated for the construction of the mixed development. The construction of our PMC Kulim will be funded via bank borrowings of RM166.00 million and internally generated funds of RM27.00 million. We intend to utilise RM50.00 million from our IPO proceeds for the repayment of the bank borrowings to be drawn for the construction of our PMC Kulim.

7. BUSINESS OVERVIEW (CONT'D)

The new medical centre will comprise 12 floors with a total built-up area of approximately 272,312 sq ft, excluding the carpark and landscape areas. It will also be equipped with a range of facilities and equipment, as well as house a range of healthcare professionals and other personnel to facilitate our provision of healthcare services, with details as follows:

- to accommodate up to 90 beds;
- to include facilities such as 1 operating theatre, 1 endoscopic suite, 2 labour rooms, 2 nursery units and 15 specialist consultation clinics; and
- to hire additional staff consisting of 10 resident specialist consultants, 25 visiting specialist consultants, 5 medical officers, 4 dental officers, 118 nurses, 32 allied healthcare professionals, 27 medical general staff and 75 non-medical related staff.

PMC Kulim will focus on increasing the capacity of the clinical support services focusing on outpatient services. Our Group plans to install more equipment for the medical laboratory, rehabilitation department, and radiology department of PMC Kulim, hence a larger space will be allocated to these laboratory/departments. Our Group has prioritised increasing the capacity of the clinical support services as we believe this approach will allow us to accommodate a higher number of outpatient patients and reduce the patient wait time.

Additionally, our Group will introduce a new outpatient service offering at PMC Kulim, namely In Vitro Fertilisation (“IVF”) service, which is currently not offered at PMC. The IVF department will also include a procedure room for our specialist consultants to perform IVF-related treatments. As at LPD, we have 1 visiting specialist consultant who has been practicing at our PMC for approximately 9 years, with the necessary qualification, expertise and experience in the provision of IVF services. Upon the establishment of our IVF department in PMC Kulim, we may engage the specialist consultant to also practice at PMC Kulim to provide IVF services. Additionally, we intend to allocate RM2.70 million of our internally generated funds for the purchase of IVF equipment, which include 2 IVF time lapse imaging system, 3 micro-manipulator with complete accessories and 1 IVF witness system.

Lastly, PMC Kulim will only have single-bedded/double-bedded rooms, as opposed to PMC which has single-bedded/double-bedded/three-bedded/four-bedded rooms (as at the LPD). This is in view that single-bedded/double-bedded rooms are generally preferred by patients.

Further to the cost for the construction of PMC Kulim of RM193.00 million, we expect to incur other expenses in relation to operations such as the purchase of medical equipment, additional mechanical and electrical works, electrical installation works and general equipment, hiring of new staffs, purchase of IT software and hardware systems, medical related loose furniture and fittings as well as a motor vehicle, which are estimated to cost RM61.25 million and will be funded via internally generated funds, bank borrowings and/or hire purchase arrangements to be secured. Please refer to the table below on the breakdown of the total estimated costs.

Details	RM'000
Purchase of medical equipment ⁽¹⁾	28,601
Additional mechanical and electrical works, electrical installation works and general equipment ⁽²⁾	13,459
Hiring of new staffs ⁽³⁾	11,742
Purchase of IT software and hardware systems ⁽⁴⁾	4,814
Purchase of medical related loose furniture and fittings as well as a motor vehicle ⁽⁵⁾	2,630
	61,246

Notes:

- (1) Includes CT scan unit, MRI unit, patient monitor and anaesthesia pendant, biochemistry and immunology analysers, cardiopulmonary exercise testing system, amongst others.

7. BUSINESS OVERVIEW (CONT'D)

- (2) Includes HVAC system, automated doors with air curtains, medical gases plant, isolated power supply system, electrical generation sets, amongst others.
- (3) Comprises the hiring of specialist consultants, medical officers, dental officers, nurses, allied healthcare professionals and general staff, whereby the hiring of these staff will be carried out gradually over 12 months from the establishment of our new medical centre.
- (4) Includes hospital information system, PACS, nurse call system, accounting system, amongst others.
- (5) Includes operation theatre tables, hospital beds, stretchers, wheelchairs, amongst others.

In addition to expanding our medical centre business, establishing the new medical centre is also our Group's aspiration to better serve the need and demand for private healthcare services in the northern region of Malaysia. According to the IMR Report, there are only 27 private medical centres within the state of Kedah, Perlis and Penang. Further, leveraging the long-standing history and reputation of PMC in Alor Setar, we believe that we will be able to attract the local community as well as the population in the northern region to seek private healthcare services from our new medical centre. This, in turn, will contribute to our financial performance and growth.

7.13.2 We intend to consolidate our RYM DX Lab into our new medical centre and expand our medical laboratory service offerings in the northern region of Malaysia

Our first medical laboratory outside of PMC, i.e. RYM DX Lab located in Kulim, commenced operations in March 2025. RYM DX Lab does not require any other licence to operate save for the business premise licence from the local authority which was obtained on 16 February 2025. As at the LPD, RYM DX Lab performs certain medical laboratory procedures for Poliklinik Unik in-house and will offer medical laboratory services to third-party healthcare establishments and the public around the proximity of Kulim. Please refer to Section 7.2.3.3 of this Prospectus for further details of our RYM DX Lab. As at the LPD, we have 2 medical laboratory technicians based at our RYM DX Lab. Moreover, we intend to hire additional personnel for our RYM DX Lab, which will comprise 1 manager, 1 account personnel and 3 marketing personnel for the operations of the medical laboratory, which is expected to take place gradually. Furthermore, we intend to apply for accreditation schemes offered by the Department of Standards Malaysia i.e. Laboratory Accreditation Scheme of Malaysia by the third quarter of 2025.

Further, as part of our operational streamlining efforts, following the commencement of our PMC Kulim in the 1st quarter of 2028, we intend to consolidate the operations of our RYM DX Lab into PMC Kulim to fulfil the demand for medical laboratory tests from PMC Kulim; whilst supporting the demand for medical laboratory tests from Poliklinik Unik. Having an in-house medical laboratory in Kulim enables us to have better control over the diagnostic processes and potentially quicker turnaround times on the results, as compared to outsourcing the medical laboratory procedures to third-party medical laboratories, thereby improving overall experience for our patients.

Additionally, subject to the performance of our first RYM DX Lab in Kulim, we may seek to expand the presence of our medical laboratory services in the northern region of Malaysia by establishing additional laboratories, which will be funded through internally generated funds.

7. BUSINESS OVERVIEW (CONT'D)**7.13.3 We intend to upgrade the facilities of our PMC**

Since the establishment of PMC in 1995, we have undergone various upgrades and expansion (in terms of medical equipment, services offered, as well as infrastructure) throughout the years. We intend to further renovate and upgrade the facilities of our PMC, with details as listed below.

Upgrade of medical equipment and system as well as laboratory equipment

We intend to upgrade the equipment and facilities under clinical support services (i.e. medical laboratory) and facilities services (i.e. radiology unit), with details and the estimated cost as shown below:

Category of our services	Description	Estimated cost RM'000
Clinical support services	<ul style="list-style-type: none"> As at the LPD, we have 1 existing automated clinical chemistry and immunoassay analyser at our PMC, and we intend to purchase a new upgraded automated clinical chemistry analyser and immunoassay analyser to replace the existing automated clinical chemistry and immunoassay analyser. With the new upgraded automated clinical chemistry analyser and an immunoassay analyser, we will be able to enhance the operational efficiency of our medical laboratory services in terms of capacity, as the duration of each test conducted will decrease, allowing for more tests to be conducted within a given period. 	1,925
Facilities services	<ul style="list-style-type: none"> As at the LPD, we have 1 existing mammography system at our PMC, and we intend to purchase a new upgraded mammography system to replace our existing mammography system. With the upgraded mammography system, we will be able to capture higher resolution and higher quality images, thereby assisting our specialist consultants in the analysis and diagnostic process. As at the LPD, our PMC's radiology department has a PACS installed, and we intend to purchase and subscribe to an upgraded version of PACS. The upgraded PACS will enable the storage and management of higher resolution and higher quality images captured by our radiology equipment. Therefore, with the upgrade, our specialist consultants will be able to conduct better analysis and diagnosis based on the higher resolution and higher quality images. 	1,000 900
Total		3,825

We estimate the total cost for the upgrades listed above to be a total of RM3.83 million, of which RM3.77 million will be funded via IPO proceeds and remaining RM0.06 million will be funded via internally generated funds. Further, we expect to complete these upgrades within 36 months upon our listing.

7. BUSINESS OVERVIEW (CONT'D)

Upgrade of PMC's energy infrastructure

In line with our Group's commitment to become more sustainable and environmentally responsible, we intend to replace the existing solar panels at our PMC which are mostly either low performing or faulty, with new higher efficiency solar panels. As at the LPD, we have multiple units of solar panels installed at PMC. These panels have a combined power generation capacity of 425kW. However, the effective power generation capacities of solar panels decrease over time. As such, we intend to progressively replace these solar panels over the next 36 months and to eventually increase the combined power generation capacity to 625kW.

We estimate the total cost for purchasing, installing and commissioning these new solar panels to be RM1.50 million, all of which will be fully funded through our IPO proceeds. The removal of the old solar panels and installation works of the new solar panels will gradually take place after our Listing, and we expect to replace all our existing solar panels within 36 months upon our Listing. With this, in addition to reducing our PMC's utilities consumption (i.e. electricity), we will also potentially achieve higher cost efficiency, whereby we estimate a cost saving of RM0.28 million per annum, subsequent to the replacement of all our existing solar panels.

7.14 MAJOR CUSTOMERS

Due to the nature of our business, our customers comprise individual patients whom we provide healthcare services to. For the past 3 FYEs, the individual contribution from each patient, is negligible and thus, we have no major customers and are not dependent on any single individual patient.

Some patients are insured patients covered under insurance companies, TPAs, corporations and government agencies, whereby the medical expenses incurred by these insured patients are borne and paid by insurance companies, TPAs, corporations and government agencies. Notwithstanding this, these insurance companies, TPAs, corporations and government agencies are our debtors instead of our customers as we do not provide our healthcare service offerings to them, but instead to insured patients covered by them. For the past 3 FYEs and FPE 2025, 33.17%, 48.71%, 52.74% and 56.23% of our revenue are paid through our debtors.

Please refer to Section 7.4.3 of this Prospectus for the details of insurance companies and TPAs of which we are appointed as a panel medical centre.

7. BUSINESS OVERVIEW (CONT'D)

7.15 MAJOR SUPPLIERS

Our top 5 major suppliers for the past 3 FYEs 2022 to 2024 and FPE 2025 are as follows:

FYE 2022

No.	Supplier	Country of origin	Products sourced	Value of purchases		Length of relationship as of FYE 2022
				RM'000	%	Years
1.	Supplier Group A ⁽¹⁾	Malaysia	Laboratory supplies, medical supplies and medicine	13,232	43.35	13
2.	Zuellig Pharma Sdn Bhd	Malaysia	Medical supplies and medicine	5,791	18.97	13
3.	Evomedic Sdn Bhd	Malaysia	Medical supplies and medicine	1,247	4.09	3
4.	DKSH Malaysia Sdn Bhd	Malaysia	Medical supplies and medicine	1,171	3.84	13
5.	Abbott Laboratories (Malaysia) Sdn Bhd	Malaysia	Medicine	1,058	3.46	13
Sub-total				22,499	73.71	
Total				30,523	100.00	

7. BUSINESS OVERVIEW (CONT'D)
FYE 2023

No.	Supplier	Country of origin	Products sourced	Value of purchases		Length of relationship as of FYE 2023
				RM'000	%	Years
1.	Zuellig Pharma Sdn Bhd	Malaysia	Medical supplies and medicine	6,516	31.24	14
2.	DKSH Malaysia Sdn Bhd	Malaysia	Medical supplies and medicine	2,198	10.54	14
3.	Evomedic Sdn Bhd	Malaysia	Medical supplies and medicine	1,295	6.21	4
4.	Athrotech Sdn Bhd	Malaysia	Medical supplies	1,150	5.51	14
5.	B. Braun Medical Supplies Sdn Bhd	Malaysia	Medical supplies and medicine	1,099	5.27	14
Sub-total				12,258	58.77	
Total				20,858	100.00	

7. BUSINESS OVERVIEW (CONT'D)
FYE 2024

No.	Supplier	Country of origin	Products sourced	Value of purchases		Length of relationship as of FYE 2024
				RM'000	%	Years
1.	Zuellig Pharma Sdn Bhd	Malaysia	Medical supplies and medicine	6,333	29.15	15
2.	DKSH Malaysia Sdn Bhd	Malaysia	Medical supplies and medicine	2,715	12.50	15
3.	Wolf Medical Sdn Bhd	Malaysia	Medical supplies	1,363	6.27	1
4.	Athrotech Sdn Bhd	Malaysia	Medical supplies	1,335	6.14	15
5.	Matta Ahad Supplies Sdn Bhd	Malaysia	Medical supplies	881	4.06	7
Sub-total				12,627	58.12	
Total				21,726	100.00	

7. BUSINESS OVERVIEW (CONT'D)

FPE 2025

No.	Supplier	Country of origin	Products sourced	Value of purchases		Length of relationship as of FPE 2025
				RM'000	%	Years
1.	Zuellig Pharma Sdn Bhd	Malaysia	Medical supplies and medicine	3,538	33.17	15
2.	DKSH Malaysia Sdn Bhd	Malaysia	Medical supplies and medicine	1,314	12.32	15
3.	Athrotech Sdn Bhd	Malaysia	Medical supplies	797	7.47	15
4.	B. Braun Medical Supplies Sdn Bhd	Malaysia	Medical supplies and medicine	471	4.42	15
5.	Medi-Life (M) Sdn Bhd	Malaysia	Medical supplies	262	2.45	7
Sub-total				6,382	59.83	
Total				10,666	100.00	

Note:

- (1) Supplier Group A consists of suppliers within the same group of companies that are principally involved in the manufacturing and sale of pharmaceutical products. We transacted with 2 subsidiaries under Supplier Group A and both companies are incorporated and based in Malaysia. The holding company of these companies was incorporated in 1998 and is listed on the Main Market of Bursa Securities in 1999 and generated revenue of RM3.4 billion, has total assets of RM1.9 billion, net liabilities of RM0.3 million and a total number of employees of approximately 3,500 employees for its latest financial year ended 31 December 2023. As we have entered into a non-disclosure agreement with one of the entity within Supplier Group A in June 2021 whereby we are required to maintain strict confidentiality of the information on their identity, the identity of Supplier Group A will not be disclosed in the Prospectus.

7. BUSINESS OVERVIEW (CONT'D)

In the past 3 FYEs and FPE 2025, the percentage of purchases contributed by our top 5 major suppliers were approximately 73.71%, 58.77%, 58.12% and 59.83% of our Group's total purchases respectively. The main products sourced from these major suppliers were laboratory supplies, medical supplies and medicine.

In FYE 2022, our largest supplier was Supplier Group A, which contributed 43.35% to our total purchases through the provision of laboratory supplies, medical supplies and medicines, of which most of the purchases are COVID-19 vaccines amounting to RM13.03 million. This was followed by Zuellig Pharma Sdn Bhd which contributed 18.97% to our total purchases through the provision of medical supplies and medicine. In FYEs 2023 and 2024 and FPE 2025, Zuellig Pharma Sdn Bhd emerged as our largest supplier with purchase contributions of 31.24%, 29.15% and 33.17% respectively, followed by DKSH Malaysia Sdn Bhd with purchase contributions of 10.54%, 12.50% and 12.32% respectively.

Subsequently in FYE 2023, FYE 2024 and FPE 2025, as the COVID-19 subsided, the demand for COVID-19 vaccines reduced and hence our Group's purchases from Supplier Group A reduced significantly and thus Supplier Group A ceased to be a major supplier for our Group. Nevertheless, our Group continued to source laboratory supplies, medical supplies and medicine from Supplier Group A in FYE 2023, FYE 2024 and FPE 2025.

In view of our substantial purchases from Supplier Group A, Zuellig Pharma Sdn Bhd and DKSH Malaysia Sdn Bhd in at least one of the FYEs 2022 to 2024 and FPE 2025, we are dependent on these suppliers for the sourcing of laboratory supplies, medical supplies and/or medicine. If Supplier Group A, Zuellig Pharma Sdn Bhd and DKSH Malaysia Sdn Bhd cease selling their supplies to us, we may face shortage of these supplies and our business operations may be impacted if we do not have sufficient inventory of these supplies and we are unable to source from alternative supplies timely.

Our Group has established long-term relationships of 16 years with Supplier Group A, Zuellig Pharma Sdn Bhd and DKSH Malaysia Sdn Bhd as at the LPD. Although, similar laboratory supplies, medical supplies and medicine are available for purchase from other suppliers in the event that Supplier Group A, Zuellig Pharma Sdn Bhd and DKSH Malaysia Sdn Bhd cease selling their supplies to us, any change in the brand of medicine provided to our patients may raise concerns regarding the efficacy and safety of the medication. Please refer to Section 9.1.13 of the Prospectus for further information relating to this risk.

[The rest of this page is intentionally left blank]

7. BUSINESS OVERVIEW (CONT'D)**7.16 EMPLOYEES**

As at the FPE 2025, we have a total workforce of 471 employees, of which 427 are permanent employees and 44 are contract employees. The following depicts the number of employees in our Group according to department as at the FPE 2025:

Department/ business function	Permanent		Contract		Total
	Local	Foreign	Local	Foreign	
Directors	2	-	-	-	2
Key Senior Management	6	-	-	-	6
Medical:					
Resident specialist consultants	-	-	23 ⁽³⁾	-	23
Medical officers	-	-	8	-	8
Dental officers	-	-	5	-	5
Nurses	94	-	-	-	94
Allied healthcare professionals ⁽¹⁾	46	1	2	-	49
General staff ⁽²⁾	168	-	2	-	170
Non-medical:					
Accounts and billing	20	-	1	-	20
Human resources and administration	15	-	-	-	15
Public relations and marketing	7	-	-	-	7
Purchasing	4	-	-	-	4
Maintenance	6	-	-	-	6
Housekeeping	7	-	1	-	8
Laundry and linen	4	-	-	-	4
Security	7	-	-	-	7
Admissions and records	38	-	2	-	40
Information technology	2	-	-	-	2
TOTAL	426	1	44	-	471

7. BUSINESS OVERVIEW (CONT'D)

As at the LPD, we have a total workforce of 462 employees, of which 415 are permanent employees and 47 are contract employees. The following depicts the number of employees in our Group according to department as at the LPD:

Department/ business function	Permanent		Contract		Total
	Local	Foreign	Local	Foreign	
Directors	2	-	-	-	2
Key Senior Management	6	-	-	-	6
Medical:					
Resident specialist consultants	-	-	26 ⁽³⁾	-	26
Medical officers	-	-	7	-	7
Dental officers	-	-	5	-	5
Nurses	96	-	-	-	96
Allied healthcare professionals ⁽¹⁾	48	1	2	-	51
General staff ⁽²⁾	155	-	3	-	158
Non-medical:					
Accounts and billing	19	-	1	-	20
Human resources and administration	16	-	-	-	16
Public relations and marketing	4	-	-	-	4
Purchasing	4	-	-	-	4
Maintenance	7	-	-	-	7
Housekeeping	8	-	1	-	9
Laundry and linen	4	-	-	-	4
Security	6	-	-	-	6
Admissions and records	36	-	2	-	38
Information technology	3	-	-	-	3
TOTAL	414	1	47	-	462

Notes:




- (1) Comprise physiotherapists, radiologists, lab technicians, pharmacists and dietitian.
- (2) Comprise clinic assistants, ward assistants, ambulance drivers, operating theatre technicians, operating theatre attendants, general attendants and dental clinic assistants.
- (3) Exclude Dato' Dr Lim Tze Chou and Dr Lim Tze Chwen as they have been included in the Key Senior Management.

None of our employees belong to any labour union. In the past 3 FYEs, FPE 2025 and up to the LPD, there was no major dispute involving our employees. During the same period, we did not face any labour shortage that led to any disruption to our business operations.





7. BUSINESS OVERVIEW (CONT'D)

7.17 INTELLECTUAL PROPERTIES





Save for the trademarks disclosed below, we have not registered any brand names, patents, industrial design or other intellectual property rights:

No.	Company	Trademark / Class No.	Governing / Issuing Authority	Trademark Number / Application Number	Status / Validity Period
1.	ULSB	 Class 44	Intellectual Property Corporation of Malaysia ("MyIPO")	Trademark Number TM2019000373	<u>Status</u> Registered <u>Validity Period</u> 3 January 2019 to 3 January 2029
2.	ULSB	 Class 44	MyIPO	Trademark Number TM2022022890	<u>Status</u> Registered <u>Validity Period</u> 2 September 2022 to 2 September 2032
3.	ULSB	 Class 35	MyIPO	Trademark Number TM2022030307	<u>Status</u> Registered <u>Validity Period</u> 11 November 2022 to 11 November 2032

7. BUSINESS OVERVIEW (CONT'D)

No.	Company	Trademark / Class No.	Governing / Issuing Authority	Trademark Number / Application Number	Status / Validity Period
4.	ULSB	 Class 41	MyIPO	<u>Trademark Number</u> TM2022030308	<u>Status</u> Registered <u>Validity Period</u> 11 November 2022 to 11 November 2032
5.	PUSB	 Class 44	MyIPO	<u>Trademark Number</u> TM2019033358	<u>Status</u> Registered <u>Validity Period</u> 10 September 2019 to 10 September 2029
6.	KPUSB	 Class 44	MyIPO	<u>Trademark Number</u> TM2019033356	<u>Status</u> Registered <u>Validity Period</u> 10 September 2019 to 10 September 2029
7.	ULSB	 Class 35	MyIPO	<u>Application Number</u> TM2024032042	<u>Status</u> Pending registration ⁽¹⁾

7. BUSINESS OVERVIEW (CONT'D)

No.	Company	Trademark / Class No.	Governing / Issuing Authority	Trademark Number / Application Number	Status / Validity Period
8.	ULSB	 Class 41	MyIPO	<u>Application Number</u> TM2024032043	<u>Status</u> Pending registration ⁽¹⁾
9.	ULSB	 Class 44	MyIPO	<u>Application Number</u> TM2024032044	<u>Status</u> Pending registration ⁽¹⁾
10.	RYM DX	 Class 42	MyIPO	<u>Application Number</u> TM2024031576	<u>Status</u> Registered <u>Validity Period</u> 10 October 2024 to 10 October 2034
11.	RYM DX	 Class 44	MyIPO	<u>Application Number</u> TM2024031577	<u>Status</u> Registered <u>Validity Period</u> 10 October 2024 to 10 October 2034

7. BUSINESS OVERVIEW (CONT'D)

Note:

- (1) These applications were submitted on 16 October 2024. The outcome of our applications is expected to be known approximately 12 months from the date of our applications.

Our Group does not expect to be materially impacted if the trademarks pending registration above are not approved as our Group's business and profitability are not dependent on the aforesaid trademarks. In the event the trademarks are not approved, our Group will still be entitled as proprietor of the unregistered trademarks to continue using them in the ordinary course of the Group's business.

7.18 GOVERNING LAWS AND REGULATIONS

The following is an overview of the regulatory requirements governing our Group which are material to our business operation, which is not intended to be an exhaustive description of all laws and regulations to which our business is subject to:

(i) Private Healthcare Facilities and Services Act 1998 ("PHFSA")

Private hospitals, medical clinics and dental clinics are regulated by MOH in accordance with PHFSA and its relevant regulations, including the Private Healthcare Facilities and Services (Private Hospitals and Other Private Healthcare Facilities) Regulations 2006 as well as the Private Healthcare Facilities and Services (Private Medical Clinics or Private Dental Clinics) Regulations 2006.

The PHFSA provides that no one shall establish or maintain any private healthcare facilities including amongst others, a private hospital or any other private healthcare facility or service or health related service as the MOH may specify, from time to time, by notification in the Gazette without an approval or a licence being granted by the Director General of Health of Malaysia. The PHFSA states that a person who establishes or maintain any private healthcare facilities without an approval or a licence from the Director General of Health of Malaysia shall commit an offence under the PHFSA.

The PHFSA requires a licensee or a holder of a certificate of registration in respect of a licenced or registered private healthcare facility or services to, amongst other, ensure that the licenced or registered private healthcare facility or service is maintained or operated by a person in charge, who shall be a registered medical practitioner.

In addition, PHFSA requires the licensee of a private healthcare facility or service to establish a Medical Advisory Committee whose members shall be registered medical practitioners representing all medical practitioners practising in the facility or service to advise the board of management, the licensee and person in charge on all aspects relating to medical practice. As at the LPD, PMCK has named Dato' Dr Lim as the person in charge for our medical centre and Dr Syed Johaidy Bin Syed Ariffin has been appointed as Head of the Medical Advisory Board.

7. BUSINESS OVERVIEW (CONT'D)

Further, the PHFSA stipulates that no person shall establish, maintain, operate or provide a private medical clinic or private dental clinic unless registered by the Director General of Health of Malaysia. However, the aforesaid provision shall not apply to a private medical clinic or private dental clinic which forms part of the premises of a licenced private healthcare facility which the said clinic is organisationally, administratively and physically linked.

On 27 August 2024, the Director General of Health of Malaysia issued ULSB a warning letter in relation to the provision of post-natal care services in PMC. The said letter states that PMC shall ensure the following matters:

- (a) to only provide services and facilities set out in its hospital licence;
- (b) to cease the provision of post-natal care services immediately as such services are not licenced in hospitals;
- (c) to not display advertisements pertaining to the type and nature of healthcare services or facilities which can be misleading to the general public; and
- (d) to comply with the provisions under the Private Healthcare Facilities and Services Act 1998 as well as its relevant regulations.

There were no penalties imposed by the Director General of Health of Malaysia in the said letter.

PMC had provided post-natal care services since 2009. Post-natal care services refer to the provision of post-natal care to patients (i.e. new mothers) to assist with their physical recuperation following childbirth.

The post-natal care services were provided as part of our nursing care services, which is a service included in PMC's hospital licence. Post-natal care services, as a standalone, was not included in PMC's hospital licence. Throughout the years, PMC has never encountered any difficulties in renewing its hospital licence to operate or provide private healthcare facilities or services.

PMC has ceased offering post-natal care services and discontinued all related advertising immediately upon receipt of the aforementioned letter. Our Group has no intention to apply for the licence to provide post-natal care services in the foreseeable future. In the event PMC decides to provide post-natal care services in the future, we will ensure the necessary licence/approval has been obtained from the relevant authority.

Our quality and risk committee supervised by our Medical Director and General Manager cum Safety and Health Officer and Laser Safety Officer will actively monitor the compliance with licencing requirements by keeping track of updates and announcements from regulatory bodies to ensure that no similar incident happens in the future. Any changes in laws or regulations will be promptly reported to the management and Board to ensure that the hospital remains fully compliant.

7. BUSINESS OVERVIEW (CONT'D)

Considering that post-natal care services have only contributed approximately 0.08%, 0.13% and 0.14% to our Group's revenue for FYE 2022, FYE 2023 and FYE 2024 respectively, our Group does not foresee any material adverse financial impact on our Group's business following the cessation of post-natal care services.

(ii) Medical Act 1971

A medical practitioner is required to register with the Malaysian Medical Council in order to practice medicine in Malaysia pursuant to the Medical Act 1971 ("**MA 1971**").

Pursuant to the MA 1971, any fully registered person who desires to practise as a medical practitioner after the 31st day of December of any year shall, not later than the 1st day of December of that year, make an application for a certificate to practise as a medical practitioner during the ensuing year. Upon such application, the Registrar of Medical Practitioner shall issue an annual practising certificate authorising the applicant to practise as a medical practitioner during the year for which the certificate is issued. Any fully registered person who fails to apply for an annual practising certificate within the period stipulated under the MA 1971, may on making an application in such form and on payment of such additional fee, be granted an annual practising certificate for the ensuing year. As at the LPD, our consultants and medical officers hold and maintain valid annual practising certificate.

Further, under the MA 1971, it is provided that no person whose name has not been entered into the register shall practise as a specialist in that specialty. Any person who practices without registration with the medical council shall be subjected to the disciplinary jurisdiction of the medical council. Under the Medical Regulations 2017, a fully registered medical practitioner who is entitled to be registered as a specialist shall apply to the medical council and the certificate of specialist registration would be issued by the medical council to the medical practitioner. As at the LPD, our consultants are duly registered as a Specialist under the MA 1971.

On 20 October 2014, Dato' Dr Lim was reprimanded by the Malaysian Medical Council for permitting and/or enabling an individual with only a provisional registration to practice as a medical practitioner at Putra Medical Centre in Alor Setar, Kedah from year 1995 to 2011 contrary to the MA 1971 which states expressly that only a fully registered medical practitioner may practice medicine. At that time, Dato' Dr Lim was under the mistaken belief that an individual with a provisional registration could practice as a medical practitioner. No penalties were imposed on Dato' Dr Lim in relation to the matter.

Further, Dato' Dr Lim has consistently renewed his annual practicing certificate without any obstacles, and PMC has never encountered any difficulties in renewing its hospital license to operate or provide private healthcare facilities or services, with Dato' Dr Lim serving as the licensed person-in-charge.

7. BUSINESS OVERVIEW (CONT'D)

(iii) Personal Data Protection Act 2010 ("PDPA") and the Personal Data Protection (Class of Data Users) Order 2013 ("PDP Order")

Section 15(1) of the PDPA provides that a person who belongs to the class of data users as specified in the order made under subsection 14(1) of the PDPA shall submit an application for registration to the Personal Data Protection Commissioner ("**PDP Commissioner**") in the manner and form as determined by the PDP Commissioner.

Pursuant to the PDP Order, a licensee under the PHFSA and a holder of the certificate of registration of a private medical or dental clinic under the PHFSA are required to register with the PDP Commissioner and obtain a valid certificate of registration to process any personal data. As at the LPD, we hold valid certificate of registration as data user to process personal data.

(iv) Ancillary laws and regulations

The private healthcare providers are also subject to other ancillary laws and regulations which include, amongst others, the following:

- (a) the approvals, permits and licences required for the premises, facilities and use of equipment of private hospitals which include amongst others, the following:
 - (i) certificate of fitness for occupation or certificate of completion and compliance issued by the principal submitting person or the relevant authority (whichever is applicable) under the Street, Drainage and Building Act 1974 and/or such relevant legislation applicable at the material time;
 - (ii) fire certificate by the Fire Department in accordance with the Fire Services Act 1998 and Fire Services (Fire Certificate) Regulations 2001;
 - (iii) the licence to store and use radio-ionising apparatus by the Atomic Energy Licensing Board issued pursuant to the Atomic Energy Licensing Act 1984; and
 - (iv) the certificate of fitness by the Department of Occupational Safety and Health Malaysia in accordance with the Occupational Safety and Health (Amendment) Act 2022 and the Occupational Safety and Health (Plant Requiring Certificate of Fitness) Regulations 2024;
- (b) the Medicines (Advertisement and Sale) Act 1956 and its relevant regulations and guidelines including, Medicine Advertisements Board Regulations 1976 and the Advertising Guidelines for Healthcare Facilities and Services govern advertisements of healthcare services offered by private hospitals and clinics. The information disclosed in advertisements must be factually accurate, capable of being substantiated and must not be exaggerated, false, misleading or deceptive.

7. BUSINESS OVERVIEW (CONT'D)

- (c) the Poisons Act 1952 which requires pharmacist handling medicine in a private hospital to have a valid licence to import, store and deal with the permitted poisons;
- (d) the Allied Health Profession Act 2016 which states that no person shall practise an allied health profession or carry out any activity prescribed unless such person is registered under the said act;
- (e) the Medical Assistants (Registration) Act 1977 which provides that no person shall be employed as a medical assistant or perform the duties of a medical assistant in a private hospital unless such person is registered under the act;
- (f) the Environmental Quality Act 1974 and its relevant regulation, Environmental Quality (Scheduled Wastes) Regulations 2005 which controls the disposal of the clinical waste arising from medical, nursing or similar practices; and
- (g) the Price Control and Anti-Profiteering Act 2011 and its relevant order, the Price Control and Anti-Profiteering (Price Marking for Drug) Order 2025 which requires private hospitals to, among others, display prescribed information in relation to drugs that are displayed for sale and which can be accessed or seen by consumers as well as drugs that are not displayed for sale or placed behind a counter that cannot be accessed or seen by consumers.

Our Group is in compliance with all applicable governing laws and regulations as at the LPD.

[The rest of this page is intentionally left blank]

7. BUSINESS OVERVIEW (CONT'D)

7.19 LICENCES AND PERMITS

Save as disclosed below, there are no other licences and permits which our Group is materially dependent on for our business or profitability as at the LPD:

No.	Issuing Authority	Company	Licence / Reference no. / Description of approval / licence / permit	Validity Period	Major conditions imposed	Status of compliance
1.	MOH	ULSB	Licence No. 130203-00046-01/2025 Licence to operate or provide private healthcare facility or service pursuant to PHFSA known as "Putra Medical Centre" located at 888, Jalan Sekerat, Off Jalan Putra, 05100 Alor Setar, Kedah	22 March 2025 to 21 March 2027	<u>Type of healthcare services provided:</u> 1. In patient: medicine, general surgery, O&G, pediatric, orthopaedic, otorhinolaryngology, cardiology, urology, ophthalmology, emergency medicine services and sports medicine. 2. Ambulatory care: endoscopy, hemodialysis (8 non-hepatitis dialysis chairs and 1 hepatitis B dialysis chair). 3. Supporting services: anaesthesia, radiology and imaging (general radiography, mobile c-arm, CT scanner, mobile radiography, mammography, fluoroscopy, intra oral, angiography, MRI), nursing, laboratory, ambulance, pharmaceutical, sterilization, diet and physiotherapy. 4. Outpatient: medicine, general surgery, O&G, pediatric, orthopaedic, ophthalmology, otorhinolaryngology, dental, cardiology, urology, sports medicine and dermatology.	Complied

7. BUSINESS OVERVIEW (CONT'D)

No.	Issuing Authority	Company	Licence / Reference no. / Description of approval / licence / permit	Validity Period	Major conditions imposed	Status of compliance
2.	MOH	PUSB	Registration No. 230206-10139-11 Certificate of registration to operate a private medical clinic pursuant to PHFSA known as "Poliklinik Unik" located at No. 342-C, Tingkat Bawah, Taman Seraya Indah, 09000 Kulim, Kedah	From 26 June 2023 ⁽¹⁾	<u>Type of healthcare services:</u> Services provided by general private medical clinics	Complied
3.	MOH	KPUSB	Registration No. 230203-02989-12 Certificate of registration to operate a private dental clinic pursuant to PHFSA known as "Klinik Pergigian Unik" located at No. 342-C, Tingkat Bawah, Taman Seraya Indah, 09000 Kulim, Kedah	From 27 May 2021 ⁽¹⁾	<u>Type of healthcare services:</u> Services provided by general private dentists	Complied
4.	MOH	KPUSB	Registration No. 231005-043375-12 Certificate of registration to operate a private dental clinic pursuant to PHFSA known as "Klinik Pergigian Unik" located at 27-G, Jalan Semenyih Sentra 4, Taman Semenyih Sentral, 43500 Semenyih, Selangor	From 17 October 2023 ⁽¹⁾	<u>Type of healthcare services:</u> Services provided by general private dentists	Complied

Note:

⁽¹⁾ No expiry date. A new certificate of registration will be issued following variation to the terms, conditions or particulars of the previous certificate of registration e.g. the location of the clinic.

7. BUSINESS OVERVIEW (CONT'D)

7.20 MATERIAL PROPERTIES OF OUR GROUP

7.20.1 Properties owned by our Group

Details of the properties owned by our Group as at the LPD are as follows:

No.	Title details/ Postal address	Description of property/ Existing use/ Tenure (if any)/ Category of land use	Registered and Beneficial owner	Land area/ Built-up area	Date of CF/CCC	Express conditions Restrictions in interest / Encumbrances	Audited NBV as at 30 November 2024 (RM'000)
1.	Title Details: GRN51426, Lot No. 329, Section 18, Town of Alor Setar, District of Kota Setar, Kedah Postal address: 888, Jalan Sekerat, Off Jalan Putra, 05100 Alor Setar, Kedah	Description: A 4-storey private medical centre and a 1- storey administrative office Existing Use: Private medical centre Tenure: Freehold Category of Land Use: Building	ULSB	Land area: Approximately 8,589 sq ft Built-up area: Approximately 42,583 sq ft	1 November 1995 / 2 January 2019	Express Conditions: The land shall be used as the site for one building only for the business of a medical centre. Restrictions in interest: None Encumbrances: Lien holder's caveat by Hong Leong Islamic Bank Berhad	*

7. BUSINESS OVERVIEW (CONT'D)

No.	Title details/ Postal address	Description of property/ Existing use/ Tenure (if any)/ Category of land use	Registered and Beneficial owner	Land area/ Built-up area	Date of CF/CCC	Express conditions / Restrictions in interest / Encumbrances	Audited NBV as at 30 November 2024 (RM'000)
2.	Title Details: GRN216543, Lot No. 422, Section 18, Town of Alor Setar, District of Kota Setar, Kedah Postal address: 888-A, Jalan Sekerat, Off Jalan Putra, 05100 Alor Setar, Kedah	Description: An 8-storey private medical centre and a 1- storey dedicated public facilities area (used as lobby, reception area, pharmacy, consultation rooms and cafeteria), together with 1- storey underground private car park Existing Use: Private medical centre Tenure: Freehold Category of Land Use: Building	ULSB	Land area: Approximately 10,408 sq ft Built-up area: Approximately 101,975 sq ft	2 June 2009 / 2 January 2019	Express Conditions: The land shall be used as the site for one business building (8- storey medical center) only. Restrictions in interest: The landowner is prohibited from carrying out any dealings on the land that is to be developed as a business site unless the landowner builds and preserve the road with tar according to the Ministry of Works while maintaining the ditch to the local authority's satisfaction and also obtaining the necessary support from the Ministry of Works or affirmation from the local authority and the Ministry of Works that the roads and ditch can be completed. Encumbrances: Lien holder's caveat by Hong Leong Islamic Bank Berhad	*

7. BUSINESS OVERVIEW (CONT'D)

No.	Title details/ Postal address	Description of property/ Existing use/ Tenure (if any)/ Category of land use	Registered and Beneficial owner	Land area/ Built-up area	Date of CF/CCC	Express conditions / Restrictions in interest / Encumbrances	Audited NBV as at 30 November 2024 (RM'000)
3.	Title Details: H.S.(D) 21670, Lot No. PT4988, Town of Alor Setar, District of Kota Setar, Kedah Postal address: N/A	Description: A plot of freehold land currently being utilised as a car park space Existing Use: Car park Tenure: Freehold Category of Land Use: Building	ULSB	Land area: Approximately 34,347 sq ft Built-up area: N/A	N/A ⁽¹⁾	Express Conditions: The land shall be used as a site for private cars and motorcycles parking only. Restrictions in interest: The landowner is prohibited from carrying out any dealings on the land that is to be developed as a business site unless the landowner builds and preserve the road with tar according to the Ministry of Works while maintaining the ditch to the local authority's satisfaction and also obtaining the necessary support from the Ministry of Works or affirmation from the local authority and the Ministry of Works that the roads and ditch can be completed. Encumbrances: Lien holder's caveat by Hong Leong Islamic Bank Berhad	3,838

7. BUSINESS OVERVIEW (CONT'D)

No.	Title details/ Postal address	Description of property/ Existing use/ Tenure (if any)/ Category of land use	Registered and Beneficial owner	Land area/ Built-up area	Date of CF/CCC	Express conditions Restrictions in interest / Encumbrances	Audited NBV as at 30 November 2024 (RM'000)
4.	Title Details: GRN No. 95176, Lot 673, Bandar Alor Setar, Daerah Kota Setar, Kedah Postal address: N/A	Description: A plot of freehold vacant land Existing Use: Vacant ⁽³⁾ Tenure: Freehold Category of Land Use: Agriculture	ULSB	Land area: Approximately 7,125 sq ft Built-up area: N/A	N/A	Express Conditions: Kampong Restrictions in interest: None Encumbrances: None	928
5.	Title Details: GRN No. 99162, Lot 676, Bandar Alor Setar, Daerah Kota Setar, Kedah Postal address: N/A	Description: A plot of freehold vacant land Existing Use: Vacant ⁽³⁾ Tenure: Freehold Category of Land Use: Agriculture	ULSB	Land area: Approximately 17,577 sq ft ⁽²⁾ Built-up area: N/A	N/A	Express Conditions: Kampong Restrictions in interest: None Encumbrances: None	2,245

7. BUSINESS OVERVIEW (CONT'D)

No.	Title details/ Postal address	Description of property/ Existing use/ Tenure (if any)/ Category of land use	Registered and Beneficial owner	Land area/ Built-up area	Date of CF/CCC	Express conditions Restrictions in interest / Encumbrances	Audited NBV as at 30 November 2024 (RM'000)
6.	Title Details: GRN No. 99163, Lot 677, Bandar Alor Setar, Daerah Kota Setar, Kedah Postal address: N/A	Description: A plot of freehold vacant land Existing Use: Vacant ⁽³⁾ Tenure: Freehold Category of Land Use: Agriculture	ULSB	Land area: Approximately 55,800 sq ft ⁽²⁾ Built-up area: N/A	N/A	Express Conditions: Kampong Restrictions in interest: None Encumbrances: None	7,127

7. BUSINESS OVERVIEW (CONT'D)

No.	Title details/ Postal address	Description of property/ Existing use/ Tenure (if any)/ Category of land use	Registered and Beneficial owner	Land area/ Built-up area	Date of CF/CCC	Express conditions / Restrictions in interest / Encumbrances	Audited NBV as at 30 November 2024 (RM'000)
7.	Title Details: H.S.(M) 17290, PT 5921 Seksyen 41, Bandar Kulim, Kedah Postal address: N/A	Description: A plot of freehold land used for the construction of the PMC Kulim Existing Use: Vacant Tenure: Freehold Category of Land Use: Building	ULKSB	Land area: Approximately 141,534 sq ft Built-up area: N/A	N/A	Express Conditions: The land shall be used as a site for a private hospital only. Restrictions in interest: None Encumbrances: Charged to Hong Leong Islamic Bank Berhad	9,157
8.	Title Details: H.S.(M) 17291, PT 5922 Seksyen 41, Bandar Kulim, Kedah Postal address: N/A	Description: A plot of vacant freehold land Existing Use: Vacant Tenure: Freehold Category of Land Use: Commercial	ULKSB	Land area: Approximately 45,789 sq ft Built-up area: N/A	N/A	Express Conditions: Reserved for Tenaga Nasional Berhad facilities. Restrictions in interest: None Encumbrances: Charged to Hong Leong Islamic Bank Berhad	1,178

7. BUSINESS OVERVIEW (CONT'D)

No.	Title details/ Postal address	Description of property/ Existing use/ Tenure (if any)/ Category of land use	Registered and Beneficial owner	Land area/ Built-up area	Date of CF/CCC	Express conditions Restrictions in interest Encumbrances	Audited NBV as at 30 November 2024 (RM'000)
9.	Title Details: H.S.(M) 17292, PT 5923 Seksyen 41, Bandar Kulim, Kedah Postal address: N/A	Description: A plot of vacant freehold land Existing Use: Vacant Tenure: Freehold Category of Land Use: Building	ULKSB	Land area: Approximately 4,025 sq ft Built-up area: N/A	N/A	Express Conditions: The land shall be used as a commercial site. Restrictions in interest: None Encumbrances: Charged to Hong Leong Islamic Bank Berhad	260
10.	Title Details: GM 7840, Lot 587, Tok Rasoi, Bandar Kulim, Kulim, Kedah Postal address: N/A	Description: A plot of vacant freehold land Existing Use: Vacant ⁽³⁾ Tenure: Freehold Category of Land Use: Agriculture	ULKSB	Land area: Approximately 75,487 sq ft Built-up area: N/A	N/A	Express Conditions: The land shall be used as a rubber estate. Restrictions in interest: None Encumbrances: Charged to Hong Leong Islamic Bank Berhad	4,884

7. BUSINESS OVERVIEW (CONT'D)

Notes:

- * The audited NBV as at 30 November 2024 for Old Wing and New Wing of PMC is RM22.47 million.
- (1) This car park has a temporary covered car park structure with solar panels installed. ULSB currently holds a valid temporary building permit expiring on 31 December 2025 issued by the Alor Setar City Council for this premise.
- (2) ULSB owns 99.14% of the land. As at the LPD, the remaining portion of this land is held by one other non-related registered proprietor.
- (3) As at the LPD, our Group have no intention to utilise the lands. We will make the necessary application to convert the category of land use and/or express condition once the intended use of the land has been finalised.

7.20.2 Properties rented by our Group

Details of properties rented by us as at the LPD are set out below:

No.	Postal Address	Landlord/ Tenant	Description/ Existing use	Date of CCC or equivalent	Floor area rented	Period of tenancy/ Rental per annum
1.	342-C, Taman Seraya Indah, 09000 Kulim, Kedah	Landlord: CHJ Property Sdn Bhd ("CHJ") (non-related party) Tenant: ULSB	Description: Ground floor of a 2-storey shophouse Existing Use: Place of operation for "Poliklinik Unik" and "Klinik Pergigian Unik" with a portion of the property currently being sublet to SLGC Enterprise (related party) and Medipmc Sdn Bhd (non-related party) at the rental of RM300.00 per month and RM700.00 per month respectively ⁽¹⁾ .	Date of CCC: 16 August 2012	Approximately 5,500 sq ft	Commencement Date: 15 August 2022 Expiry Date: 14 August 2025 Rental per annum: RM118,800.00

7. BUSINESS OVERVIEW (CONT'D)

No.	Postal Address	Landlord/ Tenant	Description/ Existing use	Date of CCC or equivalent	Floor area rented	Period of tenancy/ Rental per annum
2.	No. 27G (Ground Floor), Jalan Semenyih Sentral 4, Semenyih Sentral, 43500 Semenyih, Selangor	Landlord: Lee Tze Seow (non-related party) Tenant: KPUSB	Description: Ground floor of a 2-storey shoplot Existing Use: Place of operation for “Klinik Pergigian Unik”	Date of CCC: 7 January 2005	Approximately 1,483 sq ft	Commencement Date: 1 May 2023 Expiry Date: 30 April 2026 Rental per annum: RM60,000.00
3.	61, Lorong Permata 1/1, Bandar Permata Luas, 09600 Lunas, Kedah.	Landlord: Katpaga Valli A/P Kuty Servai (non-related party) Tenant: RYM DX	Description: Ground floor of a 2-storey shoplot Existing Use: Place of operation for “RYM DX Lab”	Date of CCC: 23 January 2020	Approximately 1,399 sq ft	Commencement Date: 1 June 2022 Expiry Date: 31 May 2025 ⁽²⁾ Rental per annum: RM13,200.00

Notes:

- ⁽¹⁾ ULSB sublets a partial space within its rented premise to the respective subtenants. Pursuant to the letter dated 25 July 2022 issued by CHJ (the landlord of the rented premises), CHJ has confirmed that it has no objection in relation to ULSB subletting the partial space within the demised premises.
- ⁽²⁾ On 11 May 2025, the parties had entered into a new tenancy for a period of 2 years starting 1 June 2025 with a revised rental of RM14,400.00 per annum.

7. BUSINESS OVERVIEW (CONT'D)**7.21 MATERIAL MACHINERY AND EQUIPMENT**

Machinery/Equipment	Description	No of units	Year of Purchase	Average lifespan (years)	Average age (years)	Range of age (years)	NBV as at 30 November 2024 (RM'000)
Camera system and laparoscopic instrument	A high-definition surgical laparoscopic system that utilises the insertion of a laparoscope into a patient's body through a small incision, to perform a variety of surgical intervention and application including arthroscopy, endotracheal tube (ET tube) insertion and biopsy procedure for the bladder, lung, and oesophagus. It is also employed in appendectomy, cyst duct removal, adhesiolysis for abnormal or obstructed colon, and intervention on the female reproductive system	2	2010	10	>10	>10	-
Computed radiography and radiology information system	Computed radiography is a medical imaging technology that utilises X-ray to capture images of the skeletal system, including bones, joints and teeth Radiology information system is a software system for managing medical images and associated data	1	2024	10	<1	<1	295
Angiography system	A medical imaging technology that utilises X-ray and contrast dyes which are injected into a patient's blood vessels to observe the patient's blood circulation	1	2020	10	4	4	46

7. BUSINESS OVERVIEW (CONT'D)

Machinery/Equipment	Description	No of units	Year of Purchase	Average lifespan (years)	Average age (years)	Range of age (years)	NBV as at 30 November 2024 (RM'000)
Endoscopic system	A high-definition system that utilises the insertion of an endoscope into a patient's body to observe the patient's organs or tissue	1	2022	10	2	2	448
640-slice CT scan system	A CT scan technology that generates 640 high resolution images of a patient's organs, tissues or skeletal system per rotation	1	2023	10	1	1	3,337
Magnetic resonance imaging (MRI)	A medical imaging technology that utilises computer-generated radio waves and magnetic field to generate detailed three-dimensional (3D) images of a patient's organs, tissues or skeletal system	1	2021	10	3	3	2,758
Ultrasound System	A medical imaging equipment that utilises high-frequency sound waves (i.e. ultrasound) to generate real-time 2D, 3D and 4D images of the patient's internal organs, tissues and blood flow	7	2001 - 2023	>10	>10	1 – >10	201
Autoclave Steam System	A machine that applies high-pressure and high-temperature steam onto medical instruments, tools, and equipment for sterilisation and decontamination	2	2015 - 2024	10	5	<1 – 9	332

7. BUSINESS OVERVIEW (CONT'D)

Machinery/Equipment	Description	No of units	Year of Purchase	Average lifespan (years)	Average age (years)	Range of age (years)	NBV as at 30 November 2024 (RM'000)
C-arm II	A medical imaging equipment that encompasses both fluoroscopy and radiography, assisting specialist consultants during surgical and interventional procedures	2	2004 - 2024	10	10	<1 – >10	275

[The rest of this page is intentionally left blank]

7. BUSINESS OVERVIEW (CONT'D)

7.22 ENVIRONMENTAL, SOCIAL AND GOVERNANCE PRACTICES

We are conscientious of factors affecting the environment, community and our employees. To this end, we have implemented, and are in the midst of implementing, the following practices:

(i) Environmental

Our Group strives to reduce our energy consumption and carbon footprint by:

- (a) installation and upgrading of solar panels at PMC;
- (b) promoting energy conservation practices such as ongoing installation of LED lights and segregation of electrical circuitry, where possible;
- (c) educating our workforce to switch off/reduce air-conditioned and lighting in the administration office usage during lunch time and ward areas;
- (d) promoting paperless documentation, medical records and re-cycle used papers;
- (e) promoting efficient waste management practices such as reducing, reusing, recycling and recovering;
- (f) reduction of clinical waste where possible;
- (g) using recycled water via reverse osmosis;
- (h) installation of energy efficiency monitoring systems; and
- (i) installation of segregated staged chiller and cooling towers.

We had on 24 January 2024 submitted our application and registration for our PMC to be rated under the Green Building Index (“**GBI**”), which will assess and provide a rating on the sustainability of our PMC. As at the LPD, the said application is still being processed.

We received a positive rating of 5 star (81.00%) from the Malaysian Carbon Reduction and Environmental Sustainability Tool (“**MyCREST**”) for the design of our PMC Kulim. MyCREST was launched by CIDB Malaysia to guide, assist, measure, and reduce the impact of the built environment in terms of reducing carbon emissions and environmental impact for urban development. With our MyCREST rating, it showcases our Group's commitment to becoming more sustainable and environmentally responsible.

(ii) Social

Our Group is committed and acts responsibly towards our business operations and our community. Our Group has implemented standard operating procedures in compliance with guidelines by the relevant authorities to ensure a safe and healthy environment for our employees to work and while safeguarding the interests of our stakeholders.

Our Group commits to provide to all our employees with a working environment that aligns with the International Labour Organisation's Fair Recruitment Initiative, and our recruitment practices are based on labour standards, which are developed through social dialogue and promotes gender equality. We ensure that our employees are hired based on their skills and past working experience assessment through a fair selection process. We provide on the job training as well as external training to our employees for their self-development and improvement, as well as ERP computer training so that they can acquire the necessary skills for their roles and to progress within our Group.

Our Group is also committed in ensuring that there is no unlawful discrimination, irrespective of race, colour, sex/gender, religion, national origin, age, disability, genetic information, marital status, or any other classification protected by law. We seek to support women, or any minorities and strive to empower all our employees to reach their full potential. As at the LPD, approximately 80% of our employees are women.

7. BUSINESS OVERVIEW (CONT'D)

We are also dedicated to giving back to the community through a range of initiatives, including organising health campaigns, promotional events and talks to increase public awareness on various health-related topics, organising blood donations drive, and complimentary dental screenings.

(iii) Corporate governance

Our Group is committed and adheres to a high standard of corporate governance practices, which are important for governance sustainability and dealings within our corporate activities in a professional and ethical manner in order to uphold good corporate governance practices.

Therefore, our Board recognises the importance of a sound risk management framework and internal control system for good corporate governance based on the Malaysian Code on Corporate Governance 2021 ("**MCCG 2021**"). We ensure that our Board have ready access to our Group's information to encourage the disclosure of relevant information so as to improve the transparency of our management and our Board to promote greater confidence in our organisation as a whole.

Our Board comprise of 2 Executive Directors and 4 Independent Directors, of which 3 are male and 3 are female. As such, we have complied with MCCG 2021, as more than half of our Board are Independent Directors and more than 30% of our Board are female.

We practice zero-tolerance towards fraud, bribery, corruption, money laundering and the financing of terrorism. We have adopted amongst other policies, such as Anti-Bribery and Corruption Policy as well as Whistleblowing Policy.

We have adopted a Personal Data Protection Act policy which complies with the Personal Data Protection Act 2010 in order to protect the personal data that we obtain from our customers, vendors, suppliers, and/or our employees.

[The rest of this page is intentionally left blank]

8. INDEPENDENT MARKET RESEARCH REPORT

SMITH ZANDER INTERNATIONAL SDN BHD 201301028298 (1058128-V)

15-01, Level 15, Menara MBMR, 1 Jalan Syed Putra, 58000 Kuala Lumpur, Malaysia

T : +603 2732 7537 W : www.smith-zander.com

SMITH ZANDER

Date: 13 May 2025

The Board of Directors

PMCK Berhad

888, Jalan Sekerat

Off Jalan Putra

05100 Alor Setar

Kedah

Dear Sirs/Madams,

Independent Market Research Report on the Private Healthcare Services Industry in Malaysia as well as in the Northern Region of Malaysia (i.e. Kedah, Perlis and Penang) ("IMR Report")

This IMR Report has been prepared by SMITH ZANDER INTERNATIONAL SDN BHD ("SMITH ZANDER") for inclusion in the Prospectus in conjunction with the initial public offering and listing of PMCK Berhad on the ACE Market of Bursa Malaysia Securities Berhad.

The objective of this IMR Report is to provide an independent view of the industry and market(s) in which PMCK Berhad and its subsidiaries ("PMCK Group") operate and to offer a clear understanding of the industry and market dynamics. As PMCK Group is principally involved in the provision of private healthcare services by operating a medical centre in Kedah, the scope of work for this IMR Report will thus address the following areas:

- (i) Private healthcare services industry in Malaysia as well as in the northern region of Malaysia (i.e. Kedah, Perlis and Penang), whereby Perlis and Penang are neighbouring states to Kedah;
- (ii) Key demand drivers, risks and challenges; and
- (iii) Competitive landscape.

The research process for this study has been undertaken through secondary or desktop research, as well as detailed primary research when required, which involves discussing the status of the industry with leading industry participants and industry experts. Quantitative market information could be sourced from interviews by way of primary research and therefore, the information is subject to fluctuations due to possible changes in business, industry and economic conditions.

SMITH ZANDER has prepared this IMR Report in an independent and objective manner and has taken adequate care to ensure the accuracy and completeness of the report. We believe that this IMR Report presents a balanced view of the industry within the limitations of, amongst others, secondary statistics and primary research, and does not purport to be exhaustive. Our research has been conducted with an "overall industry" perspective and may not necessarily reflect the performance of individual companies in this IMR Report. SMITH ZANDER shall not be held responsible for the decisions and/or actions of the readers of this report. This report should also not be considered as a recommendation to buy or not to buy the shares of any company or companies as mentioned in this report.

For and on behalf of SMITH ZANDER:


DENNIS TAN
MANAGING PARTNER

8. INDEPENDENT MARKET RESEARCH REPORT (CONT'D)

SMITH ZANDER

COPYRIGHT NOTICE

No part of this IMR Report may be given, lent, resold, or disclosed to non-customers or any other parties, in any format, either for commercial or non-commercial reasons, without express consent from SMITH ZANDER. Further, no part of this IMR Report may be extracted, reproduced, altered, abridged, adapted, modified, stored in a retrieval system, or transmitted in any form or by any means, electronic, mechanical, photocopying, recording, or otherwise, for purposes other than the listing of PMCK Berhad on the ACE Market of Bursa Malaysia Securities Berhad, without express consent from SMITH ZANDER.

Any part of this IMR Report used in third party publications, where the publication is based on the content, in whole or in part, of this IMR Report, or where the content of this IMR Report is combined with any other material, must be cited and sourced to SMITH ZANDER.

The research for this IMR Report was completed on 2 May 2025.

For further information, please contact:

SMITH ZANDER INTERNATIONAL SDN BHD

15-01, Level 15, Menara MBMR
1, Jalan Syed Putra
58000 Kuala Lumpur
Tel: + 603 2732 7537

www.smith-zander.com

© 2025, All rights reserved, **SMITH ZANDER INTERNATIONAL SDN BHD**

About SMITH ZANDER INTERNATIONAL SDN BHD

SMITH ZANDER is a professional independent market research company based in Kuala Lumpur, Malaysia, offering market research, industry intelligence and strategy consulting solutions. SMITH ZANDER is involved in the preparation of independent market research reports for capital market exercises, including initial public offerings, reverse takeovers, mergers and acquisitions, and other fund-raising and corporate exercises.

Profile of the signing partner, Dennis Tan Tze Wen

Dennis Tan is the Managing Partner of SMITH ZANDER. Dennis Tan has over 27 years of experience in market research and strategy consulting, including over 22 years in independent market research and due diligence studies for capital markets throughout the Asia Pacific region. Dennis Tan has a Bachelor of Science (major in Computer Science and minor in Business Administration) from Memorial University of Newfoundland, Canada.

SMITH ZANDER

1 PRIVATE HEALTHCARE SERVICES INDUSTRY IN MALAYSIA

OVERVIEW OF THE PRIVATE HEALTHCARE SERVICES INDUSTRY

Healthcare services are provision of services for the treatment, prevention and management of physical and psychological health conditions such as diseases, ailments and injuries. These services comprise medical examinations, consultations, diagnoses and prescriptions as well as rehabilitation services. Healthcare services are provided by healthcare professionals such as medical specialists, general practitioners, medical officers, nurses and pharmacists, amongst others, at healthcare facilities such as hospitals, clinics and rehabilitation centres.

In Malaysia, the healthcare system operates under a 2-tier system, comprising a public healthcare system and a private healthcare system. The public healthcare system is led and funded by the Government of Malaysia, under the Ministry of Health ("MOH"). The public healthcare system is a universal healthcare system in which access to healthcare at public healthcare facilities such as hospitals and clinics, is made available to Malaysians at subsidised costs. In contrast, the private healthcare system refers to healthcare services provided by private healthcare facilities which are owned by private companies, in which patients pay for the healthcare services at their own expense or through their insurance providers.

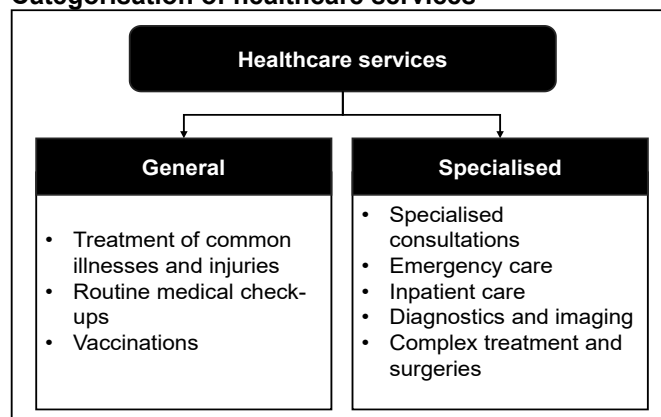
The MOH is responsible for the overall governance and regulation of the healthcare industry in Malaysia. The laws and regulatory frameworks that govern healthcare include the Medical Act 1971, the Private Healthcare Facilities and Services Act 1998 and the Allied Health Professions Act 2016, amongst others. Under the purview of the MOH, various units have been established to oversee specific areas of the healthcare industry. Amongst these units are Private Medical Practice Control Section or *Cawangan Kawalan Amalan Perubatan Swasta* ("CKAPS"), Pharmaceutical Services Division, and Malaysian Medical Council. Further, there are also organisations such as Association of Private Hospitals of Malaysia and Federation of Private Medical Practitioners' Association Malaysia that aim to enhance the standards of private healthcare in Malaysia.

The private healthcare system is complementary to the public healthcare system as the former expands individuals' access to healthcare services. Private healthcare facilities contribute to healthcare resources available in the healthcare services industry as they create greater availability in number of hospital beds as well as number of healthcare service providers such as doctors and nurses. Private healthcare facilities, in particular private hospitals, also contribute to the diversity in the range of healthcare services as they typically focus on the provision of specialised healthcare services, which makes private hospitals an alternative to public hospitals for specialised healthcare services. Private hospitals also offer patients the option to choose their healthcare service providers and treatment options which align with their healthcare needs and preferences. As such, the private healthcare system supports the public healthcare system by alleviating the burden of providing healthcare services to the population.

Healthcare services can be categorised into 2 types, namely general healthcare services and specialised healthcare services. General healthcare services refer to the diagnosis, treatment, prevention, or management of various illnesses provided by general practitioners. Examples of general healthcare services include treatment of common illnesses and injuries, routine medical check-ups and vaccinations. General healthcare services emphasise on the promotion of overall health and wellness, addressing common health concerns as well as providing preliminary healthcare prior to referring the patients to specialised healthcare where necessary.

8. INDEPENDENT MARKET RESEARCH REPORT (CONT'D)

SMITH ZANDER

Categorisation of healthcare services

Note: The list is not exhaustive.

Source: SMITH ZANDER

On the other hand, specialised healthcare services refer to the diagnosis, treatment, management and prevention of illnesses that have progressed in severity and resulted in further health complications that require the medical attention of specific medical specialisations, which are provided by medical specialists. Specialised healthcare services typically involve the provision of amongst others, specialised consultations, emergency care, inpatient care, diagnostics and imaging, and/or complex treatment and surgeries. Private hospitals typically refer themselves as specialist medical centres as they focus on the provision of specialised healthcare services

and may be single-disciplined (i.e. focus on the provision of healthcare services for a particular medical specialisation) or multi-disciplined (i.e. offer healthcare services for a wide range of medical specialisations). Notwithstanding this, specialist medical centres often also provide general healthcare services.

General and specialised healthcare services are supported by ancillary healthcare services, which are vital in supporting patients' diagnostic and recovery processes. An example of ancillary healthcare services is medical laboratory services, which encompass a range of testing procedures conducted on clinical specimens such as blood, urine, tissues and other bodily fluids. These tests detect and quantify biological substances within specimens, providing insights into patients' health and medical conditions to support the development of treatment plans, disease management and implementation of preventive care measures. Other ancillary healthcare services include home and private care assistant services as well as therapeutic interventions such as physical therapy (also known as physiotherapy), counselling and speech-language pathology.

ECONOMIC AND DEMOGRAPHIC OVERVIEW OF KEDAH, PERLIS AND PENANG

The gross domestic product ("GDP") and GDP per capita of Kedah, Perlis and Penang from 2019 to 2023 are as follows:

- In Kedah, the GDP grew from RM46.84 billion in 2019 to RM51.78 billion in 2023 at a compound annual growth rate ("CAGR") of 2.54% while the GDP per capita grew from RM22,378 in 2019 to RM26,353 in 2023 at a CAGR of 4.17%;
- In Perlis, the GDP grew from RM6.15 billion in 2019 to RM6.34 billion in 2023 at a CAGR of 0.76% while the GDP per capita decreased from RM25,513 in 2019 to RM24,004 in 2023 at a negative CAGR of 1.51%; and
- In Penang, the GDP grew from RM94.65 billion in 2019 to RM115.96 billion in 2023 at a CAGR of 5.21% while the GDP per capita grew from RM55,202 in 2019 to RM72,586 in 2023 at a CAGR of 7.08%.

GDP of Kedah, Perlis and Penang, 2019 – 2023(p)

State	RM billion (constant 2015 prices)					CAGR (2019 – 2023(p)) (%)
	2019	2020	2021	2022(e)	2023(p)	
Kedah	46.84	46.04	47.51	50.98	51.78	2.54
Perlis	6.15	5.79	5.87	6.21	6.34	0.76
Penang	94.65	92.69	99.12	112.28	115.96	5.21

Note: e – estimate; p – preliminary. Latest data available as of 2 May 2025.

Source: Department of Statistics Malaysia ("DOSM")

8. INDEPENDENT MARKET RESEARCH REPORT (CONT'D)

SMITH ZANDER

GDP per capita of Kedah, Perlis and Penang, 2019 – 2023(p)

State	RM (current prices)					CAGR (2019 – 2023(p)) (%)
	2019	2020	2021	2022(e)	2023(p)	
Kedah	22,378	22,701	23,597	26,079	26,353	4.17
Perlis	25,513	21,117	21,523	23,134	24,004	-1.51
Penang	55,202	55,783	59,934	69,789	72,586	7.08

Note: e – estimate; p – preliminary. Latest data available as of 2 May 2025.

Source: DOSM

Due to the outbreak of the Coronavirus disease (“COVID-19”) in early 2020, the Government of Malaysia had imposed nationwide lockdown and movement restriction measures to contain the spread of COVID-19. This resulted in a temporary halt of non-essential business activities which adversely impacted economic conditions. As such, from 2019 to 2020, there was a decline in GDP for Kedah, Perlis and Penang. With the rollout of COVID-19 vaccination in 2021 and the gradual subsiding adverse impact of COVID-19, lockdown and movement restriction measures gradually eased. Following which, non-essential business activities gradually resumed and economic conditions gradually recovered. Subsequently, the GDP of Kedah, Perlis and Penang recovered in 2021 and continued to grow thereafter.

In Kedah and Penang, GDP per capita recorded an upward trend from 2019 to 2023, including in 2020 with lower growth rates of 1.44% and 1.05% respectively, despite the economy being adversely affected by the COVID-19 pandemic. As for Perlis, GDP per capita declined in 2020 and continued to recover thereafter, but has yet to reach pre-COVID-19 levels as of 2023.

The population trend of Kedah, Perlis and Penang from 2019 to 2024 are as follows:

Population of Kedah, Perlis and Penang, 2019 – 2024(p)

State	Million						CAGR (2019 – 2024(p)) (%)
	2019	2020	2021	2022	2023	2024(p)	
Kedah	2.17	2.13	2.15	2.16	2.19	2.22	0.46
Perlis	0.25	0.28	0.29	0.29	0.29	0.30	3.71
Penang	1.77	1.74	1.74	1.74	1.77	1.80	0.34

Note: p – preliminary

Source: DOSM

- In Kedah, the population grew from 2.17 million in 2019 to 2.22 million in 2024 at a CAGR of 0.46%;
- In Perlis, the population grew from 0.25 million in 2019 to 0.30 million in 2024 at a CAGR of 3.71%; and
- In Penang, the population grew from 1.77 million in 2019 to 1.80 million in 2024 at a CAGR of 0.34%.

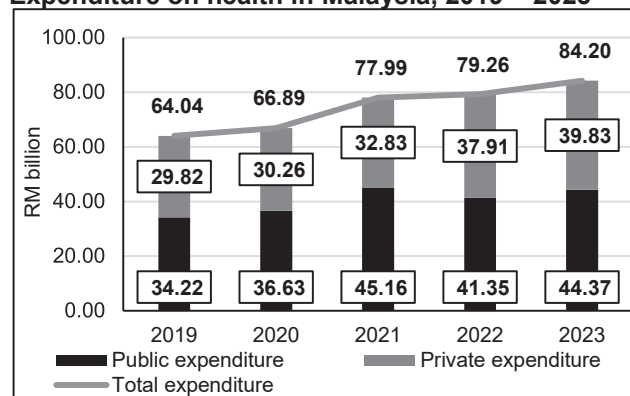
INDUSTRY PERFORMANCE, SIZE AND GROWTH

The size of the healthcare services industry in Malaysia is represented by total expenditure on health, which comprises expenditure from the public and private sectors. Public sector expenditure refers to expenditure contributed from public sources of financing comprising MOH, Ministry of Higher Education and other federal agencies. Private sector expenditure refers to expenditure contributed from private sources of financing comprising private household out-of-pocket expenditure, private insurance companies, corporations and other private organisations.

Based on latest available data, from 2019 to 2023, private health expenditure grew from RM29.82 billion to RM39.83 billion at a CAGR of 7.50%, whereas public health expenditure grew from RM34.22 billion to RM44.37 billion at a CAGR of 6.71%. Over the same period, private health expenditure as a percentage of GDP grew from 1.97% to 2.18%, while public health expenditure as a percentage of GDP grew from 2.26% to 2.43%.

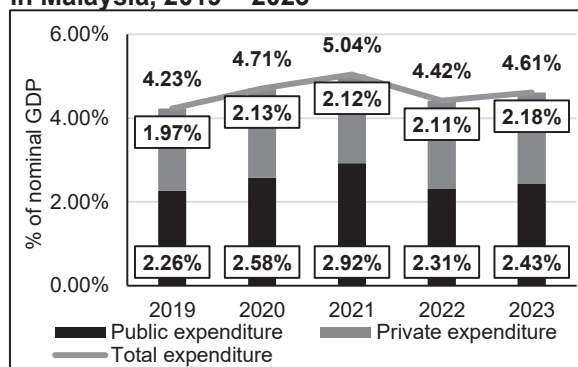
8. INDEPENDENT MARKET RESEARCH REPORT (CONT'D)

SMITH ZANDER

Expenditure on health in Malaysia, 2019 – 2023

Note: Latest data available as of 2 May 2025.

Sources: DOSM, MOH, SMITH ZANDER

Expenditure on health as a percentage of GDP in Malaysia, 2019 – 2023

Note: Latest data available as of 2 May 2025.

Sources: DOSM, MOH, SMITH ZANDER

In 2023, the number of public and private hospitals, licensed hospital beds, doctors and nurses in Malaysia as well as in Kedah, Perlis and Penang are as follows:

Number of public and private hospitals, licensed hospital beds, doctors and nurses in Malaysia as well as Kedah, Perlis and Penang, 2023

State	Public				Private			
	Hospitals	Hospital beds	Doctors	Nurses	Hospitals	Hospital beds	Doctors	Nurses
Kedah	10	2,911	3,610	5,097	8	669	700	1,431
Perlis	1	508	679	969	1	37	64	87
Penang	6	2,129	3,298	3,714	18	2,575	1,290	4,748
Malaysia	161	51,100	61,456	78,163	212	18,779	16,455	40,146

Note: Latest data available as of 2 May 2025.

Source: MOH

As of 2 May 2025, there were a total of 18,645 medical specialists registered in Malaysia. Medical specialists are doctors who specialise in a particular field of medicine or group of patients. The breakdown of registered medical specialists in Malaysia, as well as in Kedah, Perlis and Penang, is as follows:

Number of registered medical specialists in Malaysia as well as Kedah, Perlis and Penang, as of 2 May 2025

State	Public hospitals	Private hospitals	Others ⁽¹⁾	Total
Kedah	673	201	25	899
Perlis	114	17	1	132
Penang	646	657	59	1,362
Malaysia	9,867	5,817	2,961	18,645

Note:

(1) Others include armed forces, other government agencies, public universities and private universities.

Source: National Specialist Register

2 KEY DEMAND DRIVERS, RISKS AND CHALLENGES

KEY DEMAND DRIVERS

- The lower number of hospital beds per capita in private hospitals in Kedah, Perlis and Penang is favourable for the growth of private hospitals in these states

In 2023, Kedah, Perlis and Penang have populations of approximately 2.19 million, 0.29 million and 1.77 million respectively. In the same year, the number of hospital beds in private hospitals in Kedah, Perlis and Penang stood at 669, 37 and 2,575 respectively. This translates to a number of hospital beds per capita in private hospitals of 3.05 hospital beds per 10,000 persons in Kedah, 1.28 hospital beds per 10,000 persons in Perlis and 14.55 hospital beds per 10,000 persons in Penang. In contrast, Kuala Lumpur, the capital of

8. INDEPENDENT MARKET RESEARCH REPORT (CONT'D)

SMITH ZANDER

Malaysia, has a population of approximately 2.01 million and a total of 3,560 hospital beds in private hospitals, translating to 17.71 hospital beds available for every 10,000 persons in 2023.

Number of hospital beds per 10,000 persons in private hospitals in Kedah, Perlis, Penang and Kuala Lumpur, 2023

State	Population (million)	Number of hospital beds	Number of hospital beds per 10,000 persons
Kedah	2.19	669	3.05
Perlis	0.29	37	1.28
Penang	1.77	2,575	14.55
Kuala Lumpur	2.01	3,560	17.71

Note: Latest data available as of 2 May 2025 for number of hospital beds and number of hospital beds per 10,000 persons.

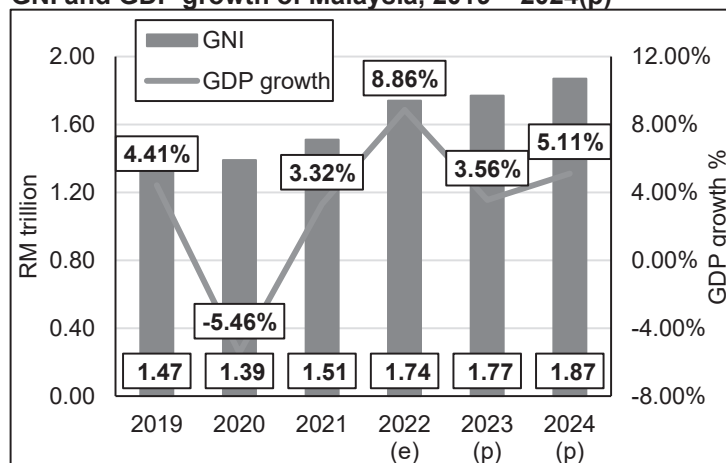
Sources: DOSM, MOH, SMITH ZANDER

While a higher number of hospital beds per capita in an area is a positive indication of availability of healthcare resources, it also reflects a competitive environment amongst hospitals in the area. Conversely, when the number of hospital beds per capita is lower, there is less competition amongst hospitals in the area. As such, the lower number of hospital beds per capita in private hospitals in Kedah, Perlis and Penang is favourable for private hospitals located in these states to capture demand for private healthcare services, hence driving the growth of private hospitals in these states.

► **Economic growth as well as increase in wealth drive the demand for healthcare services**

Economic growth typically leads to increase in wealth and subsequently the elevation in standards of living, which includes improved access to basic necessities such as food, water and healthcare services. Individuals with greater income typically have more financial capacity to spend, including on healthcare services, which will then drive the demand for healthcare services.

GNI and GDP growth of Malaysia, 2019 – 2024(p)



Note: e – estimate; p – preliminary

Source: DOSM

Due to the COVID-19 which resulted in temporary closure of many businesses, the gross national income (“GNI”) of Malaysia decreased by 5.44% year-on-year (“YOY”) from RM1.47 trillion in 2019 to RM1.39 trillion in 2020. Nonetheless, as the COVID-19 gradually subsided, the GNI of Malaysia increased at a CAGR of 7.70% from 2020 to 2024.

Likewise, Malaysia’s GDP decreased by 5.46% in 2020 due to the outbreak of the COVID-19. Subsequently as the COVID-19 gradually subsided and the economy gradually recovered, the GDP rebounded by 3.32% in 2021, 8.86% in 2022, 3.56% in 2023 and 5.11% in 2024.

The GDP growth of Kedah, Perlis and Penang from 2019 to 2023 also recorded the same trend as Malaysia’s GDP growth, as follows:

GDP growth of Kedah, Perlis and Penang, 2019 – 2023(p)

State	GDP growth (%)				
	2019	2020	2021	2022(e)	2023(p)
Kedah	4.55	-1.71	3.19	7.30	1.57
Perlis	4.41	-5.85	1.38	5.79	2.09
Penang	3.75	-2.07	6.94	13.28	3.28

Note: e – estimate; p – preliminary. Latest data available as of 2 May 2025.

Source: DOSM

8. INDEPENDENT MARKET RESEARCH REPORT (CONT'D)**SMITH ZANDER**

Moving forward, as the Malaysian economy continues to grow over time, the nation's gross income and the wealth of the population is expected to grow in tandem, which will further drive the demand for healthcare services and subsequently the growth of the healthcare services industry.

► **Prevalence of non-communicable diseases (“NCDs”) and obesity due to unhealthy lifestyles drive the demand for healthcare services**

According to the National Health and Morbidity Survey (“NHMS”) 2023 conducted by MOH, it was reported that prevalence of NCDs were mainly attributable to more stressful lifestyles, consumption of processed foods which generally have higher saturated fat content and lower nutritional values, and a more sedentary lifestyle with a lack of regular exercise. The NHMS 2023 further reported rising obesity levels, which is a concern due to the increased risk of NCDs such as diabetes, high blood pressure and cancer.

The prevalence of NCDs and obesity in Malaysia, 2023

Non-communicable disease and obesity	Number of adults out of 100 (%)
Diabetes	15.60
Hypertension	29.20
Hypercholesterolaemia	33.30
Overweight and obesity	54.40

Note: Latest data available as of 2 May 2025.

Source: NHMS

According to NHMS 2023, diabetes, hypertension and hypercholesterolaemia are amongst the NCDs identified as key risk factors for cardiovascular diseases, which are amongst the leading causes of death in the country. These NCDs adversely impact quality of life and increase the risk of premature deaths, consequently resulting in higher healthcare expenditure and greater demand for healthcare services for treatment of such diseases.

The prevalence of NCDs and obesity heightens awareness in preventive healthcare, and thus, increases the demand for healthcare services in Malaysia.

► **Growing and aging population drives the demand for healthcare services**

From 2019 to 2024, the population in Malaysia grew from 32.52 million to 34.06 million at a CAGR of 0.93%. Furthermore, according to the World Bank, the population in Malaysia is expected to continue to grow and it is estimated to reach 36.69 million by 2030 and 39.28 million by 2040.

In addition to a growing population, Malaysia is also experiencing an aging population, with a share of elderly population at 7.70% in 2024. During the same period, the share of elderly population in Kedah, Perlis and Penang was higher than the overall national average, at 9.10%, 8.20% and 8.00% respectively.

Share of elderly population in Kedah, Perlis, Penang and Malaysia, 2024(p)

State	Share of elderly population (%)
Kedah	9.10
Perlis	8.20
Penang	8.00
Malaysia	7.70

Note: p – preliminary. Latest data available as of 2 May 2025.

Source: DOSM

According to the United Nations, the elderly population comprises individuals of ages 65 and above, while an aging population refers to a population in which the elderly population accounts for at least 7.00% of the total population. Based on the share of elderly population in 2024, Malaysia, as well as Kedah, Perlis and Penang, have achieved the status of aging population. Low birth rates as well as high life expectancy are the causes of an aging population. Urbanisation contributes to low birth rates as urban areas are typically correlated with high cost of living as well as busy lifestyles, resulting in smaller families. According to World Bank, in Malaysia, the urban population as a percentage of total population increased from 76.61% in 2019 to 79.20% in 2024, and is expected to reach 85.00% by 2040.

8. INDEPENDENT MARKET RESEARCH REPORT (CONT'D)

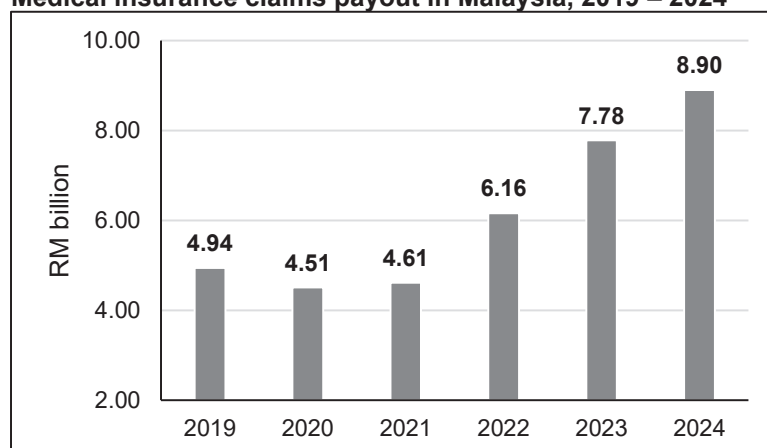
SMITH ZANDER

The elderly population is expected to require more medical care as they age, considering they are generally more prone to developing health problems and aging-associated diseases compared to the younger age groups. Consequently, the growth in population as well as aging population in Malaysia are expected to drive the demand for healthcare services in Malaysia.

► **Access to medical insurance drives the demand for healthcare services**

The cost of healthcare, particularly private healthcare, is generally expensive and it can be a burden for many households. As such, subscribing to medical insurance has increasingly become a necessity as it largely relieves financial burden in the event of illnesses that requires specialised medical care.

Medical insurance claims payout in Malaysia, 2019 – 2024



Source: LIAM

According to the Life Insurance Association of Malaysia ("LIAM"), total medical insurance claims payout in Malaysia increased from RM4.94 billion in 2019 to RM8.90 billion in 2024 at a CAGR of 12.49%. Medical insurance claims payout by insurance companies is typically for the coverage of medical expenses at private hospitals, and the rise in total medical insurance claims payout demonstrates growing demand for private healthcare services. Premised on the heightened awareness of the importance of medical insurance as

well as the increased accessibility to medical insurance at competitive prices, the demand for private healthcare services in Malaysia is expected to continue rising.

KEY INDUSTRY RISKS AND CHALLENGES

► **Reliance on medical specialists**

Specialist medical centres depend on medical specialists for their experience, knowledge and specialised skillsets to offer their services. These medical specialists may be employed on a permanent or contractual basis. Due to the nature of contractual employment, there is no assurance that specialist medical centres will be able to retain medical specialists who are on contractual appointments over the long term.

To attract and retain medical specialists, specialist medical centres are required to offer attractive remuneration packages as well as adequate resources such as medical infrastructure, technology and equipment to facilitate the delivery of quality healthcare services to their patients. In the event that a specialist medical centre is unable to retain its medical specialists or employ suitable medical specialists, be it permanent or contractual medical specialists, their business operations and financial performance may be adversely impacted.

► **Failure to adhere to licensing, regulations and/or standards by MOH and other government agencies**

In Malaysia, the private healthcare services industry is regulated by laws and regulatory frameworks set by MOH such as the Medical Act 1971, the Private Healthcare Facilities and Services Act 1998 and the Allied Health Professions Act 2016, amongst others. Healthcare services stakeholders such as healthcare facilities and healthcare professionals are also required to obtain the necessary licences issued by, or be registered with, the MOH and/or the respective units under the MOH in order to provide healthcare services.

In addition, healthcare facilities are also required to adhere to licencing, regulations and/or standards set by other government agencies that govern other aspects of the operations of healthcare facilities. For

8. INDEPENDENT MARKET RESEARCH REPORT (CONT'D)

SMITH ZANDER

instance, healthcare facilities are required to adhere to the Environmental Quality Act 1974 regulated by the Department of Environment pertaining to environmental safety and clinical waste management, as well as the Medical Device Act 2012 regulated by the Medical Device Authority pertaining to medical devices.

In the event of a sudden change in laws and regulatory frameworks pertaining to the private healthcare services industry, and in the event that the healthcare facility and/or healthcare professional are unable to comply with these changes on time, the operations of the healthcare facility may be adversely impacted which may subsequently affect the business operations and financial performance of the healthcare facility. For example, in view of surging medical insurance premiums, the Government is planning to amend the Private Healthcare Facilities and Services Act 1998 by 2025 to regulate private healthcare charges through the implementation of a Diagnostic Related Group ("DRG") payment model, whereby a fixed amount would be charged based on the complexity of a case rather than on itemised billing basis. This may result in overall reduction of healthcare charges in private healthcare facilities, and if the reduction is substantial, it may in turn lead to industry players experiencing lower revenue, and subsequently lower margins, and thereby resulting in negative impact on their financial performance.

3 COMPETITIVE LANDSCAPE**OVERVIEW**

The MOH is responsible for the overall governance and regulation of the healthcare industry in Malaysia. The private healthcare services industry in Malaysia is further regulated by the Private Healthcare Facilities and Services Act 1998 with regard to registration and licencing for the operation of private healthcare facilities. CKAPS is responsible for the purview, control, regulation and monitoring of private healthcare service providers and ensures that the Private Healthcare Facilities and Services Act 1998 is adhered to by private healthcare service providers. In addition, CKAPS sets out the guidelines for the establishment of private healthcare facilities and is also responsible for carrying out the registration and licensing of private healthcare facilities, in accordance with the Private Healthcare Facilities and Services Act 1998.

In 2023, there were a total of 373 hospitals in Malaysia, comprising 161 public hospitals and 212 private hospitals. In general, private hospitals compete in terms of pricing of services, range of service offerings as well as quality of service. The barriers to entry for private healthcare services industry, in particular for private hospitals, in Malaysia is generally high due to the high capital expenditure required for the setup of a hospital which comprises land and construction costs, purchase of medical equipment, as well as adherence to stringent regulatory requirements and standards. In order to remain competitive, private hospitals are required to continuously maintain the quality of their services and expand their range of healthcare service offerings to attract more patients, as well as regular upgrades of infrastructure, facilities and medical equipment to be up to date with the latest medical technology. Furthermore, private hospitals are also required to continuously maintain and recruit medical specialists by offering attractive and competitive remuneration packages.

COMPETITORS TO PMCK GROUP

PMCK Group owns, operates and manages a private hospital, namely Putra Medical Centre, located in Alor Setar, Kedah.

The basis of selection of the closest competitors to PMCK Group are as follows:

- Private hospitals that are multi-disciplined (i.e. offer healthcare services for a wide range of medical specialisations); and
- Private hospitals that are located in the northern region of Malaysia (i.e. Kedah, Perlis and Penang), whereby Perlis and Penang are neighbouring states to Kedah and the population in Kedah may also seek healthcare services in Perlis and Penang due to accessibility and proximity to Kedah.

8. INDEPENDENT MARKET RESEARCH REPORT (CONT'D)

SMITH ZANDER

Company name	Total number of hospitals in Malaysia	Total number of hospital beds in Malaysia ⁽¹⁾	Hospitals in Kedah, Perlis and/or Penang and their respective number of hospital beds	Latest available financial year	Revenue (RM million)	Gross profit/ (loss) (RM million)	Gross profit margin (%)	Profit after tax/ (loss) (RM million)	Profit/ (loss) after tax margin (%)
IHH Healthcare Berhad ⁽²⁾	18	3,558	Kedah: Pantai Hospital Laguna Merbok (95), Pantai Hospital Sungai Petani (131) Penang: Gleneagles Hospital Penang (300+), Pantai Hospital Penang (209), Island Hospital (600)	31 December 2024	24,383.00	N/A	N/A	3,162.00	12.97
KPJ Healthcare Berhad ⁽³⁾	30	3,847	Kedah: Kedah Medical Centre (159) Perlis: KPJ Perlis Specialist Hospital (60) Penang: KPJ Penang Specialist Hospital (319)	31 December 2024	3,922.24	1,755.36	44.75	407.24	10.38
Loh Guan Lye & Sons Sdn Bhd	1	276	Penang: LohGuanLye Specialists Centre	31 August 2023	287.79	94.14	32.71	27.11	9.42
Sunway Medical Centre Penang Sdn Bhd ⁽⁴⁾	1	312	Penang: Sunway Medical Centre Penang	31 December 2023	134.64	69.36	51.52	(6.19)	(4.60)
Aurelius Healthcare Sdn Bhd	3	410	Kedah: Aurelius Hospital Alor Setar (186)	30 June 2024	112.29 ⁽⁵⁾	N/A	N/A	(19.07)	(16.98)
Bagan Specialist Centre Sdn Bhd	1	330	Penang: Bagan Specialist Centre	31 December 2023	105.29	39.93	37.92	41.61	39.52 ⁽⁶⁾
PMCK Group	1	121	Kedah: Putra Medical Centre	30 April 2024	104.34	34.74	33.30	15.02	14.39
Metro Kurnia Sdn Bhd	1	120	Kedah: Metro Specialist Hospital	31 December 2023	98.02	25.82	26.34	11.54	11.77
Georgetown Specialist Hospital Sdn Bhd	1	N/A	Penang: Georgetown Specialist Hospital	31 July 2023	29.87	9.91	33.18	1.54	5.16

8. INDEPENDENT MARKET RESEARCH REPORT (CONT'D)

SMITH ZANDER

Notes:

- Specialty medical centres which are single-disciplined (i.e. focus on the provision of healthcare services for a particular medical specialisation) or only provide healthcare services for a minimal range of medical specialisations are excluded from the list of key industry players.
 - N/A – Not available as information is not publicly available.
- (1) Refers to licensed hospital beds by the MOH or operational beds, whichever is publicly available, obtained from the respective companies' latest annual reports and/or websites.
 - (2) IHH Healthcare Berhad is listed on the Main Market of Bursa Malaysia Securities Berhad. IHH Healthcare Berhad and its subsidiaries are principally involved in the provision of hospital and healthcare services, laboratories services and education services in various countries including Malaysia, Singapore, India, China and/or Türkiye. In its latest available financial year, the provision of hospital and healthcare services in Malaysia (including states other than Kedah, Perlis and Penang) recorded a revenue of RM4.15 billion (accounted for approximately 17.02% of the total revenue). Further breakdown of this segment is not publicly available.
 - (3) KPJ Healthcare Berhad is listed on the Main Market of Bursa Malaysia Securities Berhad. KPJ Healthcare Berhad and its subsidiaries are principally involved in the provision of healthcare services including the operation of private hospitals, pathology and laboratory services as well as distribution of pharmaceutical, medical and consumer healthcare products in Malaysia. It is also involved in the provision of hospital and retirement village services in Thailand, Bangladesh and Australia, private university college of nursing and allied health and sale of hospital merchandise and other similar activities. In its latest available year, the provision of healthcare services in Malaysia (including states other than Kedah, Perlis and Penang) recorded a revenue of RM3.85 billion (accounted for approximately 98.16% of the total revenue). Further breakdown of this segment is not publicly available.
 - (4) Sunway Medical Centre Penang Sdn Bhd (formerly known as Alliance Parade Sdn Bhd) is a subsidiary of Sunway Berhad, which is a company listed on the Main Market of Bursa Malaysia Securities Berhad. Sunway Berhad and its subsidiaries are principally involved in property development, construction services, property investment and Real Estate Investment Trust services, leisure services, provision of private healthcare services, trading and manufacturing, quarry operations and other services.
 - (5) Refers to the total revenue of Aurelius Healthcare Sdn Bhd, which includes revenue derived from hospitals outside of Kedah, Perlis and Penang. Further breakdown of the revenue by hospitals is not publicly available.
 - (6) Bagan Specialist Centre Sdn Bhd's profit after tax includes tax returns arising from the approved investment tax allowances granted by the Malaysian Investment Development Authority in relation to the company's expansion, modernisation and upgrading of existing private healthcare facilities.

Sources: PMCK Group, various companies' websites, Companies Commission of Malaysia, SMITH ZANDER

MARKET SHARE

The market share of PMCK Group in the private healthcare services industry is represented by its share of number of hospital beds to the total number of licensed hospital beds in private hospitals in Malaysia and in Kedah, as well as its share of revenue to the private health expenditure in Malaysia.

In 2023, there were 18,779 licensed hospital beds in private hospitals in Malaysia, out of which 669 licensed hospital beds were in private hospitals in Kedah. In 2023, PMCK Group captured a market share of licensed hospital beds of 0.86% in private hospitals in Malaysia and 24.22% in private hospitals in Kedah, computed based on its capacity of 162 beds as of 2023. Further, private health expenditure in Malaysia was recorded at RM39.83 billion in 2023. PMCK Group captured a market share of 0.26% in 2023, based on its revenue of RM104.34 million for the financial year ended 30 April 2024.

9. RISK FACTORS

NOTWITHSTANDING THE PROSPECTS OF OUR GROUP AS OUTLINED IN THIS PROSPECTUS, YOU SHOULD CAREFULLY CONSIDER THE FOLLOWING RISK FACTORS THAT MAY HAVE A SIGNIFICANT IMPACT ON OUR FUTURE PERFORMANCE, IN ADDITION TO ALL OTHER RELEVANT INFORMATION CONTAINED ELSEWHERE IN THIS PROSPECTUS, BEFORE MAKING AN APPLICATION FOR OUR IPO SHARES.

9.1 RISKS RELATING TO OUR BUSINESS AND OUR OPERATIONS

9.1.1 Our business is subject to, and is dependent on, the approvals, licences, permits and certificates issued by the relevant authorities

Our business is subject to approvals, licences, permits and certificates issued by relevant authorities, such as the MOH, in order to operate our medical centre, dental clinics and polyclinic in Malaysia. In addition, in order for our specialist consultants, medical officers, dental officers, nursing staff and allied healthcare professionals to provide their services at our medical centre, dental clinics and/or polyclinic, these personnel are required to be registered under their respective board or council under the MOH. Please refer to Section 7.19 of the Prospectus for further details on the approvals, licences, permits and certificates obtained by our Group.

Our Group has internal control measures in place to ensure that our medical staff hold valid annual practicing certificates and are registered under the relevant regulatory body governed by the MOH. For example, during the recruitment process of specialist consultants, our human resource department will run checks on the Malaysian Medical Council's website to verify the registration status of the specialist consultants followed by a search through the National Specialist Register website. Furthermore, medical staff will be reminded to renew their annual practicing certificates before December annually and thereafter submit a copy of the same to the human resource department for record purposes. Such procedures are documented in our Group's standard operating procedures.

As some of the approvals, licences, permits and certificates are subject to periodical renewal, we are required to reapply and obtain the necessary approvals, licences, permits and certificates from the relevant authorities. For example, our PMC hospital licence is subject to bi-annual renewal. Similarly, for our new PMC Kulim, prior to the commencement of operations, we are also required to apply and obtain the necessary approvals, licences, permits and certificates, which are subject to periodical renewals. In addition, there could be delays during our licence renewal process, which may disrupt or temporarily suspend our business operations. Our previous PMC hospital licence has expired on 21 March 2025 but our renewed licence was only issued on 28 April 2025 despite the renewal application being submitted on 18 September 2024. Nevertheless, our PMC is authorised by the MOH to operate as usual pending the issuance of the renewed licence. Further information regarding our PMC hospital licence is set out under Section 7.19 of this Prospectus.

For the past 3 FYEs 2022 to 2024, FPE 2025 and up to the LPD, we have not encountered any difficulties in applying or obtaining the necessary approvals, licences, permits or certificates. However, there can be no assurance that we will not face difficulties doing so in the future. In the event that we fail to obtain or renewal were not granted for the necessary approvals, licences, permits or certificates, we may not be allowed to operate our medical centre, dental clinics and/or polyclinic. This will in turn result in material and adverse impact on our business operations.

9. RISK FACTORS (CONT'D)

9.1.2 We are exposed to becoming the subject of, or being perceived to be, associated with medical malpractice accusation and/or litigations filed by patients, as well as governmental inquiries

There can be no assurance that the specialist consultant services and healthcare support services provided by our specialist consultants, medical officers, dental officers, nursing staff and allied healthcare professionals will yield expected or positive outcomes. In the event of unfavourable treatment outcomes due to factors such as patient complexity, misdiagnosis and/or failure to diagnose, patients may not be satisfied with our services and may express their dissatisfaction or accuse our medical centre, dental clinics, polyclinic, and/or our personnels (i.e. resident specialist consultants, medical officers, dental officers, allied healthcare professionals and/or nursing staff) for malpractice on social media publicly. Further, patients may also file medical malpractice litigations against us which may lead to our medical centre, dental clinics, polyclinic, and/or our personnels being charged in court.

In addition, our resident specialist consultants may be visiting specialist consultants at other hospitals or medical centres. In the event that our resident specialist consultants are accused for malpractice or filed with medical malpractice litigations or charged in court during their practice in other hospitals or medical centres and result in negative publicity, we may still be associated with such negative publicity which may negatively impact our reputation. Similar risk is applicable to our visiting specialist consultants whereby any medical malpractice accusation and/or litigations filed by patients against them at the hospitals or medical centres that they principally practice, may result in negative publicity against our Group and lead to adverse impact on our reputation as we may be associated with such negative publicity. For example, according to publicly available documents, 1 of our resident specialist consultants was charged in the Alor Setar Sessions Court in December 2020 under the Anti-Trafficking in Persons and Anti-Smuggling of Migrants Act 2007 as well as Section 468 of the Penal Code which carry imprisonment terms and fines, if convicted. Our Group is not involved with the said criminal proceeding. On 23 February 2025, the Alor Setar Sessions Court confirmed that the resident specialist consultant has been granted a discharge not amounting to acquittal for all charges.

Furthermore, as a healthcare services provider, we are subject to regulatory monitoring by government agencies such as MOH. Therefore, we may face inquiries from MOH and/or be held responsible for any malpractices of our employees which may result in litigations and/or negative publicity against our Group.

In the event of the occurrence of the abovementioned events, the reputation of our medical centre, dental clinics and/or polyclinic may be adversely affected, which may further lead to material and adverse impact to our financial performance and business prospects.

For the past 3 FYEs and FPE 2025, we paid a total of RM0.04 million to 2 of our patients as compensation for the settlement of disputes. Moving forward, there can be no assurance that there will be no other medical malpractice litigation filed against our Group which may lead to compensation payable to our patients. Please refer to Section 14.7 of this Prospectus for further details of medical malpractice litigations filed against our Group.

9. RISK FACTORS (CONT'D)

9.1.3 **Our business is exposed to unexpected interruptions caused by fire, environmental factors (including natural disasters such as floods or storms), medical equipment failures, system failures as well as power outage, which may lead to material and adverse impact to our business as PMC is our sole operating medical centre**

Our business is subject to loss due to fire that are beyond our control, which may cause damage or destruction of part or all of our medical equipment, facilities and/or premises, resulting in interruptions to our operations. Further, our business operations may also be affected by unexpected incidents such as environmental factors including natural disasters such as floods or storms, which may result in interruptions to the operations of our medical centre, dental clinics, polyclinic, and/or damages to our medical equipment.

Furthermore, if the premises of our PMC, which is our sole operating medical centre as at LPD, sustain major damage or destruction due to fire or natural disasters, all our operations in PMC may have to be halted entirely, and we would need to undertake extensive reconstruction efforts and repurchase the necessary medical equipment before resuming operations, whereby the timeframe for the reconstruction depends on the severity of the damage or destruction sustained. Further, we may consider other options, which could include relocating our PMC operations to an existing building or constructing a new medical centre at a different location to house our PMC operations. Subject to the complexity of the relocation/construction, the entire process for the relocation of our PMC operations to an existing building could take up to 4 years, whereas the construction of a new medical centre up to commencement of operation could take up to 8 years. Such estimated timeframes take into consideration regulatory procedures such as submissions to MOH and municipal councils, compliance with MOH audits as well as obtaining the necessary licences and permits. In view of the prolonged timeframe required for reconstruction or relocation, any severe damage or destruction sustained by the premises of our PMC will result in material and adverse impact on our business operations and financial performance.

Moreover, we rely on a series of medical equipment such as magnetic resonance imaging (MRI) system, CT scan system, angiography system and mammography system to carry out healthcare support services in our medical centre. These medical equipment may, on occasion, be out of service due to unanticipated power outage, failures or damages sustained during operations. In addition, as our operation depends significantly on our information system for the administration and management of patient information, as well as management of inventory, we are subject to failure of information system due to unexpected power outage or network interruptions. In the event that we have to temporarily suspend our operations due to the occurrence of the abovementioned unexpected events, our patients may experience delay in treatment, which may lead to adverse impact on the wellbeing of our patients. Any prolonged interruptions resulted from such events may adversely impact our Group's reputation and financial performance.

Between September 2024 and November 2024, Kedah experienced heavy rainfall which led to escalating flooding and road closures. While our PMC was not flooded, we experienced lower number of patient visits during the period which was possibly due to inability to commute to our PMC as a result of road closures. From September 2024 to November 2024, we recorded a drop of 22% in number of patients during that period as compared to corresponding period in 2023.

Save as disclose above, we have not experienced any incidents of damages as a result of fires, floods or storms, as well as unanticipated medical equipment failures, system failures and power outage which led to major interruptions in our operations for the past 3 FYEs 2022 to 2024, FPE 2025 and up to the LPD. However, there can be no assurance that such events will not occur and our business operations and/or financial performance will not be adversely impacted should such events occur in the future.

9. RISK FACTORS (CONT'D)

9.1.4 We are dependent on our Executive Directors and key senior management for the continued success and growth of our business

The future growth and continuing success of our Group largely depend on the continuous contribution and involvement of our Executive Directors and key senior management. We depend on the leadership of our Deputy Executive Chairman, Dato' Dr Lim and Managing Director, Dato' Lee to spearhead the strategic direction and business development of our Group. With their experience in the healthcare services industry and in managing our business, they play a pivotal role in developing and implementing business strategies and policies to drive the growth of our Group. In addition, we also depend on our key senior management for their expertise in their respective roles which are essential to our business operations to support the operations and growth of our Group. Please refer to Sections 5.1.2 and 5.3.2 of this Prospectus for the profiles of our Executive Directors and key senior management.

The loss of any of our Executive Directors and key senior management simultaneously or within a short period of time may unfavourably impact our Group's operations and the future growth of our business. If we are unable to attract suitable talents to replace the loss of any of our Executive Directors or key senior management in a timely manner, our business operations, financial performance and prospects will be adversely affected.

9.1.5 We are dependent on our team of specialist consultants and medical officers

The contribution of specialist consultant services for the past 3 FYEs and FPE 2025, which includes revenue generated by our resident medical officers stationed in PMC's accident and emergency unit, amounted to RM26.41 million, RM31.20 million, RM32.64 million and RM17.34 million representing 27.20%, 31.24%, 31.28% and 29.62% of our Group's total revenue respectively. As at the LPD, our medical centre has 26 resident specialist consultants, 14 visiting specialist consultants and 5 resident medical officers.

We recognise that the continuing success and growth of our Group depend significantly on our ability to retain or attract experienced and highly trained specialist consultants and/or medical officers with good reputation to join our medical centre. It is relatively challenging for us to attract experienced and highly trained specialist consultants and medical officers due to the location of our medical centre in Kedah, which is not amongst the more urbanised states/federal territories in Malaysia (e.g. Kuala Lumpur, Selangor, Penang and Johor) where talent can be sourced relatively easy.

Therefore, any substantial loss of our specialist consultants and/or medical officers without suitable and timely replacement, or the inability to attract, hire and retain suitable candidates as our specialist consultants and/or medical officers, may result in the inability of our Group to retain existing patients or attract new patients. Further, some patients may have preference on certain specialist consultants. In the event of the loss of any of our specialist consultants, these patients may choose to seek healthcare services elsewhere. Additionally, there are certain specialisations that our PMC offers, namely dermatology, emergency medicine, nephrology, ophthalmology, oral and maxillofacial surgery, orthodontics, sport medicine and urology, which we only have 1 resident or visiting specialist consultant. For the past 3 FYEs and FPE 2025, each of these specialisations individually contributed up to 1.13%, 1.52%, 1.71% and 2.59% to our Group's total revenue respectively. In the event that these specialist consultants decided to cease practicing in our PMC without suitable and timely replacement, we will not be able to provide such specialisation services to our patients. All of these may unfavourably impact our Group's operations as well as the future growth and prospects of our business.

9. RISK FACTORS (CONT'D)

In addition, many of our healthcare support services are associated with our specialist consultant services as certain facilities services, ward services, clinical support services and sale of medication are part of the treatment plans prepared or recommended by our specialist consultants or medical officers. Hence, any unfavourable impact on our specialist consultant services arising from the loss of our specialist consultants and/or medical officers may also result in a decreased demand for our healthcare support services, which in turn adversely affecting our financial performance and business prospects.

For the past 3 FYEs 2022 to 2024, FPE 2025 and up to the LPD, we have not experienced loss of a substantial amount of specialist consultants and/or medical officers within a short period of time that led to material adverse impacts to our operations and cessation of provision of any specialisation services. However, there can be no assurance that such event will not occur and our business operations and/or financial performance will not be adversely impacted should such event occur in the future.

9.1.6 We are dependent on our team of nursing staff and allied healthcare professionals to support our healthcare support services

Our business is dependent on our qualified nursing staff and allied healthcare professionals to support our healthcare support services. Similarly to the situation that we face in attracting specialist consultants and medical officers to join our medical centre, we also face challenges in attracting experienced nursing staff and allied healthcare professionals due to the location of our medical centre. In the event that we lose a substantial amount and/or are unable to attract qualified nursing staff and allied healthcare professionals, we may be unable to maintain the quality of our services. This may result in the inability of our Group to retain existing patients or engage new patients, thus resulting in lower patient volume, which could negatively affect our financial performance and future prospects.

For the past 3 FYEs 2022 to 2024, FPE 2025 and up to the LPD, we have not experienced loss of a substantial amount of nursing staff or allied healthcare professionals within a short period of time that led to material adverse impacts to our operations. However, there can be no assurance that such event will not occur and our business operations and/or financial performance will not be adversely impacted should such event occur in the future.

9.1.7 We may not be able to successfully implement our business strategies and future plans

We intend to expand our operations in accordance with our business strategies and plans set out in Section 7.13 of this Prospectus. However, there is no assurance that we will be able to effectively implement our plans. Even if we are able to successfully implement our plans, there is no assurance that the results of such plans will lead to the outcomes and results we expect to achieve.

The successful implementation of our business strategies and plans are based on our current circumstances and assumptions that certain circumstances will or will not occur in the future. The execution of our business strategies is also dependent on a number of factors such as our ability to obtain timely and sufficient funding, our ability to execute our business strategies well and to retain and recruit competent management and employees. There are also factors beyond our control that may affect the successful implementation of our business strategies such as the general market conditions, or changes in the Malaysian government's policy or regulatory regime where our business operates.

9. RISK FACTORS (CONT'D)

In particular, as we intend to venture into the hotel industry through our mixed development, we may encounter challenges beyond our current scope of expertise as a healthcare service provider. While we will engage a third party hotel management company to manage the operations of the mixed development, our lack of experience in the hotel industry may limit our ability to anticipate and identify potential risks as well as develop and execute suitable business strategies even with assistance from the hotel management company. For example, we may face difficulty in attracting customers (i.e. patients' family members, visitors and the general public), as well as in securing suitable tenants to provide the necessary amenities. Additionally, our business strategies may not effectively address these challenges, which could adversely affect the financial performance of the mixed development.

Further, the implementation of our plans will require capital expenditure, and consequently we will require additional financing to fund our plans in the event the allocated IPO proceeds or internally generated funds are insufficient. There is no assurance that these plans will pay off and increase our revenue to a level which will be commensurate with the costs of our investment. Any failure or delay in the implementation of any or all of our business strategies and plans may have a negative effect on our business, operations and financial performance of our Group.

9.1.8 **We are dependent on the timely payment from our debtors, namely insurance companies, TPAs, corporations and government agencies**

Due to the nature of our business, our debtors comprise insurance companies, TPAs, corporations and government agencies. Our debtors are required to pay us within 60 days following the completion of patient treatment covered under insurance and issuance of invoices/requests for payment. In the past 3 FYE 2022 to 2024 and FPE 2025, 33.17%, 48.71%, 52.74% and 56.23% of our revenue was paid through our debtors. If any of our debtors fail to pay us in a timely manner and in full for the services we have provided, our financial conditions, results of operations and prospects might be materially and adversely affected.

In the past 3 FYEs 2022 to 2024, FPE 2025 and up to the LPD, we have not experienced any material delay or failure in receiving full payments from our debtors. However, there can be no assurance that any material delay or failure in receiving full payments from our debtors will not happen in the future which may cause material adverse impact on our financial conditions, results of operations and prospects.

9.1.9 **Our insurance coverage may not be adequate to cover all losses or liabilities that may arise in connection with our operations**

We maintain insurance at levels that are customary in our industry to protect against various losses and liabilities. As at the LPD, the insurance policies which our Group has taken up include, amongst others, medical malpractice indemnity insurance, fire insurance and public liability insurance. However, there is no assurance that our insurance coverage is sufficient to cover any damages to our Group or business operations.

Moreover, we will be subject to the risk that, in the future, we may not be able to maintain or obtain insurance of the type and amount desired at reasonable rates. If we were to incur a significant liability for which we were not fully insured, it may result us incurring additional cost that may adversely affect our business operations and financial performance.

In addition to our hospital's medical malpractice indemnity insurance, our specialist consultants, medical officers and dental officers maintain their professional indemnity covering their own medical practice in accordance with the Medical Regulations 2017 and the Medical Act 1971. Our specialist consultants, medical officers and dental officers have observed and will continue to observe compliance with the relevant laws and regulations for professional indemnity.

9. RISK FACTORS (CONT'D)

However, there is no assurance that the professional indemnity coverage is sufficient to protect our specialist consultants, medical officers and dental officers from any potential claims arising from unfavourable treatment outcomes due to factors such as patient complexity, misdiagnosis and/or failure to diagnose to patient complexity, misdiagnosis and/or failure to diagnose. This in turn, may adversely affect our specialist consultants, medical officers and dental officers as well as the business operations and financial performance of our Group.

9.1.10 We are dependent on third-party medical laboratories to carry out certain medical laboratory services

We are reliant on third-party medical laboratories to carry out certain medical laboratory services. The quality of services rendered by these third-party medical laboratories is important to ensure accurate test results to aid our specialist consultants and medical officers in their diagnosis and development of treatment plans for patients.

While third-party medical laboratories adhere to our standard operating procedures in carrying out medical laboratory tests, there can be no assurance that these third-party medical laboratories will be able to continuously provide quality services. Should these third-party medical laboratories fail to uphold their quality of services, it may affect the overall quality of healthcare services provided by our medical centre and polyclinic which may reflect negatively on our reputation. This may, in turn, affect our Group's financial performance if patients seek for healthcare services elsewhere or it may also give rise to potential litigations filed by patients against our medical centre and polyclinic.

Further, in the event that our business relationships with these third-party medical laboratories become unfavourable, we will be able to source similar services from other third-party medical laboratories. However, there is no assurance that we will be able to engage a new third-party medical laboratory in a timely manner or that we will be able to negotiate for terms that are commercially viable for our operations. If we are required to pay higher prices for the services sourced from new third-party medical laboratories and that we are unable to pass on the increase in cost in a timely manner, it may adversely affect our financial condition and results of operations. Further, should we fail to appoint a new third-party medical laboratory in a timely manner, it will disrupt our hospital operations as our medical specialists and medical officers rely on medical laboratory services for accurate diagnosis of patient's conditions as well as to develop treatment plans for patients.

For the past 3 FYEs 2022 to 2024, FPE 2025 and up to the LPD, we have not experienced any issues of service quality in regards to the medical laboratory services provided by existing third-party medical laboratories that we engage, or encounter any disputes with them. However, there can be no assurance that the abovementioned incidences will not occur in the future and that it will not have any material adverse impact on our business operations and financial performance.

9. RISK FACTORS (*CONT'D*)

9.1.11 Our business and operations may be impacted by the spread or outbreak of contagious or virulent diseases such as COVID-19

As a healthcare services provider, our business operations are generally allowed to resume during the outbreak of contagious or virulent diseases as we are deemed essential services. During the COVID-19 where various degrees of movement restrictions were imposed by the Government, PMC was amongst the hospitals which treated COVID-19 patients. During the period, we had experienced a decline in overall patient visits for their appointments and check-ups, particularly in FYE 2021 (95,548 patients) compared to FYE 2020 (106,565 patients), where patients feared the risk of infection with COVID-19 virus as hospitals were typically be seen as high-risk places for COVID-19 infections. Nevertheless, our Group participated in the National COVID-19 Immunisation Programme to provide COVID-19 vaccination and COVID-19 test services to the public in 2021 and 2022 at our PMC and Poliklinik Unik. As such, there was no material impact on our Group's operations due to the COVID-19. Please refer to Section 7.10 of this Prospectus for further details on our Group's business operations during the COVID-19.

The COVID-19 had also disrupted the global supply chain, including the delivery of medicine, medical supplies and medical equipment. During FYE 2022, we ordered COVID-19 vaccines from Supplier Group A for a total purchase amount of RM23.10 million, whereby we made an advance payment of RM11.55 million, being 50% of the total purchase amount. Subsequently between August 2021 to September 2021, we made additional payments amounting to RM8.08 million as the vaccines were delivered to us. In total, we made payments (including advance payment) of RM19.63 million, but only doses valued at RM13.03 million were delivered to us. Supplier Group A was not able to deliver the remaining doses due to the shortage of vaccines. As such, the remaining RM6.60 million of vaccine doses remain outstanding to us. Subsequently, as the COVID-19 subsided, Supplier Group A had offered to deliver the remaining doses to us but we chose to not take delivery as the demand for COVID-19 vaccines has decreased substantially. We then negotiated with Supplier Group A and it was agreed that the RM6.60 million due to us will be set off against purchases of other range of products within Supplier Group A. There is no specific duration for the set off. Our Company had claimed medicine, laboratory, medical supplies amounting to RM0.47 million and RM0.09 million in FYE 2024 and FPE 2025, respectively. Following numerous discussions with Supplier Group A, on 8 April 2025, the parties have come to an agreement that the balance outstanding sum amounting to RM6.01 million (as at the LPD) will be settled in multiple tranches. Barring any unforeseen circumstances, the balance outstanding sum is expected to be fully settled by the first quarter of 2026. Kindly refer to Section 14.6(v) of this Prospectus for the details of the settlement agreement.

Save as disclosed above, in the past 3 FYEs 2022 to 2024, FPE 2025 and up to the LPD, we have not experienced any other material impact to our business operations due to the spread or outbreak of contagious or virulent diseases. Nevertheless, moving forward, in the event of outbreak of any contagious or virulent diseases in the future, there can be no assurance that the business operations of our Group will not be adversely impacted. Further, if any of the healthcare professionals and/or employees in our medical centre, dental clinics or polyclinic is infected with the contagious or virulent diseases, we may be required to temporarily suspend our services or shut down our operations for purposes of disinfection and to contain the spread of such diseases. All of these could adversely impact our business and operations, as well as our financial performance.

9. RISK FACTORS (CONT'D)

9.1.12 Our patients may face confusion in recognising our “Putra Medical Centre” brand as there are other hospitals or medical centres which are also named “Putra Medical Centre”

Presently and in the past, we have substantially used “Putra Medical Centre” as the branding name of our medical centre and we have registered our trademarks with relevant authorities as disclosed in Section 7.17 of this Prospectus. Notwithstanding this, there are other hospitals or medical centres in Malaysia which are also named “Putra Medical Centre”. As such, if these other hospitals or medical centres are experiencing or have experienced case(s) of litigations and/or negative publicity against their hospital, medical centre and/or specialist consultants due to alleged or confirmed cases of medical malpractice involving their facilities or specialist consultants, our existing and potential patients may mistakenly perceived us to be associated with these other hospitals or medical centres. This will in turn negatively affect our brand image and business performance.

Furthermore, there can be no assurance that other hospitals or medical centres alleging to have rights in connection with the name of “Putra Medical Centre” will not bring claims or other proceedings against us under current or future laws and regulations where applicable. Any claims or proceedings against us, whether with or without merit, could be costly and time-consuming to defend, and result in diversion of the attention of our management personnel, thereby adversely affecting our operational and financial performance.

9.1.13 We are dependent on 3 of our major suppliers, namely Supplier Group A, Zuellig Pharma Sdn Bhd and DKSH Malaysia Sdn Bhd, for the purchase of laboratory supplies, medical supplies and/or medicine

We are dependent on Supplier Group A, Zuellig Pharma Sdn Bhd and DKSH Malaysia Sdn Bhd for the purchase of laboratory supplies, medical supplies and/or medicine, with each of these suppliers individually accounting for over 10.00% of our purchases for FYE 2022, FYE 2023, FYE 2024 and/or FPE 2025. Therefore, if any of these suppliers cease selling their supplies to us, we may face shortage of these supplies and our business operations may be impacted if we do not have sufficient inventory of these supplies and we are unable to source from alternative supplies in a timely manner. This may result in additional costs, time and resources being incurred to seek alternative supplies, which may be on terms that are commercially acceptable to us. Furthermore, any change in the brand of medicine provided to our patients may raise concerns regarding the efficacy and safety of the medication, which in turn could potentially impact our patients’ confidence and satisfaction towards our Group.

Although we have established a long-standing relationship of 16 years with these major suppliers, as at the LPD, there is no assurance that there will be no disruption in supply from, or change in the relationship with these major suppliers moving forward, which may, in the event of such occurrence, negatively affect our business operations. As at the LPD, we have not encountered any dispute or disagreements with any of our suppliers which has materially affected or may materially affect our business operations and financial performance.

[The rest of this page is intentionally left blank]

9. RISK FACTORS (*CONT'D*)

9.2 RISKS RELATING TO OUR INDUSTRY

9.2.1 We are subject to economic and political conditions in Malaysia

As a healthcare services provider operating a private medical centre, our business operations are subject to the condition of the general economy and political climate in Malaysia. During an economic downturn, the disposable income of consumers may be adversely impacted, which may lead to a change in the spending behaviours of consumers. Additionally, any changes in healthcare policies, regulations and initiatives resulting from a change in political landscape may adversely impact our operations. For example, an increase in government spending on public healthcare could result in enhanced facilities and shorter patient wait time in public hospitals, attracting patients who seek more affordable options.

According to the IMR Report, individuals with greater income typically have more financial capacity to spend, including on private healthcare services, which will then drive the demand for private healthcare services. However, in an adverse economy or changing political climate, patients may opt for public healthcare services instead of private healthcare services due to the affordability and accessibility of public healthcare services, especially those of uninsured or underinsured. In such event, the financial performance and business prospects of our Group may be materially and adversely impacted.

9.2.2 We face competitions from other industry players

Our Group faces competition from other private hospitals and private medical centres in Malaysia, especially in the northern region of Malaysia (i.e. in the states of Kedah, Perlis and Penang), as our medical centre is located in Kedah. According to IMR Report, as at 2023, there are 373 hospitals in Malaysia, of which 161 are public hospitals and 212 are private hospitals. In Kedah, Penang and Perlis, there are a total of 44 hospitals or medical centres, excluding our PMC, of which 17 are public hospitals and 27 are private hospitals or medical centres. We face competition with other hospitals and medical hospitals on various aspects, including track record, availability of experienced specialist consultants and medical officers, reputation, range of services offered, affordability, amongst others. Further, we also face competition from other dental clinics and polyclinics in Kulim, Kedah as well as competition from other dental clinics in Semenyih, Selangor.

The competition that we face from other industry players may impact our revenue and profitability as we may be forced to be more price competitive in order to retain existing patients and attract new patients. Should we fail to remain competitive in the healthcare industry, we may lose our patient bases, which may in turn result in adverse impact on our financial performance and business operations.

9.2.3 We conduct our business in a regulated industry whereby changes in laws and regulations may negatively affect our business operations

Our Group operates in an industry that is regulated by MOH. Thus, we are subject to laws and regulations prescribed by the MOH. The MOH may conduct periodic audits on the operations of our medical centre, dental clinics and polyclinic to ensure we comply with the regulations set by the authorities. In the event of any non-compliance of our operations with any laws and regulations, we may face penalties, suspension of operations or even revocation of operating licences. Further, should our employees and visiting specialist consultants are found to be in breach or violation of the laws and regulations, our Group may be also subjected to fines and penalties.

9. RISK FACTORS (CONT'D)

Further, such laws and regulations could change with the implementation of new laws and regulations. There can be no assurance that in the occurrence of the abovementioned events, there will be no material and adverse impact on our Group's business operations, financial performance and future prospects.

In view of surging medical insurance premiums, the Government is planning to amend the Private Healthcare Facilities and Services Act 1998 by 2025 to regulate private healthcare charges through the implementation of a Diagnostic Related Group payment model, whereby a fixed amount would be charged based on the complexity of a case rather than on itemised billing basis. This may result in overall reduction of healthcare charges in private healthcare facilities, and if the reduction is substantial, it may in turn lead to industry players, including our Group to experience lower revenue, and subsequently lower margins.

9.2.4 We are subject to laws and regulations relating to personal information of our patients

We are required to comply with the Personal Data Protection Act 2010, which limits the use of personal information of our patients collected by our Group throughout their visit to our medical centre, dental clinic and polyclinic. We are subject to a certain code of conduct for the disclosure of personal information of our patients, whereby we are not allowed to disclose any personal information of our patients without their consent.

Although our Group has outlined confidentiality policies that are strictly followed by all employees and our visiting specialist consultants, there can be no assurance that our confidentiality policies can effectively prevent all possible leakage of our patients' personal information. Further, our Group is also exposed to information leakage due to cyberattacks. Any leakage or improper use of our patients' personal information may result in potential litigation on our Group for the breach of the Personal Data Protection Act 2010, which may in turn adversely impact the reputation, business operation, financial performance and business prospects of our Group.

In the past 3 FYEs 2022 to 2024, FPE 2025 and up to the LPD, our Group have not had leakage of personal information of our patients. However, there can be no assurance that such events will not happen in the future, and will not cause material impact on our Group. Kindly refer to Section 14.7 of this Prospectus for material litigation of our Group.

[The rest of this page is intentionally left blank]

9. RISK FACTORS (CONT'D)

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 was no public trading for our Shares. The listing of our Shares on the ACE Market does not guarantee that an active market for our Shares will develop.

There is also no assurance that our IPO Price will correspond to the price at which our Shares will be traded on the ACE Market.

9.3.2 Our Listing is exposed to the risk that it may be aborted or delayed

Our Listing may be aborted or delayed should any of the following occurs:

- (i) The selected investors fail to subscribe for their portion of our IPO Shares;
- (ii) Our Underwriter exercising its rights under the Underwriting Agreement to discharge itself from its obligations therein; and
- (iii) We are unable to meet the public shareholding spread requirement set by Bursa Securities, whereby at least 25.0% of our total number of Shares for which listing is sought must be held by a minimum number of 200 public shareholders each holding not less than 100 Shares upon the completion of our IPO and at the point of our Listing.

If any of these events occur, investors will not receive any Shares and we will return in full without interest, all monies paid in respect of the Application within 14 days, failing which the provisions of Section 243(2) of the CMSA will apply.

If our Listing is aborted and/or terminated, and our Shares have been allotted to the investors, a return of monies to the investors could only be achieved by way of cancellation of share capital as provided under Sections 116 or 117 of the Act and its related rules.

Such cancellation requires the approval of shareholders by special resolution in a general meeting, with sanction of High Court of Malaya or with notice to be sent to the Director General of the Inland Revenue Board and ROC within 7 days of the date of the special resolution and us meeting the solvency requirements under Section 117(3) of the Act.

There can be no assurance that such monies can be recovered within a short period of time in such circumstances.

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 may fluctuate due to various factors, some of which are not within our control and may be unrelated or disproportionate to our financial performance. These factors may include variations in our financial performance, changes in analysts' recommendations or projections, changes in general market conditions and broad market fluctuations.

The performance of Bursa Securities is also affected by external factors such as the performance of the regional and world bourses, 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 volumes witnessed on Bursa Securities, thus adding risks to the market price of our Shares.

9. RISK FACTORS (CONT'D)

9.4 OTHER RISKS

9.4.1 Our Promoters will be able to exert significant influence over our Company

Our Promoters will collectively hold approximately 69.83% of our enlarged share capital upon Listing. Because of the size of their shareholdings, our Promoters will be able to control the business direction and management of our Group and as such there can be no assurance that the interests of our Promoters will be aligned with those of our other shareholders. The interests of our Promoters may differ from the interests of our other shareholders and they may be able to exercise significant influence over the vote of our Shares. Our Promoters could also have significant influence in determining the outcome of any corporate transactions or other matters submitted to our shareholders for approval. This includes the election of Directors, dividend policy, approval of business ventures and having voting control over our Group. As such, our Promoters will have significant influence on the outcome of any ordinary resolution (which requires a simple majority of 50% plus 1 voting share) to be tabled at general meeting, unless they are required to abstain from voting by law and/or as required by the relevant authorities.

[The rest of this page is intentionally left blank]

10. RELATED PARTY TRANSACTIONS

Pursuant to the Listing Requirements, a “**related party transaction**” is a transaction entered into by a listed corporation or its subsidiaries, which involves the interest, direct or indirect, of a related party. A “**related party**” is defined as:

- (i) a director, having the meaning given in Section 2(1) of the CMSA and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director of the listed corporation, its subsidiary or holding company, or a chief executive of the listed corporation, its subsidiary or holding company;
- (ii) a major shareholder and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of the listed corporation or its subsidiaries or holding company and has or had an interest or interests in 1 or more voting shares in a corporation and the nominal amount of that share on the aggregate of the nominal amounts of those shares is:
 - (a) 10.00% or more of the total number of voting shares in the corporation; or
 - (b) 5.00% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation; or
- (iii) person connected with such director or major shareholder.

[The rest of this page is intentionally left blank]

10. RELATED PARTY TRANSACTIONS (CONT'D)

10.1 RELATED PARTY TRANSACTIONS

Save as disclosed below, we have not entered into any related party transactions with our Directors, substantial shareholders, key senior management personnel and/or persons connected with them for the past 3 FYEs, FPE 2025 and up to the LPD.

						Value of transactions				1
No.	Companies within our Group	Transacting parties	Nature of relationship	Nature of transaction		FYE 2022	FYE 2023	FYE 2024	FPE 2025	December 2024 and up to LPD
						RM'000	RM'000	RM'000	RM'000	RM'000
1.	ULSB	Dato' Dr Lim	Dato' Dr Lim is our Deputy Executive Chairman, Promoter and substantial shareholder.	Disposal of a motor vehicle by ULSB to Dato' Dr Lim ⁽¹⁾	800 (Being 0.74% of total assets)	-	-	-	-	-
			He is also the:							
			(i) Father of Dato' Dr Lim Tze Chou (our Clinical Director) and Dr Lim Tze Chwen (our Head of Clinical Services); and							
			(ii) Father-in-law of Datin Dr Lim Hui Ling, our Medical Director.							

10. RELATED PARTY TRANSACTIONS (CONT'D)

No.	Companies within our Group	Transacting parties	Nature of relationship	Nature of transaction	Value of transactions				1 December 2024 and up to LPD
					FYE 2022 RM'000	FYE 2023 RM'000	FYE 2024 RM'000	FPE 2025 RM'000	
2.	ULSB	SLGC Enterprise	Dato' Lee is our Managing Director, Promoter and substantial shareholder.	Provision of laundry services by SLGC Enterprise to ULBS ⁽²⁾	217 (Being 1.96% of administrative expenses)	263 (Being 1.87% of administrative expenses)	266 (Being 1.69% of administrative expenses)	133 (Being 1.32% of administrative expenses)	86 ⁽⁹⁾ (N/A)
			She is also the:						
			(i) Mother of Lee Yong Qian, the Alternate Director to Dato' Lee and Strategic Director; and	Provision of stationery and printing services by SLGC Enterprise to ULBS ⁽³⁾	64 (Being 0.58% of administrative expenses)	60 (Being 0.43% of administrative expenses)	89 (Being 0.56% of administrative expenses)	57 (Being 0.57% of administrative expenses)	-
			(ii) Sister of Lee Geik Peng (our Director of Allied Health Services Director and Purchasing Manager) and Lee Ling Hui (our General Manager cum Safety and Health Officer	Rental income received from SLGC Enterprise ⁽²⁾	4 (Being 0.25% of other income)	4 (Being 0.26% of other income)	4 (Being 0.16% of other income)	2 (Being 0.18% of other income)	2 ⁽⁹⁾ (N/A)

10. RELATED PARTY TRANSACTIONS (CONT'D)

No.	Companies within our Group	Transacting parties	Nature of relationship	Nature of transaction	Value of transactions				1 December 2024 and up to LPD
					FYE 2022 RM'000	FYE 2023 RM'000	FYE 2024 RM'000	FPE 2025 RM'000	
			and Laser Safety Officer).						
			Dato' Lee is the sole proprietor of SLGC Enterprise.						
3.	ULSB	Seven Two LH Enterprise	Lee Ling Hui is our General Manager cum Safety and Health Officer and Laser Safety Officer.	Rental income received from Seven Five Two LH Enterprise ⁽⁴⁾	16 (Being 1.00% of other income)	16 (Being 1.04% of other income)	16 (Being 0.63% of other income)	3 (Being 0.27% of other income)	-
			She is also the:	Provision of food and beverage by Seven Five Two LH Enterprise to ULNB ⁽⁴⁾	44 (Being 0.40% of administrative expenses)	38 (Being 0.27% of administrative expenses)	38 (Being 0.24% of administrative expenses)	12 (Being 0.12% of administrative expenses)	-
			(i) Sister of Dato' Lee (our Managing Director, Promoter and substantial shareholder) and Lee Geik Peng (our Director of Allied Health Services						

10. RELATED PARTY TRANSACTIONS (CONT'D)

No.	Companies within our Group	Transacting parties	Nature of relationship	Nature of transaction	Value of transactions				1 December 2024 and up to LPD
					FYE 2022	FYE 2023	FYE 2024	FPE 2025	
					RM'000	RM'000	RM'000	RM'000	RM'000
			Director and Purchasing Manager); and	Purchase of remaining stock held from Seven	-	-	-	5	-
		(ii)	Aunt of Lee Yong Qian, the Alternate Director to Dato' Lee and Strategic Director.	Five Two LH Enterprise ⁽⁴⁾				(Being 0.01% of cost of sales)	
			Lee Ling Hui is the sole proprietor of Seven Five Two LH Enterprise.						

10. RELATED PARTY TRANSACTIONS (CONT'D)

No.	Companies within our Group	Transacting parties	Nature of relationship	Nature of transaction	Value of transactions				1 December 2024 and up to LPD
					FYE 2022 RM'000	FYE 2023 RM'000	FYE 2024 RM'000	FPE 2025 RM'000	
4.	ULSB	Dato' Dr Lim Tze Chou	Dato' Dr Lim Tze Chou is our Clinical Director. He is also the:	Specialist fees paid to Dato' Dr Lim Tze Chou by ULSB ⁽⁵⁾	901 (Being 1.29% of cost of sales)	762 (Being 1.20% of cost of sales)	832 (Being 1.20% of cost of sales)	726 (Being 1.88% of cost of sales)	487 ⁽⁹⁾ (N/A)
			(i) Son of Dato' Dr Lim, our Deputy Executive Chairman, Promoter and substantial shareholder;	Disposal of a motor vehicle by ULSB to Dato' Dr Lim Tze Chou ⁽¹⁾	75 (Being 0.07% of total assets)	-	-	-	-
			(ii) Husband of Datin Dr Lim Hui Ling, our Medical Director; and						
			(iii) Brother of Dr Lim Tze Chwen, our Head of Clinical Services.						
			Dato' Dr Lim Tze Chou is a resident specialist in ULSB.						

10. RELATED PARTY TRANSACTIONS (CONT'D)

No.	Companies within our Group	Transacting parties	Nature of relationship	Nature of transaction	Value of transactions				1 December 2024 and up to LPD
					FYE 2022 RM'000	FYE 2023 RM'000	FYE 2024 RM'000	FPE 2025 RM'000	
5.	ULSB	Dr Lim Tze Chwen	Dr Lim Tze Chwen is our Head of Clinical Services. He is also the:	Specialist fees paid to Dr Lim Tze Chwen by ULSB ⁽⁵⁾	-	92 (Being 0.14% of cost of sales)	819 (Being 1.18% of cost of sales)	837 (Being 2.17% of cost of sales)	643 ⁽⁹⁾ (N/A)
			(i) Son of Dato' Dr Lim, our Deputy Executive Chairman, Promoter and substantial shareholder;						
			(ii) Brother of Dato' Dr Lim Tze Chou, our Clinical Director; and						
			(iii) Brother-in-law of Datin Dr Lim Hui Ling, our Medical Director.						
			Dr Lim Tze Chwen is a resident specialist in ULSB.						

10. RELATED PARTY TRANSACTIONS (CONT'D)

No.	Companies within our Group	Transacting parties	Nature of relationship	Nature of transaction	Value of transactions				1 December 2024 and up to LPD
					FYE 2022 RM'000	FYE 2023 RM'000	FYE 2024 RM'000	FPE 2025 RM'000	
6.	ULSB	Datin Dr Lim Hui Ling	Datin Dr Lim Hui Ling is our Medical Director. She is also the:	Specialist fees paid to Datin Dr Lim Hui Ling by ULSB ⁽⁵⁾	20 (Being 0.03% of cost of sales)	*	*	*	⁽⁹⁾ (N/A)
			(i) Wife of Dato' Dr Lim Tze Chou, our Clinical Director;						
			(ii) Daughter-in-law of Dato' Dr Lim, our Deputy Executive Chairman, Promoter and substantial shareholder; and						
			(iii) Sister-in-law of Dr Lim Tze Chwen, our Head of Clinical Services.						

10. RELATED PARTY TRANSACTIONS (CONT'D)

					Value of transactions					1
No.	Companies within our Group	Transacting parties	Nature of relationship	Nature of transaction	FYE 2022 RM'000	FYE 2023 RM'000	FYE 2024 RM'000	FPE 2025 RM'000	December 2024 and up to LPD RM'000	
				Datin Dr Lim Hui Ling is a medical officer in ULSB.						
7.	ULSB	Lee Peng	Geik	Lee Geik Peng is our Director of Allied Health Services Director and Purchasing Manager. She is also the: (i) Sister of Dato' Lee (our Managing Director, Promoter and substantial shareholder) and Lee Ling Hui (our General Manager cum Safety and Health Officer and Laser Safety Officer); and	Purchase of a motor vehicle by ULSB from Lee Geik Peng ⁽¹⁾	-	-	30 (Being 0.03% of total assets)	-	
									-	

10. RELATED PARTY TRANSACTIONS (CONT'D)

No.	Companies within our Group	Transacting parties	Nature of relationship	Nature of transaction	Value of transactions				1 December 2024 and up to LPD
					FYE 2022 RM'000	FYE 2023 RM'000	FYE 2024 RM'000	FPE 2025 RM'000	
			(ii) Aunt of Lee Yong Qian, the Alternate Director to Dato' Lee and Strategic Director.						
8.	ULSB	Medipmc Sdn Bhd ("Medipmc")	Dato' Dr Lim is our Deputy Executive Chairman, Promoter and substantial shareholder.	Rental income received from Medipmc ⁽⁶⁾	8 (Being 0.50% of other income)	8 (Being 0.52% of other income)	8 (Being 0.31% of other income)	4 (Being 0.35% of other income)	-
			He is also the:	Rental income received from rental of	31 (Being 1.94% of other income)	31 (Being 2.02% of other income)	31 (Being 1.21% of other income)	9 (Being 0.80% of other income)	-
			(i) Father of Dato' Dr Lim Tze Chou (our Clinical Director) and Dr Lim Tze Chwen (our Head of Clinical Services); and	medical equipment ⁽⁸⁾ Sales of medicine, medical supplies as well as consumables and disposable items ⁽⁷⁾	1,466 (Being 1.51% of revenue)	929 (Being 0.93% of revenue)	1,276 (Being 1.22% of revenue)	-	-

10. RELATED PARTY TRANSACTIONS (CONT'D)

No.	Companies within our Group	Transacting parties	Nature of relationship	Nature of transaction	Value of transactions				1 December 2024 and up to LPD
					FYE 2022 RM'000	FYE 2023 RM'000	FYE 2024 RM'000	FPE 2025 RM'000	
			(ii) Father-in-law of Datin Dr Lim Hui Ling, our Medical Director.	Disposal of medical equipment by ULSB to Medipmc ⁽⁸⁾	-	-	-	125 (Being 0.11% of total assets)	-
			Dato' Lee is our Managing Director, Promoter and substantial shareholder.						
			She is also the:						
			(i) Mother of Lee Yong Qian, the Alternate Director to Dato' Lee and Strategic Director; and						
			(ii) Sister of Lee Geik Peng (our Director of Allied Health Services Director and						

10. RELATED PARTY TRANSACTIONS (CONT'D)

No.	Companies within our Group	Transacting parties	Nature of relationship	Nature of transaction	Value of transactions				1 December 2024 and up to LPD
					FYE 2022 RM'000	FYE 2023 RM'000	FYE 2024 RM'000	FPE 2025 RM'000	
			Purchasing Manager) and Lee Ling Hui (our General Manager cum Safety and Health Officer and Laser Safety Officer).						
			Dato' Dr Lim and Dato' Lee were previously the shareholders of Medipmc before disposing their entire equity interests in March 2023.						
			Dato' Dr Lim and Dato' Lee were previously the directors of Medipmc which they had resigned in January 2023 and September 2024 respectively.						

10. RELATED PARTY TRANSACTIONS (CONT'D)

No.	Companies within our Group	Transacting parties	Nature of relationship	Nature of transaction	Value of transactions				1 December 2024 and up to LPD
					FYE 2022 RM'000	FYE 2023 RM'000	FYE 2024 RM'000	FPE 2025 RM'000	
9.	PUSB	Medipmc	Dato' Dr Lim is our Deputy Executive Chairman, Promoter and substantial shareholder.	Purchase of medical supplies from Medipmc ⁽⁷⁾	-	*	-	-	-
			He is also the:						
			(i) Father of Dato' Dr Lim Tze Chou (our Clinical Director) and Dr Lim Tze Chwen (our Head of Clinical Services); and						
			(ii) Father-in-law of Datin Dr Lim Hui Ling, our Medical Director.						

10. RELATED PARTY TRANSACTIONS (CONT'D)

No.	Companies within our Group	Transacting parties	Nature of relationship	Nature of transaction	Value of transactions				1 December 2024 and up to LPD
					FYE 2022 RM'000	FYE 2023 RM'000	FYE 2024 RM'000	FPE 2025 RM'000	
			Dato' Lee is our Managing Director, Promoter and substantial shareholder.						
			She is also the:						
			(i) Mother of Lee Yong Qian, the Alternate Director to Dato' Lee and Strategic Director; and						
			(ii) Sister of Lee Geik Peng (our Director of Allied Health Services Director and Purchasing Manager) and Lee Ling Hui (our General Manager cum Safety and						

10. RELATED PARTY TRANSACTIONS (CONT'D)

No.	Companies within our Group	Transacting parties	Nature of relationship	Nature of transaction	Value of transactions				1 December 2024 and up to LPD
					FYE 2022 RM'000	FYE 2023 RM'000	FYE 2024 RM'000	FPE 2025 RM'000	
			Health Officer and Laser Safety Officer).						
			Dato' Dr Lim and Dato' Lee were previously the shareholders of Medipmc before disposing their entire equity interests in March 2023.						
			Dato' Dr Lim and Dato' Lee were previously the directors of Medipmc which they had resigned in January 2023 and September 2024 respectively.						

10. RELATED PARTY TRANSACTIONS (CONT'D)

Notes:

* Less than RM1,000.

(1) These transactions were carried out on an arm's length basis as the disposal price and purchase price is based on the then prevailing market price of the respective motor vehicles.

(2) In January 2021, we appointed SLGC Enterprise to provide laundry services to our Group. The services include the washing and drying of used bed linen and related items. The value of laundry services provided are based on the weight of items to be washed and dried and is billed on a monthly basis. This transaction was carried out on an arm's length basis as the charges imposed by SLGC Enterprise is comparable to the charges by other professional laundry service providers. This related party transaction is expected to recur after the Listing.

We have further entered into a tenancy agreement with SLGC Enterprise (in January 2023) to lease an area of 430 sq ft to SLGC Enterprise to operate their laundry services in Kulim for a period of 3 years at a rental of RM300 per month. This transaction was carried out on an arm's length basis as the rental charged are comparable to market rate. This related party transaction is expected to recur after the Listing.

(3) We had purchased stationery and procured printing services from SLGC Enterprise for our office use. This transaction was carried out on an arm's length basis as the purchase prices of stationery and printing services are comparable to market prices. In October 2024, this related party transaction ceased and will not recur after Listing.

(4) In October 2021, we entered into a tenancy agreement with Seven Five Two LH Enterprise whereby an area of 532 sq ft within our hospital lobby was leased to Seven Five Two LH Enterprise. Seven Five Two LH Enterprise had utilised the leased area to set up and operate a food and beverage outlet. This transaction was carried out on an arm's length basis as the rental charged is comparable to the market rates.

In May 2024, the tenancy agreement was terminated as we intend to operate the food and beverage outlet under ULSB. We had also purchased all remaining stock held from Seven Five Two LH Enterprise at cost price. As such, this related party transaction will not recur after Listing.

(5) The specialist fees were carried out on an arm's length basis as the specialist fees paid to them consistent with the range of fees paid to other specialist consultants.

(6) In January 2023, we entered into a tenancy agreement with Medipmc whereby an area of 700 sq ft within our polyclinic in Kulim was leased to Medipmc for their operations at a rate of RM700 per month. As the rental charged is below market price, this transaction was not deemed to be carried out on an arm's length basis. Dato' Dr Lim and Dato' Lee had sold their shares in Medipmc to a non-related party in March 2023 and resigned as director in January 2023 and September 2024 respectively.

10. RELATED PARTY TRANSACTIONS (CONT'D)

- (7) These transactions were carried out on an arm's length basis as no discount was given and selling price is based on the then prevailing market price of the medicine, medical supplies as well as consumables and disposable items. This related party transaction will not recur as Medipmc is no longer owned by Dato' Dr Lim and Dato' Lee.
- (8) In November 2019, we had leased a medical equipment to Medipmc for their operations. The said medical equipment has been sold to Medipmc in August 2024. As we are unable to ascertain the market price for the lease and sale value of the medical equipment, this transaction was not deemed to be carried out on an arm's length basis. These one-off related party transactions will not recur. Dato' Dr Lim and Dato' Lee had sold their shares in Medipmc to a non-related party in March 2023 and resigned as directors in January 2023 and September 2024 respectively.
- (9) Not applicable as we did not prepare any financial statements from 1 December 2024 up to LPD.

As at the LPD, there are no related party transactions entered into but not yet effected.

Save as disclosed above, our Directors are of the view that the above related party transaction was conducted on an arm's length basis and on competitive commercial terms not more favourable to the related party and was not to the detriment of our minority shareholders.

Moving forward, if there are potential related party transactions, the related parties must first inform our Audit and Risk Management Committee on their interests in the transaction and the nature of the transaction before the transaction is entered into.

[The rest of this page is intentionally left blank]

10. RELATED PARTY TRANSACTIONS (CONT'D)

Our Audit and Risk Management Committee is responsible for the review of all related party transactions to ensure that there is no conflict of interest. Our Audit and Risk Management Committee shall deliberate and determine if the related party transactions (if any) are undertaken on arm's length basis and on normal commercial terms, we have established the following procedures:

(i) Recurrent related party transactions

- (a) At least 2 other contemporaneous transactions with third parties for similar products and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered by all related parties are fair and reasonable and comparable to those offered by third parties; or
- (b) In the event that quotation or comparative pricing from third parties cannot be obtained, the transaction price will be determined by our Group based on those offered by third parties for substantially similar type of transaction to ensure that the recurrent related party transactions are not detrimental to us.

Our Board shall seek mandate from shareholders to enter into any recurrent related party transactions at general meetings of our Company. Due to its time-sensitive nature, the shareholders' mandate will enable us to enter into such recurrent transactions which are transacted in our ordinary course of business without having to convene numerous general meetings to approve such recurrent transactions as and when they are entered into.

(ii) Other related party transactions

- (a) Whether the terms of the related party transaction are fair and on an arm's length basis to our Group and would apply on the same basis if the transaction did not involve a related party;
- (b) The rationale for our Group to enter into the related party transaction and the nature of alternative transactions, if any; and
- (c) Whether the related party transaction would present a conflict of interest between our Group and the related parties, taking into account the size of the transaction and nature of the related parties' interest in the transaction.

Where required under the Listing Requirements, a related party transaction may require prior approval of shareholders at a general meeting to be convened. An independent adviser may be appointed to comment as to whether the related party transaction is fair and reasonable so far as the shareholders are concerned; and whether the transaction is to the detriment of minority shareholders. In such instances, the independent adviser shall also advise minority shareholders on whether they should vote in favour of the transaction.

For related party transaction that requires prior approval of shareholders, the Directors, major shareholders and/or persons connected to them, which have any interest, direct or indirect, in the proposed related party transaction will abstain from voting in respect of their direct and/or indirect shareholdings. Where a person connected with a Director or major shareholder has interest, direct or indirect, in any proposed related party transaction, the Director or major shareholder concerned will also abstain from voting in respect of his direct and/or indirect shareholdings.

10. RELATED PARTY TRANSACTIONS (CONT'D)

In addition, to safeguard the interest of our Group and our minority shareholders, and to mitigate any potential conflict of interest situation, our Audit and Risk Management Committee will, amongst others, supervise and monitor any related party transaction and the terms thereof and report to our Board for further action. Where necessary, our Board would make appropriate disclosures in our annual report with regard to any related party transaction entered into by us.

10.2 OTHER TRANSACTIONS**(i) Transactions which are unusual in their nature or conditions**

There were no transactions that were unusual in their nature or conditions, involving goods, services, tangible or intangible assets, to which our Group was a party for the past 3 FYEs, FPE 2025 and up to the LPD.

(ii) Loans and guarantees

Save as disclosed below, there were no outstanding loans and guarantees made to/by us to or for the benefit of any related party for the past 3 FYEs, FPE 2025 and up to the LPD:

(a) Personal guarantees

Dato' Dr Lim (our Deputy Executive Chairman) and Dato' Lee (our Managing Director) had extended personal guarantees for banking facilities extended to our Group as at the LPD.

In conjunction with the Listing, the following banks had agreed to discharge the said personal guarantees upon the completion of the Listing:

Financier	Type of facilities	Facility limit (RM'000)	Outstanding balance as at LPD (RM'000)	Guarantors
<u>ULSB</u>				
PAC Lease Berhad	• Hire purchase	6,000	4,055	• Dato' Dr Lim • Dato' Lee
Hong Leong Islamic Bank Berhad	• Term loans	11,740	2,875	• Dato' Dr Lim • Dato' Lee
	• Trade facilities	16,000	5,000	
Hong Leong Bank Berhad	• Hire purchase	20,000	748	• Dato' Dr Lim • Dato' Lee
<u>ULKSB</u>				
Hong Leong Islamic Bank Berhad	• Term loans	174,700	9,198	• Dato' Dr Lim • Dato' Lee
	• Trade facilities	3,000	-	
Hong Leong Bank Berhad	• Hire purchase	40,000	-	• Dato' Dr Lim • Dato' Lee

10. RELATED PARTY TRANSACTIONS (CONT'D)
(b) Amount due to/from related parties/Directors

Save as disclosed below, there were no material amount due to/from related parties/Directors for the past 3 FYEs, FPE 2025 and up to the LPD.

(aa) Amount due to related parties/Directors/director of a subsidiary

The amount due to related parties/Directors/director of a subsidiary for the past 3 FYEs, FPE 2025 and up to the LPD:

	FYE 2022	FYE 2023	FYE 2024	FPE 2025	As at LPD
Amount due to	RM'000	RM'000	RM'000	RM'000	RM'000
Related parties					
• SLGC Enterprise ⁽¹⁾	47	50	38	-	-
• Dato' Dr Lim Tze ⁽²⁾ Chou	58	52	61	108	-
• Dr Lim Tze Chwen ⁽²⁾	-	37	63	150	-
• Datin Dr Lim Hui Ling ⁽²⁾	*	*	*	-	-
	105	139	162	258	-
Director of RYM DX					
• Dr Woo Yen Yen ⁽³⁾	-	-	58	-	-

The abovementioned amounts due do not carry any interest and as such, are not undertaken on an arm's length basis. All outstanding amounts due has been duly repaid as at the LPD.

Notes:

* Less than RM1,000.

⁽¹⁾ This amount relates to the laundry services rendered by SLGC Enterprise.

⁽²⁾ This amount relates to the accrued specialist fees.

⁽³⁾ Represents the advances made for working capital purposes.

10. RELATED PARTY TRANSACTIONS (CONT'D)**(bb) Amount due from related parties**

The amount due from related parties for the past 3 FYEs, FPE 2025 and up to the LPD:

	FYE 2022	FYE 2023	FYE 2024	FPE 2025	As at LPD
Amount due from	RM'000	RM'000	RM'000	RM'000	RM'000
Related parties					
• SLGC Enterprise ⁽¹⁾	10	2	4	-	-
• Dato' Dr Lim Tze Chou ⁽²⁾	*	*	*	-	-
• Dr Lim Tze Chwen ⁽²⁾	*	*	1	-	-
• Datin Dr Lim Hui Ling ⁽³⁾	9	9	9	-	-
• Lim Tze Shi ⁽⁴⁾	-	-	*	-	-
• LKH Holdings ⁽⁵⁾	8	4	2	-	-
• Medicpmc ⁽⁵⁾⁽⁶⁾	2	3	9	-	-
• Uniq Medical Sdn Bhd ⁽⁵⁾⁽⁷⁾	-	5	17	-	-
• PMCK Medical Sdn Bhd ⁽⁵⁾⁽⁷⁾	-	5	19	-	-
	29	28	61	-	-

The abovementioned amounts due do not carry any interest and as such, are not undertaken on an arm's length basis. All outstanding amounts due has been duly repaid as at the LPD.

Notes:

* Less than RM1,000.

(1) This amount relates to the outstanding rental income.

(2) This amount relates to the purchase of medication.

(3) This amount relates to the admission fee.

(4) This amount relates to the register fee.

(5) Represents payment made by our Group on behalf of the respective companies for working capital purposes.

(6) Medicpmc will no longer deemed related parties as Dato' Dr Lim and Dato' Lee had sold their shares in March 2023 and resigned as director in January 2023 and September 2024 respectively.

(7) The company was dissolved on 10 March 2025.

10. RELATED PARTY TRANSACTIONS (CONT'D)

(iii) Financial assistance provided for the benefit of a related party

There was no financial assistance provided by us for the benefit of any related party for the past 3 FYEs, FPE 2025 and up to the LPD.

10.3 MONITORING AND OVERSIGHT OF RELATED PARTY TRANSACTIONS AND CONFLICT OF INTEREST

10.3.1 Audit and Risk Management Committee review

Our Audit and Risk Management Committee assesses the financial risk and matters relating to related party transactions and conflict of interest situations that may arise within our Group including any transactions, procedures or course of conduct that raises questions of management integrity. Our Audit and Risk Management Committee maintains and periodically reviews the adequacy of the procedures and processes set by our Company to monitor related party transactions and conflict of interest. It also sets the procedures and processes to ensure that transactions are carried out in the best interest of our Company on normal commercial terms that are industry norms and not more favourable to the related party than those generally available to third parties dealing at arm's length and are not to the detriment of the interest of our Company's minority shareholders. Amongst others, the related parties and parties who are in a position of conflict with the interest of our Group will be required to abstain from deliberations on the transactions.

All reviews by our Audit and Risk Management Committee are reported to our Board for its further action.

10.3.2 Our Group's policy on related party transactions and conflict of interest

It is the policy of our Group that all related party transactions and conflict of interest must be immediately and fully disclosed by our interested or conflicted Directors or substantial shareholders to the management for reporting to our Audit and Risk Management Committee. Any related party transactions must be reviewed by our Audit and Risk Management Committee to ensure that they are negotiated and agreed upon in the best interest of our Company on an arm's length basis, and are based on normal commercial terms not more favourable to the related party than those generally available to third parties, and are not to the detriment of the interest of our Company's minority shareholders. In respect of our Directors' interests in companies carrying on similar business, our Directors will also be required to abstain from deliberations and voting on resolutions pertaining to matters and/or transactions where a conflict of interest may arise.

In addition, in line with the Malaysian Code on Corporate Governance 2021 and the Corporate Governance Guide, our Directors are required to make an annual disclosure of any related party transactions and conflict of interest with our Group and our Audit and Risk Management Committee must carry out an annual assessment of our Directors which include an assessment of such related party transactions and/or conflict of interest. Our Audit and Risk Management Committee will in turn report to our Board after their evaluation and assessment and make the appropriate recommendations to our Board.

11. CONFLICT OF INTEREST**11.1 INTEREST IN SIMILAR BUSINESS OF OUR GROUP**

Save as disclosed below, as at the LPD, none of the Directors or substantial shareholders has any interest, direct or indirect, in other businesses or corporations which are carrying on a similar or related trade as our Group or which are customers and/or suppliers of our Group.

Company	SLGC Enterprise
Principal Activity	<p>Provision of sale of stationery, office supplies, reading materials, grocery items, sports equipment/clothes and laundry services as well as cleaning/washing areas and buildings.</p> <p>SLGC Enterprise does not carry out similar trade as our Group.</p>
Interested person	Dato' Lee
Nature and extend of interest	Dato' Lee is our Managing Director, Promoter and substantial shareholder.
Steps taken to resolve, eliminate or mitigate the conflict of interest	<p>SLGC Enterprise is involved in provision of sale of stationery, office supplies, reading materials, grocery items, sports equipment/clothes and laundry services as well as cleaning/washing areas and buildings.</p> <p>Our Group is principally involved in the provision of specialist consultant services, healthcare support services and other services comprising dental services, polyclinic services and medical laboratory services.</p> <p>During the Financial Years/Period Under Review, SLGC Enterprise had provided laundry services, stationery and printing services to our Group. The services provided represented 2.54%, 2.30%, 2.25% and 1.89% of our Group's administrative expenses. The transaction was carried out on an arm's length basis as the charges imposed by SLGC Enterprise is comparable to the charges by other professional laundry service providers. In October 2024, stationery and printing services were ceased and will not recur after Listing. Laundry services is expected to recur after the Listing as such services are not provided by our Group.</p> <p>Moreover, our Group also received rental income from SLGC Enterprise for them to operate their laundry services in Kulim. The services provided represented 0.25%, 0.26%, 0.16% and 0.18% of our Group's other income. This transaction was carried out on an arm's length basis as the rental charged is comparable to market rate and is expected to recur after the Listing.</p>

Premised on the above, our Board is of the view that all the existing and potential conflict of interest situations of the Group have been sufficiently mitigated.

11. CONFLICT OF INTEREST (*CONT'D*)

Moving forward, our Audit and Risk Management Committee will supervise any conflict of interest or potential conflict of interest situations and review our Group's current and future related party transactions and ensure that such transactions will be carried out on an arm's length basis and on commercial terms in the best interest of our Group. Our Group will also seek such relevant shareholders' approval where required. We will also make disclosures in our annual report of the aggregate value of any recurrent related party transactions to be entered into by us (where required) based on the nature of the transactions made, names of the related parties involved and their relationship with our Group. Please refer to Section 10.3 of this Prospectus for further details of our monitoring and oversight policy on conflicts of interest.

11.2 DECLARATIONS BY OUR ADVISERS

(i) Declaration by Malacca Securities

Malacca Securities has given its written confirmation that there is no existing or potential conflict of interest in its capacity as our Principal Adviser, Sponsor, Underwriter and Joint Placement Agent for our Listing.

(ii) Declaration by PIVB

PIVB has given its written confirmation that there is no existing or potential conflict of interest in its capacity as our Joint Placement Agent for our Listing.

(iii) Declaration by Kenanga IB

Kenanga IB has given its written confirmation that there is no existing or potential conflict of interest in its capacity as our Joint Placement Agent for our Listing.

(iv) Declaration by Teh & Lee

Teh & Lee has given its written confirmation that there is no existing or potential conflict of interest in its capacity as the Solicitors to our Group in relation to our Listing.

(v) Declaration by Julius Leonie Chai

Julius Leonie Chai has given its written confirmation that there is no existing or potential conflict of interest in its capacity as the Solicitors to Underwriter in relation to our Listing.

(vi) Declaration by TGS TW PLT

TGS TW PLT has given its written confirmation that there is no existing or potential conflict of interest in its capacity as the Auditors and Reporting Accountants to our Group in relation to our Listing.

(vii) Declaration by Smith Zander

Smith Zander has given its written confirmation that there is no existing or potential conflict of interest in its capacity as the IMR to our Group in relation to our Listing.

(viii) Declaration by Securities Services (Holdings) Sdn Bhd

Securities Services (Holdings) Sdn Bhd has given its written confirmation that there is no existing or potential conflict of interest in its capacity as the Share Registrar to our Group in relation to our Listing.

(ix) Declaration by Tricor Investor & Issuing House Services Sdn Bhd

Tricor Investor & Issuing House Services Sdn Bhd has given its written confirmation that there is no existing or potential conflict of interest in its capacity as the Issuing House to our Group in relation to our Listing.

12. FINANCIAL INFORMATION**12.1 HISTORICAL FINANCIAL INFORMATION**

Our historical financial information for the FYEs 2022 to 2024 and FPE 2025 has been prepared in accordance with MFRS and IFRS. The selected financial information included in this Prospectus is not intended to predict our Group's financial position, results and cash flows.

The historical financial information presented in this section should be read in conjunction with the "Management's Discussion and Analysis of Results of Operations and Financial Condition" and the Accountants' Report set out in Sections 12.2 and 13 of this Prospectus, respectively.

12.1.1 Historical consolidated statements of comprehensive income

	Audited			Unaudited	Audited
	FYE 2022	FYE 2023	FYE 2024	FPE 2024	FPE 2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	97,088	99,851	104,335	62,904	58,547
Cost of sales	(69,663)	(63,565)	(69,592)	(40,565)	(38,525)
GP	27,425	36,286	34,743	22,339	20,022
Other income	1,597	1,532	2,552	1,328	1,128
Administrative expenses	(11,073)	(14,066)	(15,759)	(8,574)	(10,042)
Other expenses	(128)	(997)	(66)	(41)	(104)
Net (loss)/gain on impairment of financial assets	(90)	(6,602)	793	636	87
Profit from operations	17,731	16,153	22,263	15,688	11,091
Finance costs	(887)	(592)	(887)	(513)	(530)
PBT	16,844	15,561	21,376	15,175	10,561
Taxation	(5,298)	(4,830)	(6,361)	(4,505)	(2,672)
PAT/Total comprehensive income	11,546	10,731	15,015	10,670	7,889
PAT/Total comprehensive income attributable to:					
- Owners of our Group	11,546	10,731	15,045	10,670	7,918
- Non-controlling interest	-	-	(30)	-	(29)
	11,546	10,731	15,015	10,670	7,889
EBIT ⁽¹⁾	17,274	15,684	21,405	15,216	10,666
EBITDA ⁽¹⁾	21,920	20,124	26,152	17,832	13,777
GP margin (%) ⁽²⁾	28.25	36.34	33.30	35.51	34.20
PBT margin (%) ⁽³⁾	17.35	15.58	20.49	24.12	18.04
PAT margin (%) ⁽⁴⁾	11.89	10.75	14.39	16.96	13.47
Effective tax rate (%) ⁽⁵⁾	31.45	31.04	29.76	29.69	25.30
Basic and diluted EPS (sen) ⁽⁶⁾	1.06	0.98	1.38	0.98	0.72

12. FINANCIAL INFORMATION (CONT'D)**Notes:**

- (1) EBIT and EBITDA are calculated as follows:

	Audited			Unaudited	Audited
	FYE 2022	FYE 2023	FYE 2024	FPE 2024	FPE 2025
	RM'000	RM'000	RM'000	RM'000	RM'000
PAT	11,546	10,731	15,015	10,670	7,889
Less:					
Interest income	(457)	(469)	(858)	(472)	(425)
Add:					
Finance costs	887	592	887	513	530
Taxation	5,298	4,830	6,361	4,505	2,672
EBIT	17,274	15,684	21,405	15,216	10,666
Add:					
Amortisation	174	173	173	101	101
Depreciation	4,472	4,267	4,574	2,515	3,010
EBITDA	21,920	20,124	26,152	17,832	13,777

- (2) GP margin is calculated based on GP divided by revenue.
- (3) PBT margin is calculated based on PBT divided by revenue.
- (4) PAT margin is calculated based on PAT divided by revenue.
- (5) Effective tax rate is calculated based on taxation divided by PBT.
- (6) Basic and diluted EPS is calculated based on PAT for the financial year/period divided by enlarged share capital of 1,090,600,000 Shares upon Listing. There are no potential dilutive securities in issue during FYEs 2022 to 2024, FPE 2024 to FPE 2025.

[The rest of this page is intentionally left blank]

12. FINANCIAL INFORMATION (CONT'D)**12.1.2 Consolidated statements of financial position**

	Audited			
	As at 30 April			As at 30 November
	2022	2023	2024	2024
	RM'000	RM'000	RM'000	RM'000
Non-current assets				
Property, plant and equipment	50,818	49,027	55,232	66,439
Intangible assets	901	728	555	454
Other investments	3,503	5,775	3,532	-
Other receivables	2,704	3,950	3,797	4,288
Total non-current assets	57,926	59,480	63,116	71,181
Current assets				
Other investments	9,650	4,593	7,585	-
Inventories	2,807	2,825	2,838	3,170
Trade receivables	5,112	8,365	8,032	7,067
Other receivables	7,526	1,296	1,261	2,145
Contract assets ⁽¹⁾	1,005	1,971	1,288	1,717
Tax recoverable	32	-	-	467
Fixed deposits with a licensed bank	2,656	2,656	2,745	10,547
Cash and bank balances	21,538	26,628	23,031	21,895
Total current assets	50,326	48,334	46,780	47,008
Total assets	108,252	107,814	109,896	118,189
Equity and liabilities				
Equity				
Share capital	8,180	8,180	8,180	8,180
Retained earnings	74,176	72,907	75,952	83,870
	82,356	81,087	84,132	92,050
Non-controlling interest	-	-	201	172
Total equity	82,356	81,087	84,333	92,222
Liabilities				
Non-current liabilities				
Loans and bank borrowings	7,429	8,357	7,792	8,219
Lease liabilities	3,916	2,245	3,883	3,723
Deferred tax liabilities	3,128	1,438	1,546	1,525
Total non-current liabilities	14,473	12,040	13,221	13,467
Current liabilities				
Loans and bank borrowings	691	580	564	731
Lease liabilities	1,729	1,794	2,407	2,341
Trade payables	5,510	5,873	4,926	5,073
Other payables	2,301	2,465	2,796	2,791
Contract liabilities ⁽²⁾	653	1,142	1,508	1,509
Tax payable	539	2,833	141	55
Total current liabilities	11,423	14,687	12,342	12,500
Total liabilities	25,896	26,727	25,563	25,967
Total equity and liabilities	108,252	107,814	109,896	118,189

12. FINANCIAL INFORMATION (CONT'D)**Notes:**

- (1) Contract assets primarily related to the right to consideration for work performed but not yet billed at the end of each financial year/period for the healthcare services. The contract assets will be transferred to trade receivables when the rights become unconditional.
- (2) Contract liabilities primarily related to the advances received from our customers for healthcare services. Contract liabilities are recognised as revenue when our Group performs the obligations under the contracts.

12.1.3 Consolidated statements of cash flows

	Audited			
	FYE 2022	FYE 2023	FYE 2024	FPE 2025
	RM'000	RM'000	RM'000	RM'000
Cash flow from operating activities				
PBT	16,844	15,561	21,376	10,561
Adjustments for:				
Allowance for/(Reversal of) expected credit losses on:				
- Trade receivables	90	-	(323)	-
- Other receivables	-	6,602	(470)	(87)
Amortisation of intangible assets	174	173	173	101
Bad debts written off	-	9	11	104
Depreciation of property, plant and equipment as well as right-of-use assets	4,472	4,267	4,574	3,010
Fair value loss/(gain) on other investments	128	957	(574)	-
Gain on disposal of property, plant and equipment	(117)	-	-	-
Gain on early termination of a lease contract	-	(1)	-	(8)
Goodwill on consolidation written off	-	-	14	-
Property, plant and equipment written off	-	8	-	-
Loss/(Gain) on disposal of other investments	-	23	-	(17)
Loss on modification of a lease contract	-	-	41	-
Interest income	(457)	(469)	(858)	(425)
Investment income from other investments	(377)	(196)	(186)	(107)
Unwinding interest	(157)	(222)	(290)	(172)
Interest expenses	887	592	887	530
Operating profit before working capital changes	21,487	27,304	24,375	13,490
Changes in working capital:				
Inventories	414	(18)	(13)	(332)
Receivables	2,417	(4,658)	1,595	(255)
Payables	(1,153)	527	(917)	584
Net contract balances	(1,056)	(477)	1,049	(428)
Cash generated from operations	22,109	22,678	26,089	13,059
Interest received	395	469	769	363
Tax paid	(3,368)	(4,194)	(8,945)	(3,246)
Net cash from operating activities	19,136	18,953	17,913	10,176

12. FINANCIAL INFORMATION (CONT'D)

	Audited			
	FYE 2022	FYE 2023	FYE 2024	FPE 2025
	RM'000	RM'000	RM'000	RM'000
Cash flow from investing activities				
Acquisition of property, plant and equipment	(2,423)	(2,364)	(5,927)	(13,327)
Proceeds from disposal of property, plant and equipment	875	-	-	125
Withdrawal/(Placement) of fixed deposit with a licensed bank more than 3 months to maturity	1,221	-	-	(7,740)
Net cash inflow from acquisition of a subsidiary	-	-	246	-
(Acquisition)/Disposal of other investments	(5,005)	1,805	(175)	11,134
Investment income received from other investments	377	196	186	-
Interest received	-	-	-	107
Net cash used in investing activities	(4,955)	(363)	(5,670)	(9,701)
Cash flow from financing activities				
Dividend paid	(16,033)	(12,000)	(12,000)	-
Drawdowns of term loans	1,500	1,500	-	1,000
Interest paid	(887)	(592)	(887)	(530)
Placement of fixed deposits pledged with a licensed bank	(192)	-	-	-
Repayments of lease liabilities	(1,857)	(1,725)	(2,372)	(1,675)
Repayments of term loans	(607)	(683)	(581)	(406)
Repayment of bankers' acceptance	(3,319)	-	-	-
Net cash used in financing activities	(21,395)	(13,500)	(15,840)	(1,611)
Net (decrease)/increase in cash and cash equivalents	(7,214)	5,090	(3,597)	(1,136)
Cash and cash equivalents at beginning of the financial years/period	28,752	21,538	26,628	23,031
Cash and cash equivalents at end of the financial years/period	21,538	26,628	23,031	21,895

[The rest of this page is intentionally left blank]

12. FINANCIAL INFORMATION (CONT'D)

12.2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The following discussion and segmental analysis of our consolidated financial statements for FYEs 2022 to 2024 and FPE 2025 should be read with the Accountants' Report included in Section 13 of this Prospectus.

12.2.1 Overview of our operations

(a) Principal activities

Our service offerings can be categorised into 3 segments, as follows:

- (i) Specialist consultant services;
- (ii) Healthcare support services comprising facilities services, ward services, clinical support services, sale of medication and nursing care services; and
- (iii) Other services comprising general dental services, polyclinic services and medical laboratory services.

Please refer to Section 7.2 of this Prospectus for our Group's detailed business overview.

(b) Revenue

Revenue from hospital and healthcare services comprises inpatient and outpatient hospital charges, as well as sales of pharmaceutical products, medical supplies, laboratory products and consumable items. These revenue are recognised when the performance obligations for inpatient services are generally satisfied over a short period and revenue from inpatients is recorded when healthcare services are performed.

The performance obligations for outpatient and day care services are generally satisfied over a period of less than a day, and revenue is also recorded when the healthcare services are performed.

There are no variable consideration, and no obligation for returns or refunds or warranties of healthcare related services including the sales of pharmaceutical products, medical supplies, laboratory products and consumable items.

Revenue is recognised at a point in time as services are rendered or goods are delivered. Revenue will only be recognised to the extent that it is highly probable that a significant reversal will not occur, net of discounts.

(c) Significant accounting policy information, estimates and judgements

Our significant accounting policies information are summarised in Note 2(c) of the Accountants' Report set out in Section 13 of this Prospectus. There are no significant accounting policies information that are peculiar to our Group because of the nature of our business activities. There were no material changes to our accounting policies and estimates during FYEs 2022 to 2024 and FPE 2025.

12. FINANCIAL INFORMATION (*CONT'D*)

The summary of the judgements, estimates and assumptions made in applying accounting policies are disclosed in Note 2(c) of the Accountants' Report set out in Section 13 of this Prospectus. There are no key assumptions made concerning the future, and other key sources of estimation uncertainty for FYEs 2022 to 2024 and FPE 2025 that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year/period other than as disclosed in Note 2(c) of the Accountants' Report set out in Section 13 of this Prospectus. There are no instances of application of critical judgement in applying our Group's accounting policies which will have a significant effect on the amounts recognised in the consolidated financial statements.

(d) Recent developments

On 5 December 2024, our Group declared a first interim single tier dividend of RM0.006 per share amounting to RM5.00 million in respect of FYE 2025 and the dividend was paid on 10 December 2024.

Save as disclosed above, there were no other significant events subsequent to our audited consolidated financial statements for FPE 2025.

(e) Exceptional and extraordinary items and audit qualifications

There were no exceptional or extraordinary items during FYEs 2022 to 2024 and FPE 2025. In addition, our audited financial statements for the FYEs 2022 to 2024 and FPE 2025 were not subject to any audit qualifications.

[The rest of this page is intentionally left blank]

12. FINANCIAL INFORMATION (CONT'D)

(f) Significant factors affecting our business

Section 9 of this Prospectus details the risk factors relating to our business and the industry in which we operate in. Some of these risk factors have an impact on our revenue and financial performance. The main factors which affect revenues and profits include but are not limited to the following:

(i) We are dependent on our team of specialist consultants and medical officers

The contribution of specialist consultant services for the past 3 FYEs and FPE 2025 which includes revenue generated by our resident medical officers stationed in PMC's accident and emergency unit, amounted to RM26.41 million, RM31.20 million, RM32.64 million and RM17.34 million, representing 27.20%, 31.24%, 31.28% and 29.62% of our Group's total revenue respectively. As at the LPD, our medical centre has 26 resident specialist consultants, 14 visiting specialist consultants and 5 resident medical officers. Therefore, we are not reliant on any single specialist consultant or medical officer.

For the past 3 FYEs 2022 to 2024, FPE 2025 and up to the LPD, we have not experienced loss of a substantial amount of specialist consultants and/or medical officers within a short period of time that led to material adverse impacts to our operations and cessation of provision of any specialisation services. However, there can be no assurance that such event will not occur and our business operations and/or financial performance will not be adversely impacted should such event occur in the future.

(ii) We are dependent on our team of nursing staff and allied healthcare professionals to support our healthcare support services

Our business is dependent on our qualified nursing staff and allied healthcare professionals to support our healthcare support services. Similarly to the situation that we face in attracting specialist consultants and medical officers to join our medical centre, we also face challenges in attracting experienced nursing staff and allied healthcare professionals due to the location of our medical centre. In the event that we lose a substantial amount and/or are unable to attract qualified nursing staff and allied healthcare professionals, we may be unable to maintain the quality of our services. This may result in the inability of our Group to retain existing patients or engage new patients, thus resulting in lower patient volume, which could negatively affect our financial performance and future prospects.

For the past 3 FYEs 2022 to 2024, FPE 2025 and up to the LPD, we have not experienced loss of a substantial amount of nursing staff or allied healthcare professionals within a short period of time that led to material adverse impacts to our operations. However, there can be no assurance that such event will not occur and our business operations and/or financial performance will not be adversely impacted should such event occur in the future.

12. FINANCIAL INFORMATION (CONT'D)

(iii) We are dependent on the timely payment from our debtors, namely insurance companies, TPAs, corporations and government agencies

Due to the nature of our business, our debtors comprise insurance companies, TPAs, corporations and government agencies. Our debtors are required to pay us within 60 days following the completion of patient treatment covered under insurance and issuance of invoices/requests for payment. In the past 3 FYE 2022 to 2024 and FPE 2025, 33.17%, 48.71%, 52.74% and 56.23% of our revenue was paid through our debtors. If any of our debtors fail to pay us in a timely manner and in full for the services we have provided, our financial conditions, results of operations and prospects might be materially and adversely affected.

In the past 3 FYEs 2022 to 2024, FPE 2025 and up to the LPD, we have not experienced any material delay or failure in receiving full payments from our debtors. However, there can be no assurance that any material delay or failure in receiving full payments from our debtors will not happen in the future which may cause material adverse impact on our financial conditions, results of operations and prospects.

(iv) Our insurance coverage may not be adequate to cover all losses or liabilities that may arise in connection with our operations

We maintain insurance at levels that are customary in our industry to protect against various losses and liabilities. As at the LPD, the insurance policies which our Group has taken up include, amongst others, medical malpractice indemnity insurance, fire insurance and public liability insurance. However, there is no assurance that our insurance coverage is sufficient to cover any damages to our Group or business operations.

Moreover, we will be subject to the risk that, in the future, we may not be able to maintain or obtain insurance of the type and amount desired at reasonable rates. If we were to incur a significant liability for which we were not fully insured, it may result us incurring additional cost that may adversely affect our business operations and financial performance.

12. FINANCIAL INFORMATION (CONT'D)**(v) Our business operations may be impacted by the spread or outbreak of contagious or virulent diseases such as COVID-19**

The COVID-19 had also disrupted the global supply chain, including the delivery of medicine, medical supplies and medical equipment. During FYE 2022, we ordered COVID-19 vaccines from Supplier Group A for a total purchase amount of RM23.10 million, whereby we made an advance payment of RM11.55 million, being 50% of the total purchase amount. Subsequently between August 2021 to September 2021, we made additional payments amounting to RM8.08 million as the vaccines were delivered to us. In total, we made payments (including advance payment) of RM19.63 million, but only doses valued at RM13.03 million were delivered to us. Supplier Group A was not able to deliver the remaining doses due to the shortage of vaccines. As such, the remaining RM6.60 million of vaccine doses remain outstanding to us. Subsequently, as the COVID-19 subsided, Supplier Group A had offered to deliver the remaining doses to us but we chose to not take delivery as the demand for COVID-19 vaccines has decreased substantially. We then negotiated with Supplier Group A and it was agreed that the RM6.60 million due to us will be set off against purchases of all other range of products within Supplier Group A. Our Company had claimed medicine, laboratory, medical supplies amounting to RM0.47 million and RM0.09 million in FYE 2024 and FPE 2025, respectively. Following numerous discussions with Supplier Group A, on 8 April 2025, the parties have come to an agreement that the balance outstanding sum amounting to RM6.01 million (as at the LPD) will be settled in multiple tranches. Barring any unforeseen circumstances, the balance outstanding sum is expected to be fully settled by the first quarter of 2026. Kindly refer to Section 14.6(v) of this Prospectus for the details of the settlement agreement.

Save as disclosed above, in the past 3 FYEs 2022 to 2024, FPE 2025 and up to the LPD, we have not experienced any other material impact to our business operations due to the spread or outbreak of contagious or virulent diseases. Nevertheless, moving forward, in the event of outbreak of any contagious or virulent diseases in the future, there can be no assurance that the business operations of our Group will not be adversely impacted. Further, if any of the healthcare professionals and/or employees in our medical centre, dental clinics or polyclinic is infected with the contagious or virulent diseases, we may be required to temporarily suspend our services or shut down our operations for purposes of disinfection and to contain the spread of such diseases. All of these could adversely impact our business and operations, as well as our financial performance.

[The rest of this page is intentionally left blank]

12. FINANCIAL INFORMATION (CONT'D)**12.2.2 Review of our results of operations****(i) Revenue****Analysis of revenue by business segment**

	FYE 2022		FYE 2023		FYE 2024	
	RM'000	%	RM'000	%	RM'000	%
Specialist consultant services	26,408	27.20	31,198	31.24	32,637	31.28
Healthcare support services ⁽¹⁾	66,272	68.26	66,498	66.60	69,893	66.99
Other services ⁽²⁾	4,408	4.54	2,155	2.16	1,805	1.73
	97,088	100.00	99,851	100.00	104,335	100.00
	FPE 2024		FPE 2025			
	RM'000	%	RM'000	%		
Specialist consultant services	19,537	31.06	17,340	29.62		
Healthcare support services ⁽¹⁾	42,266	67.19	40,168	68.61		
Other services ⁽²⁾	1,101	1.75	1,039	1.77		
	62,904	100.00	58,547	100.00		

Notes:

- (1) Healthcare support services comprise facilities services, ward services, clinical support services, sale of medication and nursing care services.
- (2) Other services comprise general dental services and polyclinic services. Beginning March 2025, this segment will include medical laboratory services provided by RYM DX Lab.

Analysis of revenue by type of patient care

	FYE 2022		FYE 2023		FYE 2024	
	RM'000	%	RM'000	%	RM'000	%
Inpatient	59,468	61.25	74,518	74.63	78,832	75.56
Outpatient	37,620	38.75	25,333	25.37	25,503	24.44
	97,088	100.00	99,851	100.00	104,335	100.00
	FPE 2024		FPE 2025			
	RM'000	%	RM'000	%		
Inpatient	47,452	75.44	45,039	76.93		
Outpatient	15,452	24.56	13,508	23.07		
	62,904	100.00	58,547	100.00		

Analysis of number of patient care

	FYE 2022		FYE 2023		FYE 2024	
	Number of patients	%	Number of patients	%	Number of patients	%
Inpatient	7,158	5.77	9,188	7.19	9,336	8.11
Outpatient	116,866	94.23	118,547	92.81	105,838	91.89
	124,024	100.00	127,735	100.00	115,174	100.00

12. FINANCIAL INFORMATION (CONT'D)

	FPE 2024		FPE 2025	
	Number of patients	%	Number of patients	%
Inpatient	5,759	8.17	5,010	8.56
Outpatient	64,720	91.83	53,539	91.44
	70,479	100.00	58,549	100.00

Bed occupancy rates

	Total patient days per annum ⁽¹⁾	Total bed available per annum ⁽²⁾	Annual bed occupancy rate ⁽³⁾ (%)
FYE 2022	29,991	59,130	50.72
FYE 2023	39,318	59,130	66.49
FYE 2024	42,132	59,292	71.06
FPE 2024	26,489	34,668	76.41
FPE 2025	24,193	34,668	69.78

Notes:

- (1) The total patient days per annum represents the number of days stayed by our inpatients (excluding day care patients) in our PMC during the respective FYE and FPE, which represents the number of days where our beds are occupied.
- (2) The total bed available per annum is calculated based on the total bed multiple by the total days in respective FYE and FPE. We have a total of 162 beds in FYE 2022 to FYE 2024, FPE 2024 and FPE 2025, prior to the renewal of our hospital licence on 23 April 2025 which reduced our number of beds to 121 beds. The reduction in number of beds was also in-line with our efforts in converting three-bedded and four-bedded rooms to single- and double-bedded rooms. Total beds available per annum during FYE 2024 was higher as they were 366 days in 2024.
- (3) The annual bed occupancy rate is calculated by dividing total patient days per annum against total bed available per annum.

Comparison between FYE 2022 and FYE 2023

Our revenue increased by RM2.76 million or 2.84% to RM99.85 million for FYE 2023 (FYE 2022: RM97.09 million). Such an increase was in tandem with the increase in the total number of our patients from 124,024 patients to 127,735 patients. The increase was mainly due to the COVID-19 gradually subsiding whereas, during the COVID-19, cancellations and deferments of routine and/or non-urgent healthcare were prevalent during periods of high infection rates as patients delayed healthcare treatments and consultations mainly due to lockdown and movement restriction measures to contain the spread of COVID-19 as well as reluctance to visit healthcare facilities due to the fear of contracting COVID-19.

The healthcare support services segment was our primary revenue contributor, which contributed to RM66.50 million or 66.60% of our total revenue for FYE 2023 (FYE 2022: RM66.27 million or 68.26%).

In terms of our revenue by type of patient care, inpatient care was our primary revenue contributor which recorded RM74.52 million or 74.63% of our total revenue for FYE 2023 (FYE 2022: RM59.47 million or 61.25%).

12. FINANCIAL INFORMATION (CONT'D)***Specialist consultant services***

Revenue from the specialist consultant services segment increased by RM4.79 million or 18.14% to RM31.20 million for FYE 2023 (FYE 2022: RM26.41 million). This increase was in tandem with the increase in number of inpatient care from 7,158 patients to 9,188 patients, primarily contributed by the increased revenue from our paediatrics, emergency medicine, in-house medical officers, cardiology as well as obstetrics and gynaecology consultant services, which collectively contributed to an increase in revenue by RM3.77 million.

Healthcare support services

Revenue from the healthcare support services segment recorded an increase of RM0.23 million or 0.35% to RM66.50 million for FYE 2023 (FYE 2022: RM66.27 million). Such increase was mainly contributed by the following healthcare support services:

- (i) Facilities services which recorded an increase in revenue by RM4.16 million, primarily from the revenue for use of our operating theatre with the increase in number of surgical cases that required general anaesthesia;
- (ii) Clinical support services which recorded an increase in revenue by RM2.45 million, mainly contributed by rehabilitative care services which contributed to the increased revenue of RM2.04 million; and
- (iii) Ward services which recorded an increase in revenue by RM1.44 million, which increased in tandem with the increase in bed occupancy rate from 50.72% for FYE 2022 to 66.49% for FYE 2023.

The abovementioned increases were partially offset by the decrease in sale of medication by RM7.89 million, mainly attributable to the reduction in demand for COVID-19 vaccines as a result of COVID-19 gradually subsiding. Our medical centre was amongst the hospitals which treated COVID-19 patients. Furthermore, on 5 May 2021, our Group also participated in the National COVID-19 Immunisation Programme to provide COVID-19 vaccination and COVID-19 test services to the public, which recorded a total revenue of RM14.35 million from the sale of vaccines in FYE 2022. The decrease in COVID-19 vaccines was partially offset by the higher revenue generated from the sale of medication to our patients which increased in tandem with the increase in the total number of our patients from 124,024 patients to 127,735 patients.

Other services

Revenue from other services recorded a decrease of RM2.25 million or 51.02% to RM2.16 million for FYE 2023 (FYE 2022: RM4.41 million). The said decrease was primarily due to lower revenue recorded for the polyclinic services by RM2.26 million or 54.33% to RM1.90 million for FYE 2023 (FYE 2022: RM4.16 million) mainly due to the absence of sale of COVID-19 vaccines in FYE 2023 (FYE 2022: RM2.30 million) due to the reduction in demand for COVID-19 vaccines as a result of COVID-19 gradually subsiding.

Comparison between FYE 2023 and FYE 2024

Our revenue increased by RM4.49 million or 4.50% to RM104.34 million for FYE 2024 (FYE 2023: RM99.85 million). Such an increase was primarily contributed by the increase in revenue from our healthcare support services segment.

The healthcare support services segment remains our primary revenue contributor, which contributed RM69.89 million or 66.99% to our total revenue for FYE 2024 (FYE 2023: RM66.50 million or 66.60%).

12. FINANCIAL INFORMATION (CONT'D)

In terms of revenue by type of patient care, inpatient care remains our primary revenue contributor which recorded RM78.83 million or 75.56% of our total revenue for FYE 2024 (FYE 2023: RM74.52 million or 74.63%).

Specialist consultant services

Our revenue from the specialist consultant services segment further increased by RM1.44 million or 4.62% to RM32.64 million for FYE 2024 (FYE 2023: RM31.20 million). This increase is in tandem with the increase in number of inpatient from 9,188 patients to 9,336 patients, primarily contributed by the increased revenue from our otorhinolaryngology and orthopaedics consultant services which collectively contributed to an increase in revenue by RM1.22 million.

Healthcare support services

Revenue from the healthcare support services segment increased by RM3.39 million or 5.10% to RM69.89 million for FYE 2024 (FYE 2023: RM66.50 million). The said increase was mainly due to the following healthcare support services:

- (i) Sale of medication which recorded an increase in revenue by RM1.70 million primarily due to the increase in medicine prices to cater to the increase in purchase prices; and
- (ii) Facilities services which recorded an increase in revenue by RM1.24 million primarily from the revenue for the use of our operating theatre. Despite recording a lower number of surgical cases required general anaesthesia, we recorded an increase in revenue for operating theatre from surgical cases that required general anaesthesia as there were cases that required complex endoscopic and laparoscopic procedures, which are minimal invasive medical procedures that generally costs more.

Other services

Revenue from other services for FYE 2024 was consistent as compared to FYE 2023.

Comparison between FPE 2024 and FPE 2025

Our revenue decreased by RM4.35 million or 6.92% to RM58.55 million for FPE 2025 (FPE 2024: RM62.90 million). Such decrease was primarily contributed by the decrease in revenue from our specialist consultant services and healthcare support services segment. We recorded a decrease in the number of patients from 70,479 patients for FPE 2024 to 58,549 patients for FPE 2025. During September 2024 to November 2024, we recorded a drop of 22% in number of patients during that period as compared to corresponding period in 2023. This was possibly due to the raining season (during September 2024 to November 2024) which had caused several floods at Alor Setar, Kedah and its surrounding areas which had led to difficulties in patients travelling to our PMC. Nevertheless, our PMC was not affected by the flood and there were no disruptions to our operations.

The healthcare support services segment was our primary revenue contributors, which contributed to RM40.17 million or 68.61% of our total revenue for FPE 2025 (FPE 2024: RM42.27 million or 67.19%).

In terms of our revenue by type of patient care, inpatient care was our primary revenue contributor which recorded RM45.04 million or 76.93% of our total revenue for FPE 2025 (FPE 2024: RM47.45 million or 75.44%).

12. FINANCIAL INFORMATION (CONT'D)

Specialist consultant services

Our revenue from the specialist consultant services segment decreased by RM2.20 million or 11.26% to RM17.34 million for FPE 2025 (FPE 2024: RM19.54 million). The decrease is in tandem with the decrease in number of inpatient care from 5,759 patients to 5,010 patients, primarily contributed by the decreased revenue from our orthopaedics, paediatrics and cardiology consultant services which contributed to a decrease in revenue by RM1.96 million.

Healthcare support services

Revenue from the healthcare support services segment decreased by RM2.10 million or 4.97% to RM40.17 million for FPE 2025 (FPE 2024: RM42.27 million). The said decrease was mainly due to the following healthcare support services:

- (i) Clinical support services which recorded a decrease in revenue by RM1.29 million, mainly contributed by the rehabilitative care services and medical laboratory which collectively contributed to the decreased revenue of RM1.09 million. We recorded a lower number of cases in both rehabilitative care and medical laboratory, which decreased by an average of 17.95% in FPE 2025; and
- (ii) Sales of medication which recorded a decrease in revenue by RM0.85 million, in tandem with the decrease in the number of patients from 70,479 patients for FPE 2024 to 58,549 patients for FPE 2025.

Other services

Revenue from other services for FPE 2025 was consistent as compared to FPE 2024.

[The rest of this page is intentionally left blank]

12. FINANCIAL INFORMATION (CONT'D)**(ii) Cost of sales, GP and GP margin****Analysis of cost of sales by cost component**

	FYE 2022		FYE 2023		FYE 2024	
	RM'000	%	RM'000	%	RM'000	%
Specialist consultation fees ⁽ⁱ⁾	20,554	29.51	24,368	38.34	26,866	38.61
Purchases of medical related products, consumable and disposable items ⁽ⁱⁱ⁾	30,938	44.41	20,839	32.78	21,713	31.20
Payroll related costs ⁽ⁱⁱⁱ⁾	8,369	12.01	8,701	13.69	10,377	14.91
Depreciation of property, plant and equipment as well as right-of-use assets ^(iv)	3,892	5.59	3,909	6.15	4,190	6.02
Rental of equipment ^(v)	1,668	2.39	2,113	3.32	2,625	3.77
Utilities	1,931	2.77	1,991	3.13	2,309	3.32
Other operating costs ^(vi)	2,311	3.32	1,644	2.59	1,512	2.17
	69,663	100.00	63,565	100.00	69,592	100.00

	FPE 2024		FPE 2025	
	RM'000	%	RM'000	%
Specialist consultation fees ⁽ⁱ⁾	15,925	39.26	15,928	41.34
Purchases of medical related products, consumable and disposable items ⁽ⁱⁱ⁾	13,130	32.37	10,334	26.82
Payroll related costs ⁽ⁱⁱⁱ⁾	5,545	13.67	6,768	17.57
Depreciation of property, plant and equipment as well as right-of-use assets ^(iv)	2,281	5.62	2,423	6.29
Rental of equipment ^(v)	1,424	3.51	898	2.33
Utilities	1,383	3.41	1,242	3.23
Other operating costs ^(vi)	877	2.16	932	2.42
	40,565	100.00	38,525	100.00

Notes:**(i) Specialist consultation fees**

Specialist consultation fees comprised fees paid to resident specialist consultants and visiting specialist consultants which are stipulated by percentage in a specialist practicing agreement between our Group and the respective specialist consultant.

During FYE 2024 and FPE 2025, we had discussed with our specialist consultants on a revision of fees in order for our hospital to remain competitive and attractive to the specialist consultants. This resulted in an upward revision of fees, which was implemented at a different time for each specialist consultant depending on their performance. Such revision in fees resulted a decrease in GP margin for specialist consultant services from 23.97% in FYE 2023 to 10.28% in FPE 2025. Apart from the recent revisions, the last revision of fees was made in 2009.

12. FINANCIAL INFORMATION (CONT'D)**(ii) Purchases of medical related products, consumable and disposable items**

Purchases of medical related products, consumable and disposable items comprised mainly laboratory, pharmaceutical products and medical supplies (including vaccines for COVID-19).

(iii) Payroll related costs

Payroll related costs comprised mainly medical staff's salaries, bonuses, employee provident fund contributions, allowances, staff welfare and other staff related expenses.

(iv) Depreciation of property, plant and equipment as well as right-of-use assets

Depreciation of property, plant and equipment includes depreciation costs for building, medical instruments and surgical equipment, electrical installation as well as office equipment and furniture and fittings.

Depreciation of right-of-use assets includes depreciation costs for medical instruments and surgical equipment, electrical installation and equipment, office equipment and furniture and fittings as well as motor vehicles.

(v) Rental of equipment

Rental of equipment includes rental of medical instruments and surgical equipment for our operating theatre use.

(vi) Other operating costs

Other operating costs comprised mainly amortisation of intangible assets in relation to software and system for storing of medical data and generation of medical records, upkeep and maintenance of building, medical and surgical equipment as well as transportation costs.

Our operating costs decreased by RM0.67 million or 29.00% to RM1.64 million for FYE 2023 (FYE 2022: RM2.31 million) as there were no transportation costs incurred in FYE 2023. Transportation costs of RM0.55 million paid to Supplier Group A in FYE 2022 were incurred for the purchase of COVID-19 vaccines. Our operating costs further decreased by RM0.13 million or 7.93% to RM1.51 million for FYE 2024 (FYE 2023: RM1.64 million) primarily due to the decrease in upkeep and maintenance of building for PMC and our polyclinic. Our operating costs increased by RM0.05 million or 5.68% to RM0.93 million for FPE 2025 (FPE 2024: RM0.88 million) mainly due to the increase in upkeep and maintenance of building for PMC and our polyclinic.

Analysis of cost of sales by business segment

	FYE 2022		FYE 2023		FYE 2024	
	RM'000	%	RM'000	%	RM'000	%
Specialist consultant services	19,818	28.45	23,719	37.31	26,229	37.69
Healthcare support services ⁽¹⁾	48,135	69.10	38,335	60.31	41,507	59.64
Other services ⁽²⁾	1,710	2.45	1,511	2.38	1,856	2.67
	69,663	100.00	63,565	100.00	69,592	100.00

12. FINANCIAL INFORMATION (CONT'D)

	FPE 2024		FPE 2025	
	RM'000	%	RM'000	%
Specialist consultant services	15,565	38.37	15,557	40.38
Healthcare support services ⁽¹⁾	23,960	59.07	21,996	57.10
Other services ⁽²⁾	1,040	2.56	972	2.52
	40,565	100.00	38,525	100.00

Notes:

(1) Healthcare support services comprise facilities services, ward services, clinical support services, sale of medication and nursing care services.

(2) Other services comprise general dental services and polyclinic services.

Analysis of GP and GP margin by business segment

	FYE 2022		FYE 2023		FYE 2024	
	GP	GP margin	GP	GP margin	GP / (Gross loss)	GP / (Gross loss) margin
	RM'000	%	RM'000	%	RM'000	%
Specialist consultant services	6,590	24.95	7,479	23.97	6,408	19.63
Healthcare support services	18,137	27.37	28,163	42.35	28,386	40.61
Other services	2,698	61.21	644	29.88	(51)	(2.83)
	27,425	28.25	36,286	36.34	34,743	33.30

	FPE 2024		FPE 2025	
	GP	GP margin	GP	GP margin
	RM'000	%	RM'000	%
Specialist consultant services	3,972	20.33	1,783	10.28
Healthcare support services	18,306	43.31	18,172	45.24
Other services	61	5.54	67	6.45
	22,339	35.51	20,022	34.20

Comparison between FYE 2022 and FYE 2023

Our cost of sales decreased by RM6.09 million or 8.74% to RM63.57 million for FYE 2023 (FYE 2022: RM69.66 million), mainly attributable to the decrease in the purchases of medical related products, consumable and disposable items by RM10.10 million or 32.64% to RM20.84 million for FYE 2023 (FYE 2022: RM30.94 million). During FYE 2022, we purchased RM13.03 million of vaccines for COVID-19 (FYE 2023: Nil).

12. FINANCIAL INFORMATION (CONT'D)

The said decrease was partially offset by the following:

- (i) Increase in specialist consultation fees by RM3.81 million which was in tandem with the increase in revenue; and
- (ii) Increase in payroll related costs by RM0.33 million mainly due to the increase in average medical staff headcount to 306 staff for FYE 2023 (FYE 2022: 275 staff).

Our GP increased by RM8.86 million or 32.30% to RM36.29 million for FYE 2023 (FYE 2022: RM27.43 million), primarily due to the increase in revenue coupled with lower cost of sales resulting from the purchases of medical related products, consumable and disposable items as mentioned above. Hence, the GP margin increased from 28.25% for FYE 2022 to 36.34% for FYE 2023.

Specialist consultant services

The cost of sales for specialist consultant services segment increased by RM3.90 million or 19.68% to RM23.72 million for FYE 2023 (FYE 2022: RM19.82 million), which was in tandem with the increase in revenue.

Hence, our GP for this segment increased by RM0.89 million or 13.51% to RM7.48 million for FYE 2023 (FYE 2022: RM6.59 million). Our GP margin of 23.97% for FYE 2023 was fairly consistent with the GP margin of 24.95% for FYE 2022.

Healthcare support services

Our healthcare support services was the primary contributor to our cost of sales and GP, which contributed 60.31% and 77.61% to our total cost of sales and GP, respectively, for FYE 2023 (FYE 2022: 69.10% and 66.13% of our total cost of sales and GP, respectively).

Our Group recorded a decrease in the cost of sales by RM9.80 million or 20.36% to RM38.34 million for FYE 2023 (FYE 2022: RM48.14 million) despite recording an increase in revenue for this segment. Hence, our GP increased by RM10.02 million or 55.24% to RM28.16 million for FYE 2023 (FYE 2022: RM18.14 million) and improved GP margin from 27.37% for FYE 2022 to 42.35% for FYE 2023. This was mainly due to the absence of the revenue from sale of vaccines for COVID-19 for FYE 2023 which yielded a lower margin for FYE 2022.

Other services

Our cost of sales for other services segment decreased by RM0.20 million or 11.70% to RM1.51 million for FYE 2023 (FYE 2022: RM1.71 million), which is in tandem with the decrease in revenue.

Hence, our GP decreased by RM2.06 million or 76.30% to RM0.64 million for FYE 2023 (FYE 2022: RM2.70 million) and we recorded a decrease in GP margin from 61.21% for FYE 2022 to 29.88% for FYE 2023, mainly due to (i) the decrease in revenue from our polyclinics services by 54.33% which resulted from the absence of sale of vaccines in FYE 2023 due to the reduction in demand for COVID-19 vaccines; (ii) higher gross loss recorded for our general dental services for FYE 2023; and (iii) the reduction in provision of COVID-19 PCR and antigen tests which yielded high GP margins for FYE 2022.

12. FINANCIAL INFORMATION (CONT'D)**Comparison between FYE 2023 and FYE 2024**

Our cost of sales increased by RM6.02 million or 9.47% to RM69.59 million for FYE 2024 (FYE 2023: RM63.57 million), which is in tandem with the increase in our revenue.

We recorded an increase in cost components in FYE 2024 as compared to FYE 2023 mainly due to the following:

- (i) Increase in specialist consultation fees by RM2.50 million which was in tandem with the increase in revenue;
- (ii) Increase in payroll related costs by RM1.68 million mainly due to the increase in average medical staff headcount to 333 staff for FYE 2024 (FYE 2023: 306 staff), bonuses and allowances;
- (iii) Increase in purchases of medical related products, consumable and disposable items by RM0.87 million mainly due to increase in the prices of medical supplies and medicines; and
- (iv) Increase in rental of equipment by RM0.51 million mainly due to higher medical instruments and surgical equipment usage which was in tandem with the increase in revenue for the use of our operating theatre.

Resulting from the above, our GP decreased by RM1.55 million or 4.27% to RM34.74 million for FYE 2024 (FYE 2023: RM36.29 million), and we recorded a decrease in GP margin from 36.34% for FYE 2023 to 33.30% for FYE 2024.

Specialist consultant services

The cost of sales for specialist consultant services segment increased by RM2.51 million or 10.58% to RM26.23 million for FYE 2024 (FYE 2023: RM23.72 million), which was in tandem with the revenue growth.

Despite recording an increase in revenue for this segment, our GP decreased by RM1.07 million or 14.30% to RM6.41 million for FYE 2024 (FYE 2023: RM7.48 million) and our GP margin decreased from 23.97% for FYE 2023 to 19.63% for FYE 2024. This was mainly due to the upward revision of fees paid to specialist consultants in order for us to remain competitive and attractive to specialist consultants.

Healthcare support services

Our healthcare support services was the primary contributor to our cost of sales and GP, which contributed 59.64% and 81.70% to our total cost of sales and GP, respectively, for FYE 2024 (FYE 2023: 60.31% and 77.61% of our total cost of sales and GP, respectively).

This segment recorded an increase in the cost of sales by RM3.17 million or 8.27% to RM41.51 million for FYE 2024 (FYE 2023: RM38.34 million), mainly due to the increase in prices of medical supplies and medicines.

Our GP increased by RM0.23 million or 0.82% to RM28.39 million for FYE 2024 (FYE 2023: RM28.16 million). Despite recording an increase in GP, we recorded lower GP margin of 40.61% for FYE 2024 (FYE 2023: 42.35%). This was mainly due to the increase in payroll related costs resulting from the increase in average medical staff headcount to 264 staff for FYE 2024 (FYE 2023: 242 staff), bonuses and allowances.

12. FINANCIAL INFORMATION (CONT'D)***Other services***

Our Group recorded an increase in cost of sales for other services segment by RM0.35 million or 23.18% to RM1.86 million for FYE 2024 (FYE 2023: RM1.51 million). We recorded a gross loss of RM0.05 million for FYE 2024 (FYE 2023: gross profit of RM0.64 million) and we recorded a gross loss margin of 2.83% for FYE 2024 (FYE 2023: GP margin of 29.88%) mainly attributable to the gross loss recorded by our general dental services primarily due to costs incurred (i.e. staff costs and set up costs) for the expansion of our general dental services to Semenyih, Selangor which commenced operations on 17 October 2023. Besides, we recorded a gross profit for our polyclinic services during FYE 2024.

Comparison between FPE 2024 and FPE 2025

Our cost of sales decreased by RM2.04 million or 5.03% to RM38.53 million for FPE 2025 (FPE 2024: RM40.57 million), mainly attributable to the net effect of the following:

- (i) Decrease in purchases of medical related products, consumable and disposable items by RM2.80 million which was in tandem with the decrease in revenue from the sales of medication;
- (ii) Decrease in rental of equipment by RM0.53 million mainly due to lower medical instruments and surgical equipment usage in our operating theatre which was in tandem with the lower number of surgical cases recorded for FPE 2025; and
- (iii) Increase in payroll related costs by RM1.22 million mainly due to the increase in average staff headcount to 348 staff for FPE 2025 (FPE 2024: 326 staff), allowances and overtime.

Resulting from the above, our GP decreased by RM2.32 million or 10.38% to RM20.02 million for FPE 2025 (FPE 2024: RM22.34 million) and we recorded a decrease in GP margin from 35.51% for FPE 2024 to 34.20% for FPE 2025.

Specialist consultant services

The cost of sales for specialist consultant services segment decreased by RM0.01 million or 0.06% to RM15.56 million for FPE 2025 (FPE 2024: RM15.57 million), which was in tandem with the decrease in revenue.

Hence, our GP for this segment decreased by RM2.19 million or 55.16% to RM1.78 million for FPE 2025 (FPE 2024: RM3.97 million) and we recorded a decrease in GP margin from 20.33% for FPE 2024 to 10.28% for FPE 2025. This was mainly due to the upward revision of fees paid to specialist consultants in order for us to remain competitive and attractive to specialist consultants.

Healthcare support services

Our healthcare support services is the primary contributor to our cost of sales and GP, which contributed 57.10% and 90.76% to our total cost of sales and GP, respectively, for FPE 2025 (FPE 2024: 59.07% and 81.95% of our total cost of sales and GP, respectively).

Our Group recorded a decrease in the cost of sales by RM1.96 million or 8.18% to RM22.00 million for FPE 2025 (FPE 2024: RM23.96 million), which was in tandem with the decrease in revenue. Correspondingly, our GP decreased by RM0.14 million or 0.76% to RM18.17 million for FPE 2025 (FPE 2024: RM18.31 million).

12. FINANCIAL INFORMATION (CONT'D)

We recorded an improved GP margin from 43.31% for FPE 2024 to 45.24% for FPE 2025, mainly due to the upward revision in selling prices of medical supplies and medicines.

Other services

Our cost of sales for other services segment decreased by RM0.07 million or 6.73% to RM0.97 million for FPE 2025 (FPE 2024: RM1.04 million), which was in tandem with the decrease in revenue.

Our GP increased by RM0.01 million or 16.67% to RM0.07 million for FPE 2025 (FPE 2024: RM0.06 million) and GP margin increased marginally from 5.54% for FPE 2024 to 6.45% for FPE 2025, mainly contributed by the decrease in purchase of medical products, consumable and disposal items which in tandem with the decrease in revenue. The decrease was partially offset by certain costs (i.e. staff costs and depreciation of property, plant and equipment) which did not decrease in tandem with the decrease in revenue, as these costs are generally fixed-in-nature.

(iii) Other income

	FYE 2022		FYE 2023		FYE 2024	
	RM'000	%	RM'000	%	RM'000	%
Interest income	457	28.62	469	30.61	858	33.62
Fair value gain on other investments ⁽¹⁾	-	-	-	-	574	22.49
Sponsorship ⁽²⁾	188	11.77	314	20.50	393	15.40
Unwinding interest ⁽³⁾	157	9.83	222	14.49	290	11.37
Investment income from other investments ⁽⁴⁾	377	23.61	196	12.79	186	7.29
Rental income ⁽⁵⁾	54	3.38	74	4.83	77	3.02
Advertisement ⁽⁶⁾	216	13.52	96	6.27	43	1.68
Gain on disposal of property, plant and equipment ⁽⁷⁾	117	7.33	-	-	-	-
Gain on disposal of other investments	-	-	-	-	-	-
Car park income ⁽⁸⁾	-	-	-	-	58	2.27
Cafeteria income	-	-	-	-	-	-
Others ⁽⁹⁾	31	1.94	161	10.51	73	2.86
	1,597	100.00	1,532	100.00	2,552	100.00

12. FINANCIAL INFORMATION (CONT'D)

	FPE 2024		FPE 2025	
	RM'000	%	RM'000	%
Interest income	472	35.54	425	37.68
Fair value gain on other investments ⁽¹⁾	417	31.40	-	-
Sponsorship ⁽²⁾	35	2.64	-	-
Unwinding interest ⁽³⁾	171	12.88	172	15.25
Investment income from other investments ⁽⁴⁾	93	7.00	107	9.48
Rental income ⁽⁵⁾	47	3.54	31	2.75
Advertisement ⁽⁶⁾	28	2.11	36	3.19
Gain on disposal of property, plant and equipment ⁽⁷⁾	-	-	-	-
Gain on disposal of other investments	-	-	17	1.51
Car park income ⁽⁸⁾	24	1.81	144	12.76
Cafeteria income	-	-	97	8.60
Others ⁽⁹⁾	41	3.08	99	8.78
	1,328	100.00	1,128	100.00

Notes:

- (1) Fair value gain on other investments were derived from our investment in unit trust (unquoted shares).
- (2) Sponsorship from our suppliers for events organised by our Group.
- (3) Unwinding interest pursuant to the application of MFRS 13, being unwinding of the discounting impact for the long-term prepaid keyman insurance premiums paid to its present value.
- (4) Investment income from other investments comprised dividend and interest income from our investment in unit trust (unquoted shares) and bond investments (unquoted shares).
- (5) Rental income comprised rental received from the rental of cafeteria located in PMC and the sublet of a space at our polyclinic located in Kulim, Kedah to related parties.
- (6) Advertisement in relation to spaces rented to third parties to advertise their products or services in PMC.
- (7) Gain on disposal of property, plant and equipment in relation to the disposal of 2 units of motor vehicles to our Promoter and key senior management, which were set out in Items 1 and 4 of Section 10.1 of this Prospectus.
- (8) Prior to FYE 2024, the car park was managed by a third-party car park operator whereby PMC collected a management service fee from the said operator. This fee was recorded in other income under "Others". In FYE 2024, PMC decided to undertake the car park management on its own and hence recorded car park income.
- (9) Others comprised mainly employee buyout compensation received of RM0.10 million and RM0.02 million for FYE 2023 and 2024, clinical posting fees of RM0.05 million for FPE 2025.

12. FINANCIAL INFORMATION (CONT'D)**Comparison between FYE 2022 and FYE 2023**

Our other income decreased by RM0.07 million or 4.38% to RM1.53 million for FYE 2023 (FYE 2022: RM1.60 million) mainly due to the decrease in investment income from other investments of RM0.18 million.

The abovementioned decrease was offset partially by the increase in sponsorship of RM0.13 million as our Group organised more events during FYE 2023 as compared to FYE 2022.

Comparison between FYE 2023 and FYE 2024

Our other income increased by RM1.02 million or 66.67% to RM2.55 million for FYE 2024 (FYE 2023: RM1.53 million) mainly due to:

- (i) Increase in fair value gain on other investments of RM0.57 million; and
- (ii) Increase in interest income of RM0.39 million from the interest received from bank deposits.

Comparison between FPE 2024 and FPE 2025

Our other income decreased by RM0.20 million or 15.04% to RM1.13 million for FPE 2025 (FPE 2024: RM1.33 million) mainly due to the decrease in fair value gain on other investments as our Group has sold all our unit trust and does not hold any other investment. The said decrease was partially offset by the increase in car park income from our PMC.

(iv) Administrative expenses

	FYE 2022		FYE 2023		FYE 2024	
	RM'000	%	RM'000	%	RM'000	%
Staff costs ⁽¹⁾	3,723	33.62	5,075	36.08	5,790	36.74
Directors' remuneration	2,863	25.86	3,593	25.54	2,798	17.75
Office and operations related expenses ⁽²⁾	1,317	11.89	1,343	9.55	1,609	10.21
Professional fees ⁽³⁾	176	1.59	548	3.90	1,505	9.55
Bank charges	184	1.66	313	2.23	706	4.48
Insurances	1,337	12.08	1,617	11.50	935	5.93
Repair and maintenance ⁽⁴⁾	598	5.40	739	5.25	689	4.37
Depreciation of property, plant and equipment and right-of-use assets	580	5.24	358	2.54	384	2.44
Stamp duties	57	0.51	12	0.08	581	3.69
Marketing and promotional expenses	50	0.45	143	1.02	104	0.66
License, certification and membership fees	103	0.93	115	0.82	264	1.68
Others ⁽⁵⁾	85	0.77	210	1.49	394	2.50
	11,073	100.00	14,066	100.00	15,759	100.00

12. FINANCIAL INFORMATION (CONT'D)

	FPE 2024		FPE 2025	
	RM'000	%	RM'000	%
Staff costs ⁽¹⁾	3,560	41.52	3,639	36.24
Directors' remuneration	1,233	14.38	1,454	14.48
Office and operations related expenses ⁽²⁾	879	10.25	1,021	10.17
Professional fees ⁽³⁾	273	3.19	665	6.62
Bank charges	615	7.17	212	2.11
Insurances	710	8.28	1,139	11.34
Repair and maintenance ⁽⁴⁾	489	5.70	510	5.08
Depreciation of property, plant and equipment and right-of-use assets	234	2.73	587	5.84
Stamp duties	94	1.10	274	2.73
Marketing and promotional expenses	74	0.86	26	0.26
License, certification and membership fees	228	2.66	177	1.76
Others ⁽⁵⁾	185	2.16	338	3.37
	8,574	100.00	10,042	100.00

Notes:

- (1) Staff costs comprised non-medical staff's salaries, bonuses, employees provident fund contributions, allowances, staff welfare and other staff related expenses.
- (2) Office and operations related expenses comprised mainly printing and stationery, telephone, accounting software and subscription fees, cleaning as well as laundry expenses.
- (3) Professional fees comprised mainly audit fees, legal fee incurred for banking facilities, and professional fees related to the IPO exercise.
- (4) Repair and maintenance for motor vehicles, office, equipment, furniture and fittings.
- (5) Others comprised mainly travelling expenses, gift and donation as well as charges imposed by Inland Revenue Board due to underestimation of income tax for the year assessment 2023 (in FYE 2024) resulting from the higher revenue recorded towards the end of FYE 2023.

Comparison between FYE 2022 and FYE 2023

Our administrative expenses increased by RM3.00 million or 27.10% to RM14.07 million for FYE 2023 (FYE 2022: RM11.07 million), mainly due to:

- (i) Increase in staff costs of RM1.36 million primarily due to increase in bonuses, allowances and staff training;
- (ii) Increase in directors' remuneration of RM0.73 million mainly due to annual salary increments;

12. FINANCIAL INFORMATION (CONT'D)

- (iii) Increase in professional fees of RM0.37 million primarily attributable to the increase in audit fees and professional fees relating to the IPO exercise; and
- (iv) Increase in insurance of RM0.28 million mainly due to higher keyman insurance premium incurred.

Comparison between FYE 2023 and FYE 2024

Our administrative expenses increased by RM1.69 million or 12.01% to RM15.76 million for FYE 2024 (FYE 2023: RM14.07 million), mainly due to:

- (i) Increase in professional fees of RM0.96 million mainly due to legal fees incurred for securing additional banking facilities;
- (ii) Increase in staff costs of RM0.71 million mainly due to increase in average non-medical staff headcount to 122 staff for FYE 2024 (FYE 2023: 115 staff) and allowances;
- (iii) Increase in stamp duties of RM0.57 million primarily due to stamp duties incurred for securing the term loan for the construction of PMC Kulim;
- (iv) Increase in bank charges of RM0.40 million mainly due to bank facilities fee paid for term loan for PMC Kulim; and
- (v) Increase in office and operations related expenses of RM0.27 million mainly due to the increase in telephone, accounting software and subscription fees as well as purchases of office equipment.

The abovementioned increases were partially offset by the following:

- (i) Decrease in directors' remuneration of RM0.80 million as no bonuses were paid to our directors during FYE 2024; and
- (ii) Decrease in insurances of RM0.68 million mainly due to the discounting impact for the future value of our keyman insurance premium paid to its present value as we drawdown the term loan in FYE 2023 to finance our keyman insurance premium.

Comparison between FPE 2024 and FPE 2025

Our administrative expenses increased by RM1.47 million or 17.15% to RM10.04 million for FPE 2025 (FPE 2024: RM8.57 million), mainly due to:

- (i) Increase in insurances of RM0.43 million mainly due to the term loan of RM1.00 million drawn during FPE 2025, which was utilised to finance our keyman insurance premium;
- (ii) Increase in professional fees of RM0.39 million primarily attributable to the following:
 - (a) Professional fees incurred for green building index certification of RM0.16 million and digital marketing fee of RM0.08 million for our revamp and rebrand exercise on social media platforms and websites; and
 - (b) Legal fee of RM0.11 million mainly incurred for the acquisition of the remaining interest in the 2 parcels of freehold lands during FYE 2024 and additional parcel of freehold land located in Kota Setar, Kedah for future operation use.

12. FINANCIAL INFORMATION (CONT'D)

- (iii) Increase in depreciation of property, plant and equipment and right-of-use assets of RM0.35 million mainly due to the purchase of additional property, plant and equipment in FPE 2025;
- (iv) Increase in directors' remuneration of RM0.22 million mainly due to annual salary increments; and
- (v) Increase in stamp duties of RM0.18 million primarily due to the acquisition of the freehold lands as mentioned above.

The abovementioned increases were partially offset by the decrease in bank charges of RM0.40 million mainly due to there were bank charges incurred for bank facilities fee paid for term loan for PMC Kulim in FPE 2024.

(v) Other expenses

	FYE 2022		FYE 2023		FYE 2024	
	RM'000	%	RM'000	%	RM'000	%
Fair value loss on other investments	128	100.00	957	95.99	-	-
Loss on modification of a lease contract	-	-	-	-	41	62.12
Goodwill on consolidation written off ⁽¹⁾	-	-	-	-	14	21.21
Bad debts written off	-	-	9	0.90	11	16.67
Loss on disposal of other investments	-	-	23	2.31	-	-
Property, plant and equipment written off	-	-	8	0.80	-	-
	128	100.00	997	100.00	66	100.00

	FPE 2024		FPE 2025	
	RM'000	%	RM'000	%
Fair value loss on other investments	-	-	-	-
Loss on modification of a lease contract	41	100.00	-	-
Goodwill on consolidation written off ⁽¹⁾	-	-	-	-
Bad debts written off	-	-	104	100.00
Loss on disposal of other investments	-	-	-	-
Property, plant and equipment written off	-	-	-	-
	41	100.00	104	100.00

Note:

- ⁽¹⁾ In FYE 2024, we acquired 51% equity interest in RYM DX based on its share capital for a total purchase consideration of RM0.26 million, which represents a premium of RM0.01 million over its NA as at 30 April 2023. As RYM DX had recorded losses during FYE 2024, the goodwill on consolidation was written off.

Comparison between FYE 2022 and FYE 2023

Our other expenses increased by RM0.87 million or 669.23% to RM1.00 million for FYE 2023 (FYE 2022: RM0.13 million), mainly attributable to the increase in fair value loss on other investments.

12. FINANCIAL INFORMATION (CONT'D)**Comparison between FYE 2023 and FYE 2024**

Our other expenses decreased by RM0.93 million or 93.00% to RM0.07 million for FYE 2024 (FYE 2023: RM1.00 million) as we did not record any fair value loss on other investments for FYE 2024. Instead, we recorded a fair value gain on our other investments of RM0.57 million for FYE 2024. As at the LPD, we have sold all our unit trust and do not hold any other investment.

Comparison between FPE 2024 and FPE 2025

Our other expenses increased by RM0.06 million or 150.00% to RM0.10 million for FPE 2025 (FPE 2024: RM0.04 million), mainly due to the amount owing from Uniq Medical Sdn Bhd and PMCK Medical Sdn Bhd of which the application to strike-off was submitted to the CCM during FPE 2025 as well as the write-off of a long outstanding debt from a patient.

(vi) Net loss/(gain) on impairment of financial assets

	FYE 2022		FYE 2023		FYE 2024	
	RM'000	%	RM'000	%	RM'000	%
Allowance for / (Reversal of) expected credit losses on: ⁽¹⁾						
- Trade receivables	90	100.00	-	-	⁽²⁾ (323)	(40.73)
- Other receivables	-	-	6,602	100.00	(470)	(59.27)
	90	100.00	6,602	100.00	(793)	(100.00)

	FPE 2024		FPE 2025	
	RM'000	%	RM'000	%
Allowance for / (Reversal of) expected credit losses on: ⁽¹⁾				
- Trade receivables	⁽²⁾ (293)	(46.07)	-	-
- Other receivables	(343)	(53.93)	(87)	(100.00)
	(636)	(100.00)	(87)	(100.00)

Notes:

(1) Our Group uses a provision matrix to calculate expected credit loss for receivables. The provision rates are based on number of days past due. The provision matrix is initially based on our Group's historical observed default rates. The historical observed default rates are updated and changes in the forward-looking estimates are analysed.

(2) Comprise the recognition and reversal of expected credit losses on trade receivables. In accordance with MFRS 9, an impairment analysis is performed at each reporting date for expected credit losses on trade receivables as well as for individually impaired trade receivables.

Comparison between FYE 2022 and FYE 2023

Our Group recorded allowance for expected credit loss for other receivables amounting to RM6.60 million from one of the entity within Supplier Group A as detailed in Section 12.2.1(f)(v) of this Prospectus.

12. FINANCIAL INFORMATION (CONT'D)**Comparison between FYE 2023 and FYE 2024**

Our Group recorded reversal of expected credit losses of RM0.79 million for FYE 2024 mainly due to the reversal of other receivables of RM0.47 million as we had received medicine, laboratory, medical supplies from Supplier Group A, of which the amount was utilised to offset against the amount due from the entity within Supplier Group A as detailed in Section 12.2.1(f)(v) of this Prospectus.

Comparison between FPE 2024 and FPE 2025

Our Group recorded a reversal of expected credit losses of RM0.09 million mainly due to the reversal of other receivables of RM0.09 million for FPE 2025 as we had received medicine, laboratory and medical supplies from Supplier Group A, of which the amount was utilised to offset against the amount due from the entity within Supplier Group A as detailed in Section 12.2.1(f)(v) of this Prospectus.

(vii) Finance costs

	FYE 2022		FYE 2023		FYE 2024	
	RM'000	%	RM'000	%	RM'000	%
Interest expenses on:						
- Term loans	339	38.22	405	68.41	538	60.65
- Bank overdraft	147	16.57	-	-	2	0.23
- Lease liabilities	398	44.87	187	31.59	347	39.12
- Bankers' acceptances	3	0.34	-	-	-	-
	887	100.00	592	100.00	887	100.00

	FPE 2024		FPE 2025			
	RM'000	%	RM'000	%		
Interest expenses on:						
- Term loans	312	60.82	325	61.32		
- Bank overdraft	2	0.39	-	-		
- Lease liabilities	199	38.79	205	38.68		
- Bankers' acceptances	-	-	-	-		
	513	100.00	530	100.00		

Comparison between FYE 2022 and FYE 2023

Our finance costs decreased by RM0.30 million or 33.71% to RM0.59 million for FYE 2023 (FYE 2022: RM0.89 million), mainly attributable to:

- (i) Decrease in lease liabilities interest of RM0.21 million as we completed the scheduled repayment for the hire purchase of our medical instrument and surgical equipment as well as electrical installation and equipment; and
- (ii) Decrease in bank overdraft interest of RM0.15 million as we did not utilise any bank overdraft facilities in FYE 2023.

Comparison between FYE 2023 and FYE 2024

Our finance costs increased by RM0.30 million or 50.85% to RM0.89 million for FYE 2024 (FYE 2023: RM0.59 million), mainly due to:

- (i) Increase in lease liabilities interest of RM0.16 million primarily due to increase in hire purchase interest incurred mainly for the purchase of medical instruments and surgical equipment during FYE 2024; and

12. FINANCIAL INFORMATION (CONT'D)

- (ii) Increase in term loans interest of RM0.13 million due to the term loan drawdown of RM1.50 million in the second quarter of FYE 2023, which was utilised to finance our keyman insurance premium.

Comparison between FPE 2024 and FPE 2025

Our finance costs increased by RM0.02 million or 3.92% to RM0.53 million for FPE 2025 (FPE 2024: RM0.51 million) mainly due to the increase in term loans interest of RM0.01 million, as our Group had drawn a term loan of RM1.00 million during FPE 2025, which was utilised to finance our keyman insurance premium.

(viii) Taxation

	FYE 2022	FYE 2023	FYE 2024
	RM'000	RM'000	RM'000
Taxation	5,298	4,830	6,361
Statutory tax rate (%)	24.00	24.00	24.00
Effective tax rate (%)	31.45	31.04	29.76

	FPE 2024	FPE 2025
	RM'000	RM'000
Taxation	4,505	2,672
Statutory tax rate (%)	24.00	24.00
Effective tax rate (%)	29.69	25.30

Taxation comprise the current financial year/period's income tax payable, deferred tax and any under or overprovision of tax expenses in the previous financial year/period. The applicable statutory tax rate for FYEs 2022 to 2024, FPE 2024 and FPE 2025 is 24.00%.

Comparison between FYE 2022 and FYE 2023

Our taxation decreased by RM0.47 million or 8.87% to RM4.83 million for FYE 2023 (FYE 2022: RM5.30 million) mainly due to lower PBT recorded for FYE 2023.

Our effective tax rate of 31.04% for FYE 2023 was higher than the statutory tax rate, mainly attributable to certain expenses which were not deductible for tax reporting purposes of RM4.95 million, mainly comprising impairment of expected credit losses and insurance expenses.

Comparison between FYE 2023 and FYE 2024

Our taxation increased by RM1.53 million or 31.68% to RM6.36 million for FYE 2024 (FYE 2023: RM4.83 million), mainly attributable to higher PBT recorded for FYE 2024.

Our effective tax rate of 29.76% for FYE 2024 was higher than the statutory tax rate, mainly due to the net effect in the following:

- (i) Certain expenses which were not deductible for tax reporting purposes of RM5.88 million, mainly comprising professional fees, expenses incurred for the land purchase, charges imposed by Inland Revenue Board incurred for the underestimation of income tax for the year assessment 2023 and depreciation of non-qualifying assets;
- (ii) Over provision of tax expenses in prior year of RM0.10 million; and
- (iii) Income not subject to tax of RM0.14 million being the fair value gain on our other investments.

12. FINANCIAL INFORMATION (CONT'D)**Comparison between FPE 2024 and FPE 2025**

Our tax expenses decreased by RM1.84 million or 40.80% to RM2.67 million for FPE 2025 (FPE 2024: RM4.51 million) mainly due to lower PBT recorded for FPE 2025.

Our effective tax rate of 25.30% for FPE 2025 was higher than the statutory tax rate, mainly due to the net effect in the following:

- (i) Certain expenses which were not deductible for tax reporting purposes of RM2.79 million, mainly comprising depreciation of non-qualifying assets;
- (ii) Over provision of tax expenses in prior year of RM0.33 million; and
- (iii) Over provision of deferred tax in prior year of RM0.22 million.

(ix) PBT, PAT, PBT margin and PAT margin

	FYE 2022	FYE 2023	FYE 2024
PBT (RM'000)	16,844	15,561	21,376
PBT margin (%)	17.35	15.58	20.49
PAT (RM'000)	11,546	10,731	15,015
PAT margin (%)	11.89	10.75	14.39
	FPE 2024	FPE 2025	
PBT (RM'000)	15,175	10,561	
PBT margin (%)	24.12	18.04	
PAT (RM'000)	10,670	7,889	
PAT margin (%)	16.96	13.47	

Comparison between FYE 2022 and FYE 2023

Our PBT and PBT margin decreased to RM15.56 million for FYE 2023 (FYE 2022: RM16.84 million) and 15.58% for FYE 2023 (FYE 2022: 17.35%), respectively. The decrease in PBT and PBT margin was mainly due to provision of allowance for impairment on other receivables, i.e. Supplier Group A of RM6.60 million in FYE 2023 as detailed in Section 12.2.1(f)(v) of this Prospectus.

Correspondingly, our PAT and PAT margin decreased to RM10.73 million for FYE 2023 (FYE 2022: RM11.55 million) and 10.75% for FYE 2023 (FYE 2022: 11.89%), respectively.

Comparison between FYE 2023 and FYE 2024

Our PBT and PBT margin increased to RM21.38 million FYE 2024 (FYE 2023: RM15.56 million) and 20.49% for FYE 2024 (FYE 2023: 15.58%), respectively. The increase in PBT and PBT margin was mainly due to the provision of allowance for impairment on other receivables, i.e. Supplier Group A of RM6.60 million which only existed in FYE 2023 and reversal of other receivables of RM0.47 million as we had received medicine, laboratory, medical supplies from Supplier Group A as detailed in Section 12.2.1(f)(v) of this Prospectus.

Correspondingly, our PAT and PAT margin increased to RM15.02 million for FYE 2024 (FYE 2023: RM10.73 million) and 14.39% for FYE 2024 (FYE 2023: 10.75%), respectively.

12. FINANCIAL INFORMATION (CONT'D)

Comparison between FPE 2024 and FPE 2025

Our PBT and PBT margin decreased to RM10.56 million for FPE 2025 (FPE 2024: RM15.18 million) and 18.04% for FPE 2025 (FPE 2024: 24.12%), respectively. The decrease in PBT and PBT margin was mainly due to lower GP recorded as detailed in Section 12.2.2(ii) of this Prospectus coupled with the lower other income and net gain on impairment of financial assets as detailed in Sections 12.2.2(iii) and 12.2.2(vi) of this Prospectus as well as the increase in our administrative expenses as detailed in Section 12.2.2(iv) of this Prospectus.

Correspondingly, our PAT and PAT margin decreased to RM7.89 million for FPE 2025 (FPE 2024: RM10.67 million) and 13.47% for FPE 2025 (FPE 2024: 16.96%), respectively.

[The rest of this page is intentionally left blank]

12. FINANCIAL INFORMATION (CONT'D)**12.2.3 Review of cash flows**

	Audited			
	FYE 2022	FYE 2023	FYE 2024	FPE 2025
	RM'000	RM'000	RM'000	RM'000
Net cash from operating activities	19,136	18,953	17,913	10,176
Net cash used in investing activities	(4,955)	(363)	(5,670)	(9,701)
Net cash used in financing activities	(21,395)	(13,500)	(15,840)	(1,611)
Net (decrease)/increase in cash and cash equivalents	(7,214)	5,090	(3,597)	(1,136)
Cash and cash equivalents at beginning of the financial years/period	28,752	21,538	26,628	23,031
Cash and cash equivalents at end of the financial years/period	21,538	26,628	23,031	21,895

FYE 2022**Net cash from operating activities**

For FYE 2022, our Group recorded net cash from operating activities of RM19.14 million after taking into consideration our operating profit of RM21.49 million and the following working capital changes:

- (i) Decrease in receivables of RM2.42 million mainly due to repayment received from a related party;
- (ii) Increase in payables of RM1.15 million primarily due to decrease in trade payables as we paid our suppliers in a shorter time;
- (iii) Increase in net contract balances of RM1.06 million mainly due to increase in contract assets as we have a higher number of patients that we have yet to bill as at 30 April 2022 as compared to as at 30 April 2021; and
- (iv) Income tax of RM3.37 million paid to Inland Revenue Board.

Net cash used in investing activities

For FYE 2022, our Group recorded a net cash used in investing activities of RM4.96 million, mainly attributable to the following:

- (i) Acquisition of other investments comprised mainly unit trust (unquoted shares) and bond investments (unquoted shares) of RM5.01 million; and
- (ii) Acquisition of property, plant and equipment of RM2.42 million comprising mainly cash purchase of medical instruments and surgical equipment of RM0.85 million and preliminary costs (i.e. land use conversion application made to the authorities) incurred for PMC Kulim of RM0.77 million.

The abovementioned cash outflows were partially offset by the withdrawal of fixed deposit with a licensed bank with more than 3 months to maturity of RM1.22 million for working capital purposes.

12. FINANCIAL INFORMATION (CONT'D)

Net cash used in financing activities

For FYE 2022, our Group recorded a net cash used in financing activities of RM21.40 million, mainly due to:

- (i) Dividend paid of RM16.03 million; and
- (ii) Repayment of bankers' acceptance of RM3.32 million.

FYE 2023

Net cash from operating activities

For FYE 2023, our Group recorded net cash from operating activities of RM18.95 million after taking into consideration our operating profit of RM27.30 million and the following working capital changes:

- (i) Increase in receivables of RM4.66 million primarily due to higher revenue recorded towards the last quarter of FYE 2023; and
- (ii) Income tax of RM4.19 million paid to Inland Revenue Board.

Net cash used in investing activities

For FYE 2023, our Group recorded a net cash used in investing activities of RM0.36 million, mainly attributable to the acquisition of property, plant and equipment of RM2.36 million comprising mainly cash purchase of medical instruments and surgical equipment of RM0.55 million and preliminary costs (i.e. architect and facilities planning fee) incurred for PMC Kulim of RM1.46 million.

The cash outflow was partially offset by disposal of other investments of RM1.81 million.

Net cash used in financing activities

For FYE 2023, our Group recorded a net cash used in financing activities of RM13.50 million, mainly attributable to:

- (i) Dividend paid of RM12.00 million; and
- (ii) Repayment of lease liabilities of RM1.73 million.

FYE 2024

Net cash from operating activities

For FYE 2024, our Group recorded a net cash from operating activities of RM17.91 million after taking into consideration our operating profit of RM24.38 million and the following working capital changes:

- (i) Decrease in receivables of RM1.60 million mainly due to lower revenue recorded towards the last quarter of FYE 2024;
- (ii) Decrease in net contract balances of RM1.05 million primarily due to decrease in contract assets as we have a lower number of patients that we have yet to bill as at 30 April 2024 as compared to as at 30 April 2023; and
- (iii) Income tax of RM8.95 million paid to Inland Revenue Board.

12. FINANCIAL INFORMATION (CONT'D)

Net cash used in investing activities

For FYE 2024, our Group recorded a net cash used in investing activities of RM5.67 million, mainly due to cash purchases for the following:

- (i) Payment for the 30% interest in 2 parcels of freehold land located in Kota Setar, Kedah of RM3.00 million. Kindly refer to Section 7.20.1 of this Prospectus for the details;
- (ii) Preliminary costs (i.e. design and development fees, quantity surveyor and engineer consultancy fees) incurred for PMC Kulim of RM1.22 million; and
- (iii) Medical instruments and surgical equipment of RM1.00 million.

Net cash used in financing activities

For FYE 2024, our Group recorded a net cash used in financing activities of RM15.84 million, mainly due to:

- (i) Dividend paid of RM12.00 million; and
- (ii) Repayment of lease liabilities of RM2.37 million.

FPE 2025

Net cash from operating activities

For FPE 2025, our Group recorded net cash from operating activities of RM10.18 million after taking into consideration our operating profit of RM13.49 million and the following working capital changes:

- (i) Increase in payables of RM0.58 million primarily due to certain medical instruments and surgical equipment purchased in FYE 2024 which were financed under hire purchase arrangements during FPE 2025;
- (ii) Increase in net contract balances of RM0.43 million primarily due to higher contract assets which we have yet to bill as at 30 November 2024 as compared to 30 April 2024;
- (iii) Interest received of RM0.36 million; and
- (iv) Income tax of RM3.25 million paid to Inland Revenue Board.

Net cash used in investing activities

For FPE 2025, our Group recorded a net cash used in investing activities of RM9.70 million, mainly due to the following:

- (i) Acquisition of property, plant and equipment of RM13.33 million comprising mainly cash purchases of RM7.30 million for the remaining interest in the 2 parcels of freehold lands purchased during FYE 2024 and additional parcel of freehold land located in Kota Setar, Kedah for future operation use and preliminary costs incurred for the construction of our PMC Kulim of RM5.02 million; and
- (ii) Placements of fixed deposit with a licensed banks more than 3 months to maturity of RM7.74 million.

The abovementioned cash outflows were partially offset by the proceeds from disposal of other investments of RM11.13 million.

12. FINANCIAL INFORMATION (CONT'D)

Net cash used in financing activities

For FPE 2025, our Group recorded a net used in financing activities of RM1.61 million from financing activities, mainly attributable to the following:

- (i) Repayment of lease liabilities of RM1.68 million;
- (ii) Interest paid of RM0.53 million; and
- (iii) Repayment of term loans of RM0.41 million.

The abovementioned cash outflows were partially offset by the drawdown of term loans of RM1.00 million to finance our keyman insurance premium.

[The rest of this page is intentionally left blank]

12. FINANCIAL INFORMATION (CONT'D)

12.3 LIQUIDITY AND CAPITAL RESOURCES

Our operations are funded by a combination of internal and external sources of funds. Our internal sources of funds comprise share capital and cash generated from our operating activities, while our external sources of funds are mainly credit extended by our suppliers and/or facilities from financial institutions. Our facilities from financial institutions comprise term loans, bank overdrafts and lease liabilities.

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 rates on borrowings. We carefully consider our cash position and ability to obtain further financing before making significant capital commitments.

Our Board confirms that we will have sufficient working capital to meet our present and foreseeable requirements for a period of 12 months from the date of this Prospectus, taking into consideration the following:

- (i) Our cash and cash equivalents of RM29.20 million as at the LPD;
- (ii) Our expected future cash flows from operations;
- (iii) Our total banking facilities (excluding hire purchase) as at the LPD of RM205.44 million, of which RM188.37 million has not been utilised; and
- (iv) Our Group's pro forma gearing ratio of 0.92 times, based on pro forma consolidated statements of financial positions as at 30 November 2024 after Public Issue and utilisation of proceeds assuming full draw down of the bank borrowings for construction of PMC Kulim amounting to RM166.00 million.

In addition to the above, our Group has taken into consideration that the total cost for the construction of our PMC Kulim is estimated at RM193.00 million, to be funded via bank borrowings secured of RM166.00 million and internally generated funds of RM27.00 million. We intend to utilise RM50.00 million from our IPO proceeds to repay the bank borrowings to be drawn for the construction of our PMC Kulim. Resulting from this, our pro forma gearing is expected to increase to 0.92 times after Public Issue and utilisation of proceeds.

Nevertheless, we wish to highlight that the RM166.00 million in bank borrowings shall be drawn in stages based on the progress of the construction from the first quarter of 2025 to the third quarter of 2027. In addition, in accordance of the terms of repayment, we are only required to repay the interest portion of the loan prior to the completion of the construction. The repayment of the capital portion of the loan will only commence after the completion of construction in third quarter of 2027.

After taking into consideration the additional internally generated funds to be recorded from FYE 2025 to FYE 2028, and the additional RM50.00 million from our IPO proceeds, the additional bank borrowings of RM166.00 million to be drawn, the repayment of this borrowing is not expected to materially impact our future profitability and cashflow requirements. As such, we confirm that we have sufficient working capital for our existing and foreseeable requirements for a period of 12 months from the date of the Listing.

12. FINANCIAL INFORMATION (Cont'd)

12.4 BORROWINGS

As at 30 November 2024, our total outstanding borrowings (including lease liabilities) stood at RM15.01 million, details of which are set out below:

Type of borrowings	Purpose	Tenure of the facility	Interest rate % Per annum	Audited as at 30 November 2024 RM'000	Repayable in 12 months RM'000	Repayable after 12 months RM'000
Term loans	For purchase of a freehold land	180 months	4.87% – 5.08%	4,082	367	3,715
	For purchase of keyman insurances	180 months	6.24% – 7.31%	4,868	364	4,504
Lease liabilities	Leasing of medical instrument and surgical equipment, motor vehicle, electrical installation and equipment as well as office equipment and furniture and fittings under hire purchase arrangement	36 to 60 months	2.00% – 6.54%	5,820	2,229	3,591
	Rental of premises	36 to 72 months	2.38% – 6.89%	244	112	132
Total borrowings				15,014	3,072	11,942
Pro forma gearing (times)						
Before the Public Issue ⁽¹⁾						0.17
After the Public Issue and utilisation of proceeds ⁽²⁾						0.92

12. FINANCIAL INFORMATION (Cont'd)**Notes:**

- (1) Computed based on our pro forma consolidated statements of financial position after the material subsequent events, but before IPO and utilisation of proceeds.
- (2) Computed based on our pro forma consolidated statements of financial position after the material subsequent events, IPO and utilisation of proceeds.

As at the LPD, Dato' Dr Lim and Dato' Lee have extended personal guarantees for banking facilities (including hire purchase) extended to our Group by Hong Leong Bank Berhad, Hong Leong Islamic Bank Berhad and Pac Lease Berhad (collectively, the "**Financiers**"). In conjunction with the Listing, our Group has applied to the Financiers to obtain a release and/or discharge of the guarantees by substituting the same with a corporate guarantee from PMCK and/or other securities from our Group acceptable to the Financiers. Until such release and/or discharge are obtained from the respective Financiers, Dato' Dr Lim and Dato' Lee will continue to guarantee the banking facilities extended to our Group.

As at the date of this Prospectus, our Group has received conditional approvals from the Financiers to discharge the above personal guarantees by substituting the same with a corporate guarantee from PMCK. The Financiers have imposed conditions that the discharge is conditional upon the completion of the Listing and execution and perfection of a corporate guarantee by PMCK.

Our bank borrowings carry the following interest rates for FYEs 2022 to 2024 and FPE 2025:

	Audited			
	FYE 2022	FYE 2023	FYE 2024	FPE 2025
	% per annum			
Term loans	4.03 – 6.39	5.03 – 9.11	4.74 – 7.32	4.87 – 7.31
Bankers' acceptance	3.64 – 5.75	-	-	-
Bank overdraft	5.89	-	6.64 – 6.89	-
Lease liabilities	3.00 – 7.34	2.38 – 7.34	2.00 – 6.89	2.00 – 6.89

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 FYEs 2022 to 2024, FPE 2025 and up to LPD.

As at the LPD, our Group is not 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. We do not encounter any seasonality in our borrowings trend, and there are no restrictions on our committed borrowing facilities i.e., our bankers.

For FYEs 2022 to 2024 and FPE 2025, we have not experienced any clawback or reduction in the facilities limit granted to us by our lenders.

12. FINANCIAL INFORMATION (CONT'D)

12.5 TYPES OF FINANCIAL INSTRUMENTS USED, TREASURY POLICIES AND OBJECTIVES

As at LPD, save as disclosed in Section 12.4 of this Prospectus, we do not have nor utilise any other financial instruments. We finance our operations mainly through shareholders' equity, cash generated from our operations, credit extended by our suppliers and external sources of funds. The external sources of funds consist of banking facilities from financial institutions. The principal usages of these bank borrowings are for the purchase of freehold land, keyman insurances, and to hire purchase medical instrument and surgical equipment, motor vehicle, electrical installation and equipment as well as office equipment and furniture and fittings.

Save for our lease liabilities which carry fixed interest rates, other borrowings bear variable interest rates based on the bank's base lending rate plus or minus a rate, which varies depending on the different types of bank facilities.

12.6 MATERIAL CAPITAL COMMITMENTS

As at LPD, save as disclosed below, we do not have any other material capital commitments:

	RM'000
Construction costs for PMC Kulim	185,516

We plan to meet our capital commitments through IPO proceeds, bank borrowings and/or internally generated funds.

Save as disclosed above, as at the LPD, we do not have other material capital commitments incurred or known to be incurred by us that may have a material adverse effect on our results of operations and financial condition.

12.7 MATERIAL LITIGATION AND CONTINGENT LIABILITIES

Save as disclosed in Section 14.7 of this Prospectus, we are not engaged in any other material litigation, claim or arbitration either as plaintiff or defendant. 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.

As at LPD, there are no material contingent liabilities incurred by our Group, which upon becoming enforceable may have a material effect on our business, financial results or position.

[The rest of this page is intentionally left blank]

12. FINANCIAL INFORMATION (CONT'D)**12.8 KEY FINANCIAL RATIOS**

The key financial ratios of our Group for FYEs 2022 to 2024 and FPE 2025 are as follows:

	Audited			
	FYE 2022	FYE 2023	FYE 2024	FPE 2025
Trade receivables turnover (days) ⁽¹⁾	20	24	28	27
Trade payables turnover (days) ⁽²⁾	41	45	40	40
Inventory turnover (days) ⁽³⁾	35	49	47	62
Current ratio (times) ⁽⁴⁾	4.41	3.29	3.79	3.76
Gearing ratio (times) ⁽⁵⁾	0.17	0.16	0.17	0.16

Notes:

- (1) Computed based on the average trade receivables divided by revenue for the respective years/period, multiplied by 365 days, 365 days, 366 days and 214 days for FYE 2022, FYE 2023, FYE 2024 and FPE 2025, respectively.
- (2) Computed based on the average trade payables divided by cost of sales (excluding payroll related costs, depreciation of property, plant and equipment as well as right-of-use assets, rental of equipment, utilities and other operating costs) for the respective years/period, multiplied by 365 days, 365 days, 366 days and 214 days for FYE 2022, FYE 2023, FYE 2024 and FPE 2025, respectively.
- (3) Computed based on average inventory divided by cost of sales (excluding specialist consultation fees, payroll related costs, depreciation of property, plant and equipment as well as right-of-use assets, rental of equipment, utilities and other operating costs) for the respective years/period, multiplied by 365 days, 365 days, 366 days and 214 days for FYE 2022, FYE 2023, FYE 2024 and FPE 2025, respectively.
- (4) Computed based on current assets over current liabilities as at the end of each financial year/period.
- (5) Computed based on total interest-bearing borrowings (including lease liabilities) divided by total equity as at the end of each financial year/period.

12.8.1 Trade receivables turnover

Our trade receivables turnover period (in days) for FYEs 2022 to 2024 and FPE 2025 are stated as below:

	Audited			
	FYE 2022	FYE 2023	FYE 2024	FPE 2025
	RM'000	RM'000	RM'000	RM'000
Opening trade receivables	5,556	5,112	8,365	8,032
Closing trade receivables	5,112	8,365	8,032	7,067
Average trade receivables	5,334	6,739	8,199	7,550
Revenue	97,088	99,851	104,335	58,547
Trade receivables turnover period (days)	20	24	28	27

12. FINANCIAL INFORMATION (CONT'D)

Due to the nature of our business, our customers comprise individual patients whom we provide healthcare services to, of which some patients are insured patients covered under insurance companies, TPAs, corporations and government agencies who are our debtors. Please refer to Section 7.4.3 of this Prospectus for the details of insurance companies and TPAs of which we are appointed as a panel medical centre.

The normal credit terms granted by our Group ranges from cash term to 60 days from the date of our invoice. Our credit terms to debtors are assessed and approved on a case-by-case basis after considering various factors such as relationship and payment history with our debtors, creditworthiness as well as the quantum of the amount outstanding.

Our Group reviews the recoverability of the receivables at each financial year to assess whether an impairment loss should be recognised. The impairment provisions for receivables are based on assumptions about risk of default and expected loss rate. Our Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on our Group's past history, existing market conditions at the end of each financial year.

Our Group uses a provision matrix to calculate expected credit loss for receivables. The provision rates are based on the number of days past due. The provision matrix is initially based on our Group's historical observed default rates. The historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Our trade receivables turnover period for FYE 2022, FYE 2023, FYE 2024 and FPE 2025 was 20 days, 24 days, 28 days and 27 days, respectively, which were within our normal credit terms granted to our debtors.

The ageing analysis of our trade receivables as at 30 November 2024 is as follows:

	Trade receivables as at 30 November 2024		Amount collected from 1 December 2024 up to the LPD	Balance trade receivables which have yet to be collected as at the LPD
	RM'000	Percentage of trade receivables	RM'000	RM'000
	(a)	(a)/total of (a)	(b)	(c) = (a)-(b)
Current (Not past due)	3,493	49.43	3,493	-
Past due:				
- less than 30 days	157	2.22	137	20
- 31 to 60 days	1,785	25.26	1,746	39
- 31 to 90 days	724	10.24	569	155
- more than 90 days	908	12.85	209	699
	3,574	50.57	2,661	913
	7,067	100.00	6,154	913

As at LPD, RM6.15 million or 87.08% of our trade receivables as at 30 November 2024 have been collected. The remaining balance of RM0.91 million have yet to be collected as at LPD, which have exceeded the credit period. The said outstanding balance is mainly due from insurance companies and TPAs which is taking longer time for settlement as there are verification requirements to be fulfilled before the release of payment as compared to individual patients whom are not insured patients. This is due to the verification requirements which will prolong the duration of the claim. The verification process varies from case to case.

12. FINANCIAL INFORMATION (CONT'D)

We are of the view that we are able to collect the majority of the outstanding amount as the debtors are insurance companies and TPAs that have good payment records with our Group.

12.8.2 Trade payables turnover

Our trade payables turnover period (in days) for FYEs 2022 to 2024 and FPE 2025 are as follows:

	Audited			
	FYE 2022	FYE 2023	FYE 2024	FPE 2025
	RM'000	RM'000	RM'000	RM'000
Opening trade payables	6,340	5,510	5,873	4,926
Closing trade payables	5,510	5,873	4,926	5,073
Average trade payables	5,925	5,692	5,400	5,000
Cost of sales ⁽¹⁾	51,492	45,207	48,579	26,262
Trade payables turnover period (days)	41	45	40	40

Note:

- ⁽¹⁾ Cost of sales excluding payroll related costs, depreciation of property, plant and equipment as well as right-of-use assets, rental of equipment, utilities and other operating costs.

The normal credit terms granted by our trade suppliers to our Group ranged from cash term to 120 days. To maintain good relationship with our suppliers, we will pay the suppliers as they fall due.

Our trade payables turnover period for FYE 2022, FYE 2023, FYE 2024 and FPE 2025 was 41 days, 45 days, 40 days and 40 days respectively, which were within the normal credit terms granted by our suppliers.

The ageing analysis of our trade payables as at 30 November 2024 is as follows:

	Trade payables as at 30 November 2024		Payment from 1 December 2024 up to the LPD	Balance trade payables which have yet to be paid as at the LPD
	RM'000	Percentage of trade payables (a)/total of (a)	RM'000	RM'000
	(a)	(a)	(b)	(c) = (a)-(b)
Within credit period	2,355	46.42	2,355	-
Past due:				
- less than 30 days	1,562	30.79	1,562	-
- 31 to 60 days	1,047	20.64	1,047	-
- 61 to 90 days	67	1.32	67	-
- More than 90 days	42	0.83	42	-
	2,718	53.58	2,718	-
	5,073	100.00	5,073	-

12. FINANCIAL INFORMATION (CONT'D)

As at LPD, we have paid all our outstanding trade payables as at 30 November 2024. There are no disputes regarding trade payables, and no legal action has been initiated by our suppliers to demand for payments.

12.8.3 Inventory turnover

Our inventory turnover period (in days) for FYEs 2022 to 2024 and FPE 2025 are set out below:

	Audited			
	FYE 2022	FYE 2023	FYE 2024	FPE 2025
	RM'000	RM'000	RM'000	RM'000
Opening inventories	3,221	2,807	2,825	2,838
Closing inventories	2,807	2,825	2,838	3,170
Average inventories	3,014	2,816	2,832	3,004
Cost of sales ⁽¹⁾	30,938	20,839	21,713	10,334
Inventory turnover period (days)	35	49	47	62

Note:

- ⁽¹⁾ Cost of sales excluding specialist consultation fees, payroll related costs, depreciation of property, plant and equipment and right-of-use assets, rental of equipment, utilities and other operating costs.

Our inventory turnover for FYE 2022, FYE 2023 and FYE 2024 was 35 days, 49 days and 47 days, respectively, which relatively consistent throughout FYEs 2022 to 2024.

We recorded lower inventory turnover of 35 days for FYE 2022 mainly due to higher turnover of medicine (which included sale of vaccines) in FYE 2022.

Our inventory turnover increased from 47 days for FYE 2024 to 62 days for FPE 2025 mainly due to the increase in inventories for pharmaceutical products resulted from decrease in sales of medication during FPE 2025 in tandem with the decrease in the number of patients recorded for FPE 2025.

Reviews are made periodically by management on expired, obsolete and slow moving inventories. These reviews require judgement and estimates. Possible changes in these estimates could result in revisions to the valuation of inventories.

We conduct a monthly management meeting to review stockholding level and inventory ageing analysis. Approval is required from the authorised personnel at management level for replenishment of inventories and impairment on slow moving inventories, if any.

We assess whether inventories should be impaired by identifying slow moving inventories during our monthly stock count, obsolete inventories will be written down to their net realisable value while expired inventories will be written off.

12. FINANCIAL INFORMATION (CONT'D)**12.8.4 Current ratio**

Our current ratio throughout the FYEs 2022 to 2024 and FPE 2025 are as follows:

	Audited			
	As at 30 April			As at 30 November
	2022	2023	2024	2024
	RM'000	RM'000	RM'000	RM'000
Current assets	50,326	48,334	46,780	47,008
Current liabilities	(11,423)	(14,687)	(12,342)	(12,500)
Net current assets	38,903	33,647	34,438	34,508
Current ratio (times)	4.41	3.29	3.79	3.76

Our current ratio ranges from 3.29 times to 4.41 times for FYEs 2022 to 2024 and FPE 2025. This indicates that our Group can meet our current obligations as our current assets, such as inventories and trade receivables, which can be readily converted into cash, together with our fixed deposits and bank balances is sufficient to meet immediate current liabilities.

As at 30 April 2023, our current ratio decreased to 3.29 times (as at 30 April 2022: 4.41 times) mainly due to the following:

- (i) Decrease in other receivables of RM6.23 million mainly due to allowance for expected credit losses of RM6.60 million provided for the advances to a supplier as detailed in Section 12.2.1(f)(v) of this Prospectus;
- (ii) Decrease in other investments of RM5.06 million primarily due to disposal of unit trust; and
- (iii) Increase in tax payables of RM2.29 million was mainly due to underestimation of income tax for the year assessment 2023; and
- (iv) Increase in other payables of RM0.16 million primarily attributable to the increase in accrual of bonuses.

The abovementioned effects on the decrease in the current ratio were partially offset by the following:

- (i) Increase in cash and bank balances of RM5.09 million was mainly due to internally generated funds from business operations as well as the cash received from the disposal of unit trust;
- (ii) Increase in trade receivables of RM3.25 million was primarily due to higher revenue recorded towards the last quarter of FYE 2023; and
- (iii) Increase in contract assets of RM0.97 million as we had a higher number of patients that we have yet to bill as at 30 April 2023 as compared to as at 30 April 2022.

As at 30 April 2024, our current ratio increased to 3.79 times (as at 30 April 2023: 3.29 times) mainly due to the following:

- (i) Increase in other investments balance of RM2.99 million resulting from the acquisition of unit trusts in FYE 2024. As at the LPD, our Group have sold all our unit trusts and do not hold any investment;
- (ii) Decrease in tax payables of RM2.69 million primarily due to the income tax paid for year of assessment 2023 during FYE 2024; and

12. FINANCIAL INFORMATION (CONT'D)

- (iii) Decrease in trade payables of RM0.95 million as we paid our suppliers in a shorter time. Our trade payables turnover period decreased to 40 days for FYE 2024 (FYE 2023: 45 days).

The abovementioned effects on the increase in the current ratio were partially offset by the following:

- (i) Decrease in cash and bank balances of RM3.60 million was mainly due to cash purchase of the 30% interest in 2 parcels of freehold land located in Kota Setar, Kedah during FYE 2024;
- (ii) Decrease in contract assets of RM0.68 million as we had a lower number of patients that we have yet to bill as at 30 April 2024 as compared to as at 30 April 2023;
- (iii) Increase in lease liabilities of RM0.61 million was mainly due to utilisation of hire purchase facilities to purchase medical instruments and surgical equipment of RM4.22 million; and
- (iv) Increase in other payables of RM0.33 million was primarily due to the purchase of medical instruments and surgical equipment of RM0.44 million.

As at 30 November 2024, our current ratio of 3.76 times as at 30 November 2024 is relatively stable as compared to 3.79 times as at 30 April 2024.

12.8.5 Gearing ratio

Our gearing ratio throughout the FYEs 2022 to 2024 and FPE 2025 are as follows:

	Audited			
	As at 30 April			As at 30 November
	2022	2023	2024	2024
	RM'000	RM'000	RM'000	RM'000
Total borrowings ⁽¹⁾	13,765	12,976	14,646	15,014
Total equity	82,356	81,087	84,333	92,222
Gearing ratio (times)	0.17	0.16	0.17	0.16

Note:

- ⁽¹⁾ Computed based on total interest-bearing borrowings (including lease liabilities) divided by total equity as at the end of each financial year/period.

Our gearing ratio ranges from 0.16 times to 0.17 times, which was relatively consistent throughout FYEs 2022 to 2024 and FPE 2025.

12.9 IMPACT OF GOVERNMENT, ECONOMIC, FISCAL OR MONETARY POLICIES

There were no government, economic, fiscal or monetary policies or factors which had materially affected our operations during FYEs 2022 to 2024 and FPE 2025. There is no assurance that our financial performance will not be adversely affected by the impact of further 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 materially affect our operations are set out in Section 9 of this Prospectus.

12. FINANCIAL INFORMATION (CONT'D)**12.10 IMPACT OF INFLATION**

During FYEs 2022 to 2024 and FPE 2025, our financial performance was not materially affected by inflation. However, there is no assurance that our financial performance will not be adversely affected by inflation moving forward. Any significant increase in our costs of sales in the future may adversely affect our operations and performance if we are unable to pass on the higher costs to our customers through an increase in medical charges.

12.11 MATERIAL INVESTMENT AND MATERIAL DIVESTITURES

We have undertaken material investments and material divestitures for the Financial Years/Period Under Review and up to the LPD as follows:

(i) Material investments:

		At costs				From 1 December 2024 and up to LPD
		FYE 2022	FYE 2023	FYE 2024	FPE 2025	
		RM'000	RM'000	RM'000	RM'000	RM'000
<u>Classified under PPE</u>						
Electrical installation and equipment		135	84	61	338	4
Medical instruments and surgical equipment ⁽¹⁾		4,572	548	5,216	502	137
Office equipment and furniture and fittings		289	239	449	551	266
Motor vehicles		-	-	30	-	-
Building under construction ⁽²⁾		774	1,464	1,222	5,024	5,225
Container		-	22	3	-	-
Plant and machinery		-	7	56	18	-
Premise		-	149	228	-	-
Freehold land ⁽³⁾		-	-	3,000	7,300	-
Freehold building		-	-	172	496	224
Renovation		-	-	277	165	32
Signboard		-	-	6	-	-
Total		5,770	2,513	10,720	14,394	5,888

Notes:

- (1) The addition in medical instruments and surgical equipment was for the hospital operation used.
- (2) The additions in building under construction was related to preliminary costs incurred for PMC Kulim.
- (3) The additions in freehold land during FYE 2024 was related to the 30% interest in 2 parcels of freehold land located in Kota Setar, Kedah. In FPE 2025, we acquired the remaining interest in 2 parcels of the said freehold land and additional parcel of freehold land located in Kota Setar, Kedah for future operation use.

The above capital expenditures were made in Malaysia. They were primarily financed by combination of bank borrowings, hire purchase and internally generated funds.

12. FINANCIAL INFORMATION (CONT'D)**(ii) Material divestitures:**

	At costs				From 1 December 2024 and up to LPD
	FYE 2022	FYE 2023	FYE 2024	FPE 2025	
	RM'000	RM'000	RM'000	RM'000	RM'000
<u>Classified under PPE</u>					
Motor vehicles ⁽¹⁾	3,081	-	-	-	-
Container	-	12	-	-	-
Medical instruments and surgical equipment ⁽²⁾	-	-	-	243	-
Total	3,081	12	-	243	-

Notes:

- (1) Disposal of motor vehicles to Dato' Dr Lim and Dato' Dr Lim Tze Chou. Kindly refer to Section 10.1 of this Prospectus for the details.
- (2) The disposal was made to Medipmc. Kindly refer to Section 10.1 of this Prospectus for the details.

The above capital divestitures involve assets located in Malaysia and were carried out in the ordinary course of business as part of our review of our fixed asset register to identify and eliminate those assets which no longer in use or obsolete.

12.12 IMPACT OF FOREIGN EXCHANGE RATES AND INTEREST RATES ON OUR OPERATIONS**(a) Impact of foreign exchange rates**

Our transactions are solely denominated in RM.

(b) Impact of interest rates

Our exposure to changes in interest rate risk relates primarily to our borrowings from banks.

A sensitivity analysis performed on our Group based on the outstanding floating rate of the bank borrowings as at 30 November 2024 indicates that our PBT for FPE 2025 would increase or decrease by approximately RM0.09 million, as a result of increase or decrease in interest rates by 1% basis points on these borrowings. Our financial results for FYEs 2022 to 2024 and FPE 2025 were not materially affected by fluctuations in interest rates.

12.13 ORDER BOOK

We do not enter into long-term contracts with our customers. Due to the nature of our business, we do not maintain an order book.

12. FINANCIAL INFORMATION (CONT'D)

12.14 DIRECTORS' STATEMENT ON OUR FINANCIAL PERFORMANCE

Our Board is of the opinion that:

- (i) Our revenue will remain sustainable with an upward growth trend, in line with the anticipated growth in the healthcare services industry as set out in the IMR Report;
- (ii) Our liquidity will improve further subsequent to the Public Issue given the additional funds to be raised for our Group to carry out our business strategies as stated in Section 7.13 of this Prospectus; and
- (iii) Our capital resources will strengthen, taking into account the amount to be raised from the Public Issue as well as internally generated funds. We may consider debt or equity funding for our capital expansion should the need arise.

In addition to the above, our Board confirms that there are no circumstances which would result in a significant decline in our revenue and GP margin or know of any factors that are likely to have a material impact on our liquidity, revenue or profitability.

12.15 TREND INFORMATION

As at LPD, our financial performance, position and operations are not 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 financial performance, position and operations, save as disclosed in Sections 12.2, 7, 8 and 9 of this Prospectus;
- (ii) Material commitments for capital expenditure disclosed in Section 12.10 of this Prospectus;
- (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 Sections 12.2 and 9 of this Prospectus;
- (iv) Known trends, demands, commitments, events or uncertainties that have resulted in a substantial increase in our revenue and/or profit as disclosed in Section 12.2, business and industry overview, as set out in Sections 7 and 8 of this Prospectus, and business strategies and future plans as set out in Section 7.13 of this Prospectus;
- (v) Known trends, demands, commitments, events or uncertainties that are reasonably likely to make our historical financial statements not indicative of the future financial performance and position, save as disclosed in Sections 12 and 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 liquidity and capital resources, save as disclosed in Sections 7, 9 and 12 of this Prospectus.

Our Board is optimistic about the future prospects of our Group given our competitive strengths as set out in Section 7.12 of this Prospectus, the outlook of the healthcare services industry in Malaysia as set out in the IMR Report in Section 8 of this Prospectus and our commitment to implement the business strategies and future plans as set out in Section 7.13 of this Prospectus.

12. FINANCIAL INFORMATION (CONT'D)**12.16 DIVIDEND POLICY**

The actual dividend that our Board may recommend or declare in any particular financial year or period will be subject to various factors such as having profits and excess funds, which are not required to be retained to fund our business. Our Board will consider the following factors (which may not be exhaustive) when recommending dividends for approval by our shareholders or when declaring any interim dividends:

- (i) the level of cash and level of indebtedness;
- (ii) required and expected interest expense, cash flows, profits, return on equity and retained earnings;
- (iii) our expected results of operations and future level of operations;
- (iv) our projected levels of capital expenditure and other investment plans; and
- (v) the prior notifications to our lenders, if any.

As we are a holding company, our ability to declare and pay dividends or make other distributions to our shareholders are dependent upon the dividends we receive from our subsidiaries, present and future. The payment of dividends by our subsidiaries is dependent upon various factors, including but not limited to, their distributable profits, financial performance, and cash flow requirements for operations and capital expenditures, as well as other factors that their respective boards of Directors deem relevant. Save for certain restrictive covenants from our credit facilities, which our subsidiaries are subject to, there is no other dividend restriction imposed on our subsidiaries as at LPD.

We target a payout ratio up to 20% of our profit attributable to the owners of our Company for each financial year on a consolidated basis after taking into account working capital, maintenance capital and committed capital requirements of our Group. The declaration and payment of any dividend is subject to the confirmation of our Board as well as any applicable law, license conditions and contractual obligations and provided that such distribution will not be detrimental to our cash requirements, or any plans approved by our Board.

For FYEs 2022 to 2024, FPE 2025 and up to the LPD, our Group declared and paid the following dividends to shareholders of the respective subsidiaries:

	Audited				Unaudited 1 December 2024 up to LPD
	FYE 2022	FYE 2023	FYE 2024	FPE 2025	
	RM'000	RM'000	RM'000	RM'000	RM'000
Dividends declared and paid	⁽¹⁾ 16,033	⁽²⁾ 12,000	⁽³⁾ 12,000	-	⁽⁴⁾ 5,000
PAT attributable to owners of our Group	11,546	10,731	15,045	7,918	⁽⁶⁾ N/A
Dividend payout rate (%) ⁽⁵⁾	138.86	111.83	79.76	N/A	N/A

Notes:

- (1) RM16.03 million was declared and paid on 17 March 2022.
- (2) RM12.00 million was declared on 8 March 2023 and paid on 15 March 2023.
- (3) RM12.00 million was declared on 13 December 2023 and paid on 18 December 2023.
- (4) RM5.00 million was declared on 5 December 2024 and paid on 10 December 2024.

12. FINANCIAL INFORMATION (CONT'D)

- (5) Computed based on dividend declared and paid divided by PAT attributable to owners of our Group for each financial year/period.
- (6) Not applicable as we did not prepare financial statements from 1 December 2024 up to LPD.

The dividends above were funded by internal funds sourced from the cash and bank balances of the respective subsidiaries. The dividends will not affect the execution and implementation of our 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.

RM5.00 million was declared on 5 December 2024 and paid on 10 December 2024. Subsequent to this and up to the LPD, no dividends were declared. Our Company does not intend to declare any dividends prior to the Listing. As at the LPD, there is no outstanding dividends declared but remained unpaid.

No influence should or can be made from any of the above statements as to our actual future profitability or our ability to pay dividends in the future.

[The rest of this page is intentionally left blank]

12. FINANCIAL INFORMATION (CONT'D)**12.17 CAPITALISATION AND INDEBTEDNESS**

The table below summarises our capitalisation and indebtedness as at 31 March 2025 and after adjusting for the effects of Public Issue including the utilisation of proceeds.

	Unaudited	I	II
	As at 31	After Public	After I and
	March 2025	Issue	utilisation of
	RM'000	RM'000	proceeds
			RM'000
Capitalisation			
Shareholders' equity	88,826	148,798	144,098
Total capitalisation	88,826	148,798	144,098
Indebtedness			
Current			
<u>Secured and guaranteed:</u>			
Loans and bank borrowings	5,737	5,737	5,737
Lease liabilities (under hire purchase arrangement)	2,131	2,131	2,131
<u>Unsecured and unguaranteed:</u>			
Lease liabilities	74	74	74
Non-current			
<u>Secured and guaranteed:</u>			
Loans and bank borrowings	11,435	11,435	127,435
Lease liabilities (under hire purchase arrangement)	2,920	2,920	2,920
<u>Unsecured and unguaranteed:</u>			
Lease liabilities	121	121	121
Total borrowings	22,418	22,418	138,418
Financial guarantee			
<u>Secured and guaranteed:</u>			
Financial guarantee extended to a third party ⁽¹⁾	390	390	390
Total indebtedness⁽²⁾	22,808	22,808	138,808
Total capitalisation and indebtedness	111,634	171,606	282,906
Gearing ratio (times)⁽³⁾	0.25	0.15	0.96

Notes:

- (1) Financial guarantee credit primarily issued to a third party.
- (2) Comprise of total borrowings and financial guarantee.
- (3) Calculated based on total borrowings divided by total capitalisation.

12. FINANCIAL INFORMATION (CONT'D)

12.18 REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 NOVEMBER 2024

PMCK BERHAD
Registration No. 200001029676 (532283-M)
(Incorporated in Malaysia)

**PRO FORMA CONSOLIDATED STATEMENTS
OF FINANCIAL POSITION
AS AT 30 NOVEMBER 2024**

TGS TW PLT
CHARTERED ACCOUNTANTS

12. FINANCIAL INFORMATION (CONT'D)



The Board of Directors
PMCK Berhad
 888, Jalan Sekerat
 Off Jalan Putra
 05100 Alor Setar
 Kedah

TGS TW PLT
 202106000004 (LLP0026851-LCA) & AF002345
 Chartered Accountants
 Unit E-16-2B,
 Level 16, Icon Tower (East)
 No.1, Jalan 1/68F, Jalan Tun Razak
 50400 Kuala Lumpur.
 Tel : +603 9771 4326
 Email: tgsaudit@tgs-tw.com
 www.tgs-tw.com

Dear Sirs,

PMCK BERHAD (“PMCK GROUP” OR “THE COMPANY”) REPORT ON THE COMPILATION OF PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 NOVEMBER 2024

We have completed our assurance engagement to report on the compilation of Pro Forma Consolidated Statements of Financial Position of PMCK Berhad and of its subsidiaries (collectively known as “the Group” or “PMCK Group”) as at 30 November 2024.

The applicable criteria on the basis of which the Board of Directors (“Board”) have compiled the Pro Forma Consolidated Statements of Financial Position are described in the notes thereon to the Pro Forma Consolidated Statements of Financial Position. The Pro Forma Consolidated Statements of Financial Position is prepared in accordance with the requirements of Chapter 9, Part II Division 1: Equity of the Prospectus Guidelines-Equity issued by the Securities Commission Malaysia (“Prospectus Guidelines”) and the Guidance Note for Issuers of Pro Forma Financial Information issued by the Malaysia Institute of Accountants (“Guidance Note”) (“Applicable Criteria”).

The Pro Forma Consolidated Statements of Financial Position have been compiled by the Board for illustrative purposes only and for inclusion into the prospectus of PMCK Berhad in connection with the listing and quotation for the entire enlarged issued share capital of PMCK Berhad on the ACE Market of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing”).

As part of this process, information about the Group’s consolidated financial position has been extracted by the Board from the audited consolidated statements of financial position of the Group as at 30 November 2024, on which was reported by us to the members of the Group on 8 May 2025 without any modification.

Directors’ Responsibility for the Pro Forma Consolidated Statements of Financial Position

The Board is solely responsible for compiling the Pro Forma Consolidated Statements of Financial Position on the basis of the Applicable Criteria.

12. FINANCIAL INFORMATION (CONT'D)**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 of 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 (“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 control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Our Responsibility

Our responsibility is to express an opinion as required by the Prospectus Guidelines, about whether the Pro Forma Consolidated Statements of Financial Position have been properly compiled, in all material respects, by the Board on the basis of the Applicable Criteria.

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 International Auditing and Assurance Standards Board and adopted by the Malaysian Institute of Accountants. This standard requires that we comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Board has compiled, in all material respects, the Pro Forma Consolidated Statements of Financial Position on the basis of the Applicable Criteria.

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 Statements 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 Statements of Financial Position.

The purpose of the Pro Forma Consolidated Statements of Financial Position included in the Prospectus is solely to illustrate the impact of a significant event or transaction or unadjusted financial information on the entity as if the events had occurred or the transactions had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction would have been as presented.

A reasonable assurance engagement to report on whether the Pro Forma Consolidated Statements of Financial Position have been compiled, in all material respects, on the basis of the Applicable Criteria involves performing procedures to assess whether the Applicable Criteria used by the Board in the compilation of the Pro Forma Consolidated Statements of Financial Position provide a reasonable basis for presenting the significant effects directly attributable to the events or transactions, and to obtain sufficient appropriate evidence about whether:-

- The related pro forma adjustments give appropriate effect to those criteria; and
- The Pro Forma Consolidated Statements of Financial Position reflects the proper application of those adjustments to the unadjusted financial information.

12. FINANCIAL INFORMATION (CONT'D)



Our Responsibility (Cont'd)

The procedures selected depend on our judgement, having regard to our understanding of the nature of the Group, the event or transaction in respect of which the Pro Forma Consolidated Statements of Financial Position has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Pro Forma Consolidated Statements of Financial Position.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Pro Forma Consolidated Statements of Financial Position have been compiled, in all material respects, on the basis of the Applicable Criteria.

Other Matter

This report has been prepared solely for the purpose of inclusion in the Prospectus of PMCK Berhad in connection with the Listing. It is not intended to be used for any other purposes. 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 letter contrary to the aforesaid purpose.

Yours faithfully,

A stylized, handwritten signature in black ink, likely belonging to a representative of TGS TW PLT.

TGS TW PLT
202106000004 (LLP0026851-LCA) & AF002345
Chartered Accountants

A stylized, handwritten signature in black ink, likely belonging to Kuan Jun Xian.

KUAN JUN XIAN
03758/06/2025 J
Chartered Accountant

Kuala Lumpur
8 May 2025

12. FINANCIAL INFORMATION (CONT'D)**PMCK BERHAD****PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 NOVEMBER 2024**

The Pro Forma Consolidated Statements of Financial Position of the Group as at 30 November 2024 as set out below are provided for illustrative purposes only to show the effects of the transactions as mentioned in Note 2 to the Pro Forma Consolidated Statements of Financial Position on the assumption that these transactions were completed on 30 November 2024, and should be read in conjunction with the notes accompanying to the Pro Forma Consolidated Statements of Financial Position:

	Note	As at 30 November 2024 RM'000	Adjustments for Material Subsequent Events RM'000	Proforma I After Material Subsequent Events RM'000	Adjustments for Public Issue RM'000	Proforma II After Public Issue RM'000	Adjustments for Utilisation of Proceeds RM'000	Proforma III After Utilisation of Proceeds RM'000
ASSETS								
Non-current assets								
Property, plant and equipment	3.01	66,439	-	66,439	-	66,439	188,965	255,404
Intangible assets		454	-	454	-	454	-	454
Other receivables	3.02	4,288	-	4,288	-	4,288	-	4,288
Total non-current assets		71,181		71,181		71,181		260,146
Current assets								
Inventories		3,170	-	3,170	-	3,170	-	3,170
Trade receivables		7,067	-	7,067	-	7,067	-	7,067
Other receivables	3.02	2,145	-	2,145	-	2,145	(854)	1,291
Contract assets		1,717	-	1,717	-	1,717	-	1,717
Tax recoverable		467	-	467	-	467	-	467
Fixed deposits with licesed banks	3.03	10,547	-	10,547	-	10,547	(7,787)	2,760
Cash and bank balances	3.04	21,895	(5,002)	16,893	59,972	76,865	(69,472)	7,393
Total current assets		47,008		42,006		101,978		23,865
Total assets		118,189		113,187		173,159		284,011



12. FINANCIAL INFORMATION (CONT'D)**PMCK BERHAD****PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 NOVEMBER 2024 (CONT'D)**

The Pro Forma Consolidated Statements of Financial Position of the Group as at 30 November 2024 as set out below are provided for illustrative purposes only to show the effects of the transactions as mentioned in Note 2 to the Pro Forma Consolidated Statements of Financial Position on the assumption that these transactions were completed on 30 November 2024, and should be read in conjunction with the notes accompanying to the Pro Forma Consolidated Statements of Financial Position: (Cont'd)

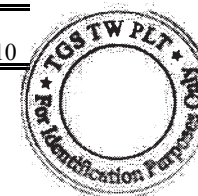
	Note	As at 30 November 2024 RM'000	Adjustments for Material Subsequent Events RM'000	Proforma I After Material Subsequent Events RM'000	Adjustments for Public Issue RM'000	Proforma II After Public Issue RM'000	Adjustments for Utilisation of Proceeds RM'000	Proforma III After Utilisation of Proceeds RM'000
EQUITY AND LIABILITIES								
EQUITY								
Equity attributable to owners of PMCK Berhad:-								
Share capital	3.05	8,180	-	8,180	59,972	68,152	(2,151)	66,001
Retained earnings	3.06	83,870	(5,000)	78,870	-	78,870	(2,549)	76,321
		92,050		87,050		147,022		142,322
Non-controlling interest ("NCI")		172	-	172	-	172	-	172
Total equity		92,222		87,222		147,194		142,494
LIABILITIES								
Non-current liabilities								
Loans and bank borrowings	3.07	8,219	-	8,219	-	8,219	116,000	124,219
Lease liabilities		3,723	-	3,723	-	3,723	-	3,723
Deferred tax liabilities		1,525	-	1,525	-	1,525	-	1,525
Total non-current liabilities		13,467		13,467		13,467		129,467



12. FINANCIAL INFORMATION (CONT'D)**PMCK BERHAD****PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 NOVEMBER 2024 (CONT'D)**

The Pro Forma Consolidated Statements of Financial Position of the Group as at 30 November 2024 as set out below are provided for illustrative purposes only to show the effects of the transactions as mentioned in Note 2 to the Pro Forma Consolidated Statements of Financial Position on the assumption that these transactions were completed on 30 November 2024, and should be read in conjunction with the notes accompanying to the Pro Forma Consolidated Statements of Financial Position: (Cont'd)

	Note	As at 30 November 2024 RM'000	Adjustments for Material Subsequent Events RM'000	Proforma I After Material Subsequent Events RM'000	Adjustments for Public Issue RM'000	Proforma II After Public Issue RM'000	Adjustments for Utilisation of Proceeds RM'000	Proforma III After Utilisation of Proceeds RM'000
EQUITY AND LIABILITIES (CONT'D)								
LIABILITIES (CONT'D)								
Current liabilities								
Loans and bank borrowings	3.07	731	-	731	-	731	-	731
Lease liabilities		2,341	-	2,341	-	2,341	-	2,341
Trade payables		5,073	-	5,073	-	5,073	-	5,073
Other payables	3.08	2,791	(2)	2,789	-	2,789	(448)	2,341
Contract liabilities		1,509	-	1,509	-	1,509	-	1,509
Tax payable		55	-	55	-	55	-	55
Total current liabilities		<u>12,500</u>		<u>12,498</u>		<u>12,498</u>		<u>12,050</u>
Total liabilities		<u>25,967</u>		<u>25,965</u>		<u>25,965</u>		<u>141,517</u>
Total equity and liabilities		<u>118,189</u>		<u>113,187</u>		<u>173,159</u>		<u>284,011</u>
Issued ordinary share capital (Unit'000)	3.05	<u>818,000</u>	-	<u>818,000</u>	272,600	<u>1,090,600</u>	-	<u>1,090,600</u>
Net assets per share attributable to owners of PMCK Berhad (RM)		<u>0.11</u>		<u>0.11</u>		<u>0.13</u>		<u>0.13</u>
Lease liabilities and Borrowings		<u>15,014</u>		<u>15,014</u>		<u>15,014</u>		<u>131,014</u>
Gearing ratio (times)		<u>0.16</u>		<u>0.17</u>		<u>0.10</u>		<u>0.92</u>



12. FINANCIAL INFORMATION (CONT'D)

PMCK BERHAD

NOTES TO THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 NOVEMBER 2024

1. BASIS OF PREPARATION

The Pro Forma Consolidated Statements of Financial Position of the Group has been prepared for illustrative purposes and on the assumptions that all the transactions mentioned as per Note 2 to the Pro Forma Consolidated Statements of Financial Position had taken place on 30 November 2024.

The Pro Forma Consolidated Statements of Financial Position have been prepared based on accounting policies and basis which are consistent with those disclosed in the audited consolidated financial statements of the Group for the financial period ended 30 November 2024 and in accordance with Malaysian Financial Reporting Standards ("MFRS"), International Financial Reporting Standards ("IFRS") and the requirements of the Prospectus Guidelines.

2. LISTING SCHEME

(i) Pro Forma I: Material Subsequent Events

- (i) On 18 October 2024, the Company's wholly-owned subsidiary, Mazu Medical Sdn Bhd had submitted an application to the Companies Commission of Malaysia to strike off its name from the Register pursuant to Section 550 of the Companies Act 2016. The strike off process had been completed on 6 March 2025.
- (ii) On 5 December 2024, the Company declared an interim dividend of RM5,000,000 in respect of the financial year ending 30 April 2025 and was paid on 10 December 2024.

(ii) Pro Forma II: Public Issue

The Initial Public Offering entails the following:

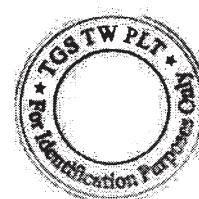
(a) Public Issue

The Public Issue involves an issuance of 272,599,800 new ordinary shares in PMCK Berhad at an issue price of RM0.22 per share.

(b) Offer for Sale

The Offer for Sale involves offer for sale of 32,718,000 existing ordinary shares in PMCK Berhad by the selling shareholders at offer price of RM0.22 per share.

PMCK Berhad will not receive any proceeds from the Offer for Sale. Based on the offer price, the total gross proceeds raised from the Offer for Sale of RM7,197,960 will accrue entirely to the selling shareholders and will be utilised by the selling shareholders. All fees and expenses relating to the Offer for Sale will be fully borne by the selling shareholders.



12. FINANCIAL INFORMATION (CONT'D)**PMCK BERHAD****NOTES TO THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 NOVEMBER 2024 (CONT'D)****2. LISTING SCHEME (CONT'D)****(ii) Pro Forma II: Public Issue (Cont'd)****(b) Offer for Sale (Cont'd)**

The Offer for Sale is not illustrated as it has no impact on the Pro Forma Consolidated Statements of Financial Position.

In conjunction with the Listing, the entire enlarged share capital comprising 1,090,600,000 ordinary shares in PMCK Berhad will be listed and quoted on the ACE Market of Bursa Malaysia Securities Berhad.

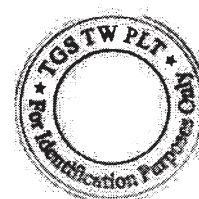
(iii) Pro Forma III: Utilisation of Proceeds

Gross proceeds from the Public Issue of RM59,972,000 are expected to be utilised as follows ("Utilisation of Proceeds"):

Purposes	Estimated timeframe for the use of proceeds from the Listing date	RM'000	% of total gross proceeds from the Public Issue
Repayment of bank borrowings to be drawn for Putra Medical Centre ("PMC") Kulim #	36 months	50,000	83.37%
Acquisition of equipment for Putra Medical Centre	36 months	5,272	8.79%
Listing expenses @	1 month	4,700	7.84%
Total proceeds		59,972	100.00%

The Group through its subsidiary, Unique Luxury (Kulim) Sdn Bhd had entered into a construction agreement with contractor to build a hospital located in Kulim, Kedah for a total construction cost of RM193,000,000 of which RM4,035,000 has been capitalised under property, plant and equipment as at 30 November 2024. The remaining RM188,965,000 is funded via loans and borrowing amounting to RM166,000,000 and internally generated funds of RM22,965,000 with combination of fixed deposits with licensed banks more than 3 months to maturity and cash and bank balances. The Group intends to utilise RM50,000,000 of the gross proceed to be raised from the Public Issue for partial repayment of the said loans and bank borrowings.

@ The listing expenses are estimated at RM4,700,000 and will be set off against the share capital and profit or loss accordingly. The apportionment is disclosed in Notes 3.05 and 3.06.



12. FINANCIAL INFORMATION (CONT'D)**PMCK BERHAD****NOTES TO THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 NOVEMBER 2024 (CONT'D)****3. EFFECTS ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION****3.01 PROPERTY, PLANT AND EQUIPMENT**

The movements in property, plant and equipment are as follows:

	RM'000
As at 30 November 2024/As per Pro Forma I to II	66,439
Add: Construction of PMC Kulim	188,965
	<hr/>
As per Pro Forma III	255,404
	<hr/> <hr/>

3.02 OTHER RECEIVABLES

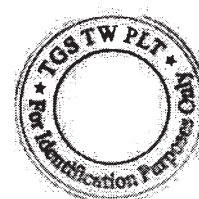
The movements in other receivables are as follows:

	RM'000
As at 30 November 2024/As per Pro Forma I to II	
- Non-current assets	4,288
- Current assets	2,145
	<hr/>
	6,433
Pursuant to Utilisation of Proceeds	
- Listing expenses	(854)
	<hr/>
As per Pro Forma III	5,579
	<hr/> <hr/>

3.03 FIXED DEPOSITS WITH LICENSED BANKS

The movements in fixed deposits with licensed banks are as follows:

	RM'000
As at 30 November 2024/As per Pro Forma I to II	10,547
Less: Withdrawal of fixed deposits with licensed banks more than 3 months to maturity for construction of PMC Kulim	(7,787)
	<hr/>
As per Pro Forma III	2,760
	<hr/> <hr/>



12. FINANCIAL INFORMATION (CONT'D)**PMCK BERHAD****NOTES TO THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 NOVEMBER 2024 (CONT'D)****3.04 CASH AND BANK BALANCES**

The movements in cash and bank balances are as follows:

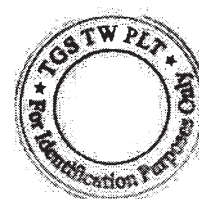
	RM'000
As at 30 November 2024	21,895
Less: Settlement of debts from the strike off of a subsidiary	(2)
Less: Dividend paid	<u>(5,000)</u>
As per Pro Forma I	16,893
Add: Pursuant to Public Issue	
- Proceeds to be raised from the Public Issue	<u>59,972</u>
As per Pro Forma II	76,865
Less: Pursuant to Utilisation of Proceeds	
- Construction of PMC Kulim	(15,178)
- Defrayment of estimated expenses	(3,846)
- Repayment of bank borrowings	(50,000)
- Repayment of retention sum for construction of PMC Kulim	<u>(448)</u>
As per Pro Forma III	<u><u>7,393</u></u>

3.05 SHARE CAPITAL

The movements in share capital are as follows:

	Unit'000	RM'000
As at 30 November 2024/As per Pro Forma I	818,000	8,180
Add: Pursuant to Public Issue		
- Proceeds to be raised from the Public Issue	<u>272,600</u>	<u>59,972</u>
As per Pro Forma II	1,090,600	68,152
Less: Pursuant to Utilisation of Proceeds		
- Listing expenses*	<u>-</u>	<u>(2,151)</u>
As per Pro Forma III	<u><u>1,090,600</u></u>	<u><u>66,001</u></u>

- * The listing expenses of RM2,151,000 directly attributable to the Public Issue will be offset against share capital and the remaining listing expenses of RM2,549,000 that is attributable to the Listing will be expensed off to profit and loss.



12. FINANCIAL INFORMATION (CONT'D)**PMCK BERHAD****NOTES TO THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 NOVEMBER 2024 (CONT'D)****3. EFFECTS ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (CONT'D)****3.06 RETAINED EARNINGS**

The movements in retained earnings are as follows:

	RM'000
As at 30 November 2024	83,870
Less: Dividend paid	<u>(5,000)</u>
As at 30 November 2024/As per Pro Forma I to II	78,870
Less: Pursuant to Utilisation of Proceeds	
- Listing expenses*	<u>(2,549)</u>
As per Pro Forma III	<u><u>76,321</u></u>

* The listing expenses of RM2,151,000 directly attributable to the Public Issue will be offset against share capital and the remaining listing expenses of RM2,549,000 that is attributable to the Listing will be expensed off to profit and loss.

3.07 LOANS AND BANK BORROWINGS

The movements in loans and bank borrowings are as follows:

	RM'000
As at 30 November 2024/As per Pro Forma I to II	
- Non-current liabilities	8,219
- Current liabilities	<u>731</u>
	8,950
Add: Drawdown of term loan for construction of PMC Kulim	166,000
Less: Pursuant to Utilisation of Proceeds	
- Repayment of bank borrowings	<u>(50,000)</u>
As per Pro Forma III	<u><u>124,950</u></u>



12. FINANCIAL INFORMATION (CONT'D)**NOTES TO THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 NOVEMBER 2024 (CONT'D)****3. EFFECTS ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (CONT'D)****3.08 OTHER PAYABLES**

The movements in other payables are as follows:

	RM'000
As at 30 November 2024	2,791
Less: Settlement of debts from the strike off of a subsidiary	<u>(2)</u>
As per Pro Forma I to II	2,789
Less: Repayment of retention sum for construction of PMC Kulim	<u>(448)</u>
As per Pro Forma III	<u><u>2,341</u></u>



12. FINANCIAL INFORMATION (CONT'D)

PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 NOVEMBER 2024

APPROVAL BY THE BOARD OF DIRECTORS

Approved and adopted by the Board of Directors in accordance with a resolution dated 8 May 2025.

On behalf of the Board of Directors



DATO' DR LIM KIM HUAT
Director



DATO' LEE GAIK CHENG
Director

13. ACCOUNTANTS' REPORT

PMCK BERHAD
Registration No. 200001029676 (532283-M)
(Incorporated in Malaysia)

ACCOUNTANTS' REPORT
FOR THE FINANCIAL PERIOD ENDED
30 NOVEMBER 2024 AND
FINANCIAL YEARS ENDED 30 APRIL 2024, 30 APRIL 2023
AND 30 APRIL 2022

TGS TW PLT
CHARTERED ACCOUNTANTS

13. ACCOUNTANTS' REPORT (CONT'D)



Date: 8 May 2025

The Board of Directors
PMCK Berhad
888, Jalan Sekerat
Off Jalan Putra
05100 Alor Setar
Kedah Darul Aman

TGS TW PLT
202106000004 (LLP0026851-LCA) & AF002345
Chartered Accountants
Unit E-16-2B,
Level 16, Icon Tower (East)
No.1, Jalan 1/68F, Jalan Tun Razak
50400 Kuala Lumpur.
Tel : +603 9771 4326
Email: tgsaudit@tgs-tw.com
www.tgs-tw.com

Dear Sirs,

Reporting Accountants' opinion on the Financial Information (as defined herein) contained in the Accountants' Report of PMCK Berhad ("the Company" or "PMCK")

Opinion

We have audited the accompanying consolidated financial statements ("Financial Information") of the Company and of its subsidiaries (collectively known as "the Group" or "PMCK Group") which comprise the consolidated statements of financial position as at 30 November 2024, 30 April 2024, 30 April 2023 and 30 April 2022 and the consolidated statements of profit or loss and other comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows of the Group for the financial period ended 30 November 2024 and financial years ended 30 April 2024, 30 April 2023 and 30 April 2022, and material accounting policy information and other explanatory notes, as set out on pages 5 to 74.

This Financial Information has been prepared for inclusion in the prospectus of PMCK Group in connection with the listing of and quotation of the entire issued share capital of the Company on the ACE Market of Bursa Malaysia Securities Berhad. This report is prepared for the purpose of complying with the Prospectus Guidelines issued by the Securities Commission Malaysia and for no other purposes.

In our opinion, the accompanying Financial Information give a true and fair view of the consolidated financial position of the Group as at 30 November 2024, 30 April 2024, 30 April 2023 and 30 April 2022 and of their financial performance and of their cash flows for the financial period ended 30 November 2024 and financial years ended 30 April 2024, 30 April 2023 and 30 April 2022 in accordance with Malaysian Financial Reporting Standards and International Financial Reporting Standards and Paragraph 10.04 of Chapter 10, Part II Division 1, Equity of the Prospectus Guidelines as issued by the Securities Commission Malaysia.

13. ACCOUNTANTS' REPORT (CONT'D)**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 *Reporting Accountants' Responsibilities for the Audit of the Financial Information* 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 Financial Information

The Directors of the Company are responsible for the preparation of the Financial Information of the Group that give a true and fair view in accordance with Malaysian Financial Reporting Standards and International Financial Reporting Standards. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of Financial Information of the Group that are free from material misstatement, whether due to fraud or error.

In preparing the Financial Information 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 Financial Information

Our objectives are to obtain reasonable assurance about whether the Financial Information of the Group as a whole are free from material misstatement, whether due to fraud or error, and to issue a 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 Financial Information.

13. ACCOUNTANTS' REPORT (CONT'D)**Reporting Accountants' responsibilities for the audit of the Financial Information (Cont'd)**

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 Financial Information 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 accountants' report to the related disclosures in the Financial Information 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 auditors' 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 Financial Information of the Group, including the disclosures, and whether the Financial Information of the Group represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group as a basis forming an opinion on the financial statements of the Group. We are responsible for the direction, supervision and review of audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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)



Restriction on distribution and use

This report is made solely to the Company to comply with Prospectus Guidelines issued by the Securities Commission Malaysia and for inclusion in the prospectus of the Company to be issued in relation to the listing and quotation of the entire issued share capital of the Company on the ACE Market of Bursa Malaysia Securities Berhad and should not be relied upon for no other purposes. We do not assume responsibility to any other person for the content of this report.

Other matter

The comparative information in respect of the consolidated statements of profit or loss and other comprehensive income, consolidated statements of changes in equity, consolidated statements of cash flows and related notes to the consolidated financial statements for the financial period ended 30 November 2023 has not been audited.

A stylized, handwritten signature in black ink.

TGS TW PLT
202106000004 (LLP0026851-LCA) & AF002345
Chartered Accountants

A stylized, handwritten signature in black ink.

KUAN JUN XIAN
03758/06/2025 J
Chartered Accountant

KUALA LUMPUR
8 May 2025

13. ACCOUNTANTS' REPORT (CONT'D)**PMCK BERHAD**

(Incorporated in Malaysia)

**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT
30 NOVEMBER 2024, 30 APRIL 2024, 30 APRIL 2023 AND 30 APRIL 2022**

		Audited			
		30.11.2024	30.4.2024	30.4.2023	30.4.2022
Note		RM'000	RM'000	RM'000	RM'000
ASSETS					
Non-current assets					
Property, plant and equipment	4	66,439	55,232	49,027	50,818
Intangible assets	5	454	555	728	901
Other investments	6	-	3,532	5,775	3,503
Other receivables	7	4,288	3,797	3,950	2,704
		<u>71,181</u>	<u>63,116</u>	<u>59,480</u>	<u>57,926</u>
Current assets					
Other investments	6	-	7,585	4,593	9,650
Inventories	8	3,170	2,838	2,825	2,807
Trade receivables	9	7,067	8,032	8,365	5,112
Other receivables	7	2,145	1,261	1,296	7,526
Contract assets	10	1,717	1,288	1,971	1,005
Tax recoverable		467	-	-	32
Fixed deposits with licensed banks	11	10,547	2,745	2,656	2,656
Cash and bank balances		<u>21,895</u>	<u>23,031</u>	<u>26,628</u>	<u>21,538</u>
		<u>47,008</u>	<u>46,780</u>	<u>48,334</u>	<u>50,326</u>
Total assets		<u><u>118,189</u></u>	<u><u>109,896</u></u>	<u><u>107,814</u></u>	<u><u>108,252</u></u>
EQUITY AND LIABILITIES					
EQUITY					
Share capital	12	8,180	8,180	8,180	8,180
Retained earnings		<u>83,870</u>	<u>75,952</u>	<u>72,907</u>	<u>74,176</u>
		<u>92,050</u>	<u>84,132</u>	<u>81,087</u>	<u>82,356</u>
Non-controlling interest ("NCI")	13	172	201	-	-
Total equity		<u><u>92,222</u></u>	<u><u>84,333</u></u>	<u><u>81,087</u></u>	<u><u>82,356</u></u>

13. ACCOUNTANTS' REPORT (CONT'D)**PMCK BERHAD**

(Incorporated in Malaysia)

**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT
30 NOVEMBER 2024, 30 APRIL 2024, 30 APRIL 2023 AND 30 APRIL 2022 (CONT'D)**

		← Audited →			
		30.11.2024	30.4.2024	30.4.2023	30.4.2022
Note		RM'000	RM'000	RM'000	RM'000
EQUITY AND LIABILITIES					
(CONT'D)					
LIABILITIES					
Non-current liabilities					
Loans and bank borrowings	14	8,219	7,792	8,357	7,429
Lease liabilities	15	3,723	3,883	2,245	3,916
Deferred tax liabilities	16	1,525	1,546	1,438	3,128
		<u>13,467</u>	<u>13,221</u>	<u>12,040</u>	<u>14,473</u>
Current liabilities					
Loans and bank borrowings	14	731	564	580	691
Lease liabilities	15	2,341	2,407	1,794	1,729
Trade payables	17	5,073	4,926	5,873	5,510
Other payables	18	2,791	2,796	2,465	2,301
Contract liabilities	10	1,509	1,508	1,142	653
Tax payable		55	141	2,833	539
		<u>12,500</u>	<u>12,342</u>	<u>14,687</u>	<u>11,423</u>
Total liabilities		<u>25,967</u>	<u>25,563</u>	<u>26,727</u>	<u>25,896</u>
Total equity and liabilities		<u>118,189</u>	<u>109,896</u>	<u>107,814</u>	<u>108,252</u>

The accompanying notes form an integral part of the consolidated financial statements.

13. ACCOUNTANTS' REPORT (CONT'D)**PMCK BERHAD**

(Incorporated in Malaysia)

**CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE FINANCIAL PERIOD ENDED 30 NOVEMBER 2024 AND
FINANCIAL YEARS ENDED 30 APRIL 2024, 30 APRIL 2023 AND 30 APRIL 2022**

		Audited 1.5.2024 to 30.11.2024 RM'000	Unaudited 1.5.2023 to 30.11.2023 RM'000	Audited 1.5.2023 to 30.4.2024 RM'000	Audited 1.5.2022 to 30.4.2023 RM'000	Audited 1.5.2021 to 30.4.2022 RM'000
	Note					
Revenue	19	58,547	62,904	104,335	99,851	97,088
Cost of sales		<u>(38,525)</u>	<u>(40,565)</u>	<u>(69,592)</u>	<u>(63,565)</u>	<u>(69,663)</u>
Gross profit		20,022	22,339	34,743	36,286	27,425
Other income		1,128	1,328	2,552	1,532	1,597
Administrative expenses		(10,042)	(8,574)	(15,759)	(14,066)	(11,073)
Other expenses		(104)	(41)	(66)	(997)	(128)
Net gain/(loss) on impairment of financial assets		<u>87</u>	<u>636</u>	<u>793</u>	<u>(6,602)</u>	<u>(90)</u>
Profit from operations		11,091	15,688	22,263	16,153	17,731
Finance costs	20	<u>(530)</u>	<u>(513)</u>	<u>(887)</u>	<u>(592)</u>	<u>(887)</u>
Profit before tax	21	10,561	15,175	21,376	15,561	16,844
Taxation	22	<u>(2,672)</u>	<u>(4,505)</u>	<u>(6,361)</u>	<u>(4,830)</u>	<u>(5,298)</u>
Profit for the financial period/ years, representing total comprehensive income for the financial period/years		<u><u>7,889</u></u>	<u><u>10,670</u></u>	<u><u>15,015</u></u>	<u><u>10,731</u></u>	<u><u>11,546</u></u>

13. ACCOUNTANTS' REPORT (CONT'D)

PMCK BERHAD
(Incorporated in Malaysia)

**CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE FINANCIAL PERIOD ENDED 30 NOVEMBER 2024 AND
FINANCIAL YEARS ENDED 30 APRIL 2024, 30 APRIL 2023 AND 30 APRIL 2022 (CONT'D)**

		Audited 1.5.2024	Unaudited 1.5.2023	Audited 1.5.2023	Audited 1.5.2022	Audited 1.5.2021
		to	to	to	to	to
		30.11.2024	30.11.2023	30.4.2024	30.4.2023	30.4.2022
Note		RM'000	RM'000	RM'000	RM'000	RM'000
Profit for the financial period/ years, representing total comprehensive income for the financial period/years attributable to:						
Owners of the Group		7,918	10,670	15,045	10,731	11,546
NCI		(29)	-	(30)	-	-
		<u>7,889</u>	<u>10,670</u>	<u>15,015</u>	<u>10,731</u>	<u>11,546</u>
Earnings per share:						
Basic (sen)	23	<u>0.97</u>	<u>1.30</u>	<u>1.84</u>	<u>1.31</u>	<u>1.41</u>
Diluted (sen)	23	<u>*</u>	<u>*</u>	<u>*</u>	<u>*</u>	<u>*</u>

* There are no dilutive earnings per share as the Group do not have any dilutive instruments for the financial period/years.

The accompanying notes form an integral part of the consolidated financial statements.

13. ACCOUNTANTS' REPORT (CONT'D)**PMCK BERHAD**

(Incorporated in Malaysia)

**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL PERIOD ENDED 30 NOVEMBER 2024 AND
FINANCIAL YEARS ENDED 30 APRIL 2024, 30 APRIL 2023 AND 30 APRIL 2022**

	Note	Share capital RM'000	Retained earnings RM'000	Total RM'000	NCI RM'000	Total equity RM'000
Audited						
At 1 May 2021		8,180	78,663	86,843	-	86,843
Profit for the financial year, representing total comprehensive income for the financial year		-	11,546	11,546	-	11,546
Transaction with owners:						
Dividends to owners of the Group	24	-	(16,033)	(16,033)	-	(16,033)
At 30 April 2022		8,180	74,176	82,356	-	82,356
At 1 May 2022		8,180	74,176	82,356	-	82,356
Profit for the financial year, representing total comprehensive income for the financial year		-	10,731	10,731	-	10,731
Transaction with owners:						
Dividends to owners of the Group	24	-	(12,000)	(12,000)	-	(12,000)
At 30 April 2023		8,180	72,907	81,087	-	81,087

13. ACCOUNTANTS' REPORT (CONT'D)**PMCK BERHAD**

(Incorporated in Malaysia)

**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL PERIOD ENDED 30 NOVEMBER 2024 AND FINANCIAL YEARS
ENDED 30 APRIL 2024, 30 APRIL 2023 AND 30 APRIL 2022 (CONT'D)**

	Note	Share capital RM'000	Retained earnings RM'000	Total RM'000	NCI RM'000	Total equity RM'000
Audited (Cont'd)						
At 1 May 2023		8,180	72,907	81,087	-	81,087
Profit for the financial year, representing total comprehensive income for the financial year		-	15,045	15,045	(30)	15,015
Transactions with owners:						
Acquisition of a subsidiary		-	-	-	231	231
Dividends to owners of the Group	24	-	(12,000)	(12,000)	-	(12,000)
At 30 April 2024		8,180	75,952	84,132	201	84,333
At 1 May 2024		8,180	75,952	84,132	201	84,333
Profit for the financial period, representing total comprehensive income for the financial period		-	7,918	7,918	(29)	7,889
At 30 November 2024		8,180	83,870	92,050	172	92,222
Unaudited						
At 1 May 2023		8,180	72,907	81,087	-	81,087
Profit for the financial period, representing total comprehensive income for the financial period		-	10,670	10,670	-	10,670
At 30 November 2023		8,180	83,577	91,757	-	91,757

The accompanying notes form an integral part of the consolidated financial statements.

13. ACCOUNTANTS' REPORT (CONT'D)

PMCK BERHAD
(Incorporated in Malaysia)

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL PERIOD ENDED 30 NOVEMBER 2024 AND
FINANCIAL YEARS ENDED 30 APRIL 2024, 30 APRIL 2023 AND 30 APRIL 2022

	Audited 1.5.2024 to 30.11.2024	Unaudited 1.5.2023 to 30.11.2023	Audited 1.5.2023 to 30.4.2024	Audited 1.5.2022 to 30.4.2023	Audited 1.5.2021 to 30.4.2022
Note	RM'000	RM'000	RM'000	RM'000	RM'000
Cash flows from operating activities					
Profit before tax	10,561	15,175	21,376	15,561	16,844
Adjustments for:					
(Reversal of)/Allowance for expected credit losses on:					
- Trade receivables	-	(293)	(323)	-	90
- Other receivables	(87)	(343)	(470)	6,602	-
Amortisation of intangible assets	101	101	173	173	174
Bad debts written off	104	-	11	9	-
Depreciation of property, plant and equipment and right-of-use ("ROU") assets	3,010	2,515	4,574	4,267	4,472
Fair value (gain)/loss on other investments	-	(417)	(574)	957	128
Gain on disposal of property, plant and equipment	-	-	-	-	(117)
Gain on early termination of lease contracts	(8)	-	-	(1)	-
Goodwill on consolidation written off	-	-	14	-	-
Property, plant and equipment written off	-	-	-	8	-
(Gain)/Loss on disposal of other investments	(17)	-	-	23	-
Loss on modification of a lease contract	-	41	41	-	-
Interest income	(425)	(472)	(858)	(469)	(457)
Investment income from other investments	(107)	(93)	(186)	(196)	(377)
Unwinding interest	(172)	(171)	(290)	(222)	(157)
Interest expenses	530	513	887	592	887
Operating profit before working capital changes	13,490	16,556	24,375	27,304	21,487
Changes in working capital:					
Inventories	(332)	(278)	(13)	(18)	414
Receivables	(255)	480	1,595	(4,658)	2,417
Payables	584	841	(917)	527	(1,153)
Net contract balances	(428)	667	1,049	(477)	(1,056)
	(431)	1,710	1,714	(4,626)	622
Cash generated from operations	13,059	18,266	26,089	22,678	22,109
Interest received	363	432	769	469	395
Tax paid	(3,246)	(1,821)	(8,945)	(4,194)	(3,368)
Net cash from operating activities	10,176	16,877	17,913	18,953	19,136

13. ACCOUNTANTS' REPORT (CONT'D)

PMCK BERHAD
(Incorporated in Malaysia)

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL PERIOD ENDED 30 NOVEMBER 2024 AND
FINANCIAL YEARS ENDED 30 APRIL 2024, 30 APRIL 2023 AND 30 APRIL 2022 (CONT'D)

		Audited 1.5.2024 to 30.11.2024 Note	Unaudited 1.5.2023 to 30.11.2023	Audited 1.5.2023 to 30.4.2024	Audited 1.5.2022 to 30.4.2023	Audited 1.5.2021 to 30.4.2022
		RM'000	RM'000	RM'000	RM'000	RM'000
Cash flows from investing activities						
Acquisition of property, plant and equipment	B	(13,327)	(4,542)	(5,927)	(2,364)	(2,423)
Proceeds from disposal of property, plant and equipment		125	-	-	-	875
(Placements)/Withdrawal of fixed deposit with licensed banks more than 3 months to maturity		(7,740)	-	-	-	1,221
Net cash inflow from acquisition of a subsidiary		-	-	246	-	-
Disposal/(Acquisition) of other investments		11,134	(165)	(175)	1,805	(5,005)
Investment income received from other investments		107	93	186	196	377
Net cash used in investing activities		<u>(9,701)</u>	<u>(4,614)</u>	<u>(5,670)</u>	<u>(363)</u>	<u>(4,955)</u>
Cash flows from financing activities						
Dividend paid		-	-	(12,000)	(12,000)	(16,033)
Drawdowns of term loans		1,000	-	-	1,500	1,500
Interest paid		(530)	(513)	(887)	(592)	(887)
Placement of fixed deposits pledged with a licensed bank		-	-	-	-	(192)
Repayments of lease liabilities	C	(1,675)	(1,201)	(2,372)	(1,725)	(1,857)
Repayments of term loans		(406)	(337)	(581)	(683)	(607)
Repayment of bankers' acceptance		-	-	-	-	(3,319)
Net cash used in financing activities		<u>(1,611)</u>	<u>(2,051)</u>	<u>(15,840)</u>	<u>(13,500)</u>	<u>(21,395)</u>

13. ACCOUNTANTS' REPORT (CONT'D)

PMCK BERHAD
(Incorporated in Malaysia)

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL PERIOD ENDED 30 NOVEMBER 2024 AND
FINANCIAL YEARS ENDED 30 APRIL 2024, 30 APRIL 2023 AND 30 APRIL 2022 (CONT'D)

	Audited 1.5.2024 to 30.11.2024 Note	Unaudited 1.5.2023 to 30.11.2023	Audited 1.5.2023 to 30.4.2024	Audited 1.5.2022 to 30.4.2023	Audited 1.5.2021 to 30.4.2022
	RM'000	RM'000	RM'000	RM'000	RM'000
Net cash (decrease)/increase in cash and cash equivalents	(1,136)	10,212	(3,597)	5,090	(7,214)
Cash and cash equivalents at beginning of the financial period/years	23,031	26,628	26,628	21,538	28,752
Cash and cash equivalents at end of the financial period/years	21,895	36,840	23,031	26,628	21,538
Cash and cash equivalents at end of the financial period/years comprises:					
Cash and bank balances	21,895	36,840	23,031	26,628	21,538
Fixed deposits with licensed banks	10,547	2,696	2,745	2,656	2,656
	32,442	39,536	25,776	29,284	24,194
Less: Fixed deposits pledged with a licensed bank	11 (2,760)	(2,696)	(2,745)	(2,656)	(2,656)
Less: Fixed deposits with a licensed bank more than 3 month to maturity	11 (7,787)	-	-	-	-
	21,895	36,840	23,031	26,628	21,538

NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS

	Audited 30.11.2024 Note	Unaudited 30.11.2023	Audited 30.4.2024	Audited 30.4.2023	Audited 30.4.2022
	RM'000	RM'000	RM'000	RM'000	RM'000
A. (Increase)/Decrease in payables					
Total movement of payables	(142)	(841)	616	(527)	1,153
Add: Acquisition of a subsidiary	13 -	-	301	-	-
Less: Financing through lease arrangements	(442)	-	-	-	-
Total (increase)/decrease in payables	(584)	(841)	917	(527)	1,153

13. ACCOUNTANTS' REPORT (CONT'D)

PMCK BERHAD
(Incorporated in Malaysia)

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL PERIOD ENDED 30 NOVEMBER 2024 AND
FINANCIAL YEARS ENDED 30 APRIL 2024, 30 APRIL 2023 AND 30 APRIL 2022 (CONT'D)

NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS (CONT'D)

		Audited	Unaudited	Audited	Audited	Audited
		1.5.2024	1.5.2023	1.5.2023	1.5.2022	1.5.2021
		to	to	to	to	to
		30.11.2024	30.11.2023	30.4.2024	30.4.2023	30.4.2022
Note		RM'000	RM'000	RM'000	RM'000	RM'000
B. Acquisition of property, plant and equipment						
Total acquisition of property, plant and equipment		14,394	8,612	10,367	2,513	5,770
Less: Acquisition through of lease arrangement		(1,067)	(4,070)	(4,440)	(149)	(3,347)
Total cash used in acquisition of property, plant and equipment		<u>13,327</u>	<u>4,542</u>	<u>5,927</u>	<u>2,364</u>	<u>2,423</u>
C. Cash outflows for leases as a lessee						
<u>Included in net cash from operating activities</u>						
Payment relating to short-term leases	21	<u>913</u>	<u>1,429</u>	<u>2,634</u>	<u>2,113</u>	<u>1,668</u>
<u>Included in net cash used in financing activities</u>						
Payment of lease liabilities		1,675	1,201	2,372	1,725	1,857
Payment on interest of lease liabilities		205	199	347	187	398
		<u>1,880</u>	<u>1,400</u>	<u>2,719</u>	<u>1,912</u>	<u>2,255</u>
		<u>2,793</u>	<u>2,829</u>	<u>5,353</u>	<u>4,025</u>	<u>3,923</u>

The accompanying notes form an integral part of the consolidated financial statements.

13. ACCOUNTANTS' REPORT (CONT'D)

PMCK BERHAD
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL INFORMATION

1. Corporate information**(a) Introduction**

This report has been prepared solely to comply with the Prospectus Guidelines issued by the Securities Commission Malaysia and for inclusion in the prospectus of PMCK Berhad ("the Company") in connection with the listing and quotation of the entire issued share capital of the Company on the ACE Market of Bursa Malaysia Securities Berhad ("Bursa Securities") (hereinafter defined as "the Listing") and should not be relied upon for any other purposes.

(b) Background

The Company was incorporated on 16 November 2000 as a private limited company under name of Unique Luxury Holdings Sdn Bhd ("ULHSB") and domiciled in Malaysia. On 29 August 2024, the Company had changed its name from ULHSB to PMCK Sdn Bhd. On 25 September 2024, the Company was converted to public limited liability company and assumed its name as PMCK Berhad.

The registered office of the Company is located at Suite 18.05, MWE Plaza, No. 8, Lebuhr Farquhar, 10200 George Town, Pulau Pinang. The principal place of business of the Company is located at 888, Jalan Sekerat, Off Jalan Putra, 05100 Alor Setar, Kedah.

(c) Principal activities

The Company's principal activity is investment holding.

The details of the subsidiaries as of the date of this report are as follows:

Name of company	30.11.2024 %	30.4.2024 %	Effective interest		Date of incorporation	Principal activities
			30.4.2023 %	30.4.2022 %		
Unique Luxury Sdn Bhd ("ULSB")	100	100	100	100	19 April 1991	Private medical centre offering specialist consultant services and healthcare support services.

13. ACCOUNTANTS' REPORT (CONT'D)**1. Corporate information (Cont'd)****(c) Principal activities (Cont'd)**

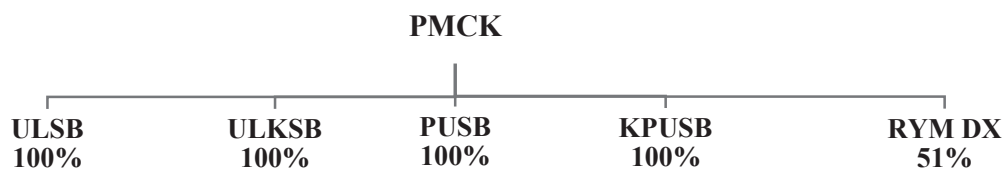
The details of the subsidiaries as of the date of this report are as follows: (Cont'd)

Name of company	30.11.2024 %	30.4.2024 %	Effective interest		Date of incorporation	Principal activities
			30.4.2023 %	30.4.2022 %		
Unique Luxury (Kulim) Sdn Bhd ("ULKSB")	100	100	100	100	22 April 2019	Investment holding of land, not commene business since date of incorporation
Poliklinik Unik Sdn Bhd ("PUSB")	100	100	100	100	28 May 2019	Provision of polyclinic services.
Klinik Pergigian Unik Sdn Bhd ("KPUSB")	100	100	100	100	3 June 2019	Provision of dental services.
Mazu Medical Sdn Bhd ("MAZU") *	100	100	100	-	12 January 2023	Provide dental and general medical services.
RYM DX Laboratory Sdn Bhd ("RYM DX")	51	51	-	-	17 January 2023	Provision of medical laboratories services.

* On 18 October 2024, MAZU has submitted an application to the Companies Commission of Malaysia to strike off its name from the Register pursuant to Section 550 of the Companies Act 2016. The strike off process had been completed on 6 March 2025.

13. ACCOUNTANTS' REPORT (CONT'D)**1. Corporate information (Cont'd)****(c) Principal activities (Cont'd)**

The group structure as at date of this report is as follows:

**(d) Auditors**

The relevant financial period/years of the audited financial statements used for the purpose of the consolidated financial statements (“Relevant Financial Period/Years”) and the auditors are as follows:

Company	Relevant Financial Period/Years	Auditors
PMCK	FPE 30 November 2024	TGS TW PLT
	FYE 30 April 2024	TGS TW PLT
	FYE 30 April 2023	TGS TW PLT
	FYE 30 April 2022	TGS TW PLT
ULSB	FPE 30 November 2024	TGS TW PLT
	FYE 30 April 2024	TGS TW PLT
	FYE 30 April 2023	TGS TW PLT
	FYE 30 April 2022	TGS TW PLT
ULKSB	FPE 30 November 2024	TGS TW PLT
	FYE 30 April 2024	TGS TW PLT
	FYE 30 April 2023	TGS TW PLT
	FYE 30 April 2022	TGS TW PLT
PUSB	FPE 30 November 2024	TGS TW PLT
	FYE 30 April 2024	TGS TW PLT
	FYE 30 April 2023	TGS TW PLT
	FYE 30 April 2022	TGS TW PLT
KPUSB	FPE 30 November 2024	TGS TW PLT
	FYE 30 April 2024	TGS TW PLT
	FYE 30 April 2023	TGS TW PLT
	FYE 30 April 2022	TGS TW PLT

13. ACCOUNTANTS' REPORT (CONT'D)**1. Corporate information (Cont'd)****(d) Auditors (Cont'd)**

The relevant financial years of the audited financial statements used for the purpose of the consolidated financial statements ("Relevant Financial Period/Years") and the auditors are as follows: (Cont'd)

Company	Relevant Financial Period/Years	Auditors
MAZU	FPE 30 November 2024	TGS TW PLT
	FYE 30 April 2024	TGS TW PLT
	FPE 30 April 2023	TGS TW PLT
RYM DX	FPE 30 November 2024	TGS TW PLT
	FYE 30 April 2024	TGS TW PLT

FYE: Financial Year Ended

FPE: Financial Period Ended

The audited financial statements of PMCK and its subsidiaries for the Relevant Financial Period/Years reported above were not subject to any qualification or modification.

2. Basis of preparation**(a) Statement of compliance**

The consolidated financial statements of the Group has been prepared in accordance with Malaysian Financial Reporting Standards ("MFRSs") and International Financial Reporting Standards ("IFRSs").

The consolidated financial statements consist of the financial statements of Group as disclosed in Note 1(c) to this report.

The consolidated financial statements have been prepared using financial information obtained from the records of the Group during the reporting years.

The consolidated financial statements of the Group has been prepared under the historical cost convention, unless otherwise indicated in the consolidated financial statements.

13. ACCOUNTANTS' REPORT (CONT'D)**2. Basis of preparation (Cont'd)****(a) Statement of compliance (Cont'd)****Adoption of amended standards**

During the financial period, the Group has adopted the following amendments to MFRSs issued by the Malaysian Accounting Standards Board ("MASB") that are mandatory for the current financial period:

Amendments to MFRS 16	Lease Liability in a Sale and Leaseback
Amendments to MFRS 101	Classification of Liabilities as Current or Non-current
Amendments to MFRS 101	Non-current Liabilities with Covenants
Amendments to MFRS 107 and MFRS 7	Supplier Finance Arrangements

The adoption of amendments to MFRSs did not have any significant impact on the financial statement of the Group.

Standard issued but not yet effective

The Group has not applied the following new and amendments to MFRSs that have been issued by the MASB but are not yet effective for the Group:

		Effective dates for financial periods beginning on or <u>after</u>
Amendments to MFRS 121	Lack of Exchangeability	1 January 2025
Amendments to MFRS 9 and MFRS 7	Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Amendments to MFRS 1 Amendments to MFRS 7 Amendments to MFRS 9 Amendments to MFRS 10 Amendments to MFRS 107	Annual Improvements - Volume 11	1 January 2026

13. ACCOUNTANTS' REPORT (CONT'D)**2. Basis of preparation (Cont'd)****(a) Statement of compliance (Cont'd)****Standards issued but not yet effective (Cont'd)**

The Group has not applied the following new and amendments to MFRSs that have been issued by the MASB but are not yet effective for the Group: (Cont'd)

					Effective dates for financial periods beginning on or <u>after</u>
Amendments to MFRS 9 and MFRS 7	Contracts dependent	Referencing Electricity	Nature -		1 January 2026
MFRS 19	Subsidiaries	without	Public		1 January 2027
	Accountabilities:	Disclosures			
MFRS 18	Presentation and	Disclosure	in		1 January 2027
	Financial Statements				
Amendments to MFRS 10 and MFRS 128	Sale or Contribution	of Assets			Deferred until
	between an Investor	and its			further notice
	Associate or Joint Venture				

The Group intends to adopt the above new and amendments to MFRSs when they become effective.

The initial applications of the above-mentioned new and amendments to MFRSs are not expected to have any significant impacts on the financial statements of the Group.

(b) Functional and presentation currency

These consolidated financial statements are presented in Ringgit Malaysia ("RM"), which is the Group's functional currency. All financial information is presented in RM and has been rounded to the nearest RM except when otherwise stated.

(c) Significant accounting judgements, estimates and assumptions

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

13. ACCOUNTANTS' REPORT (CONT'D)**2. Basis of preparation (Cont'd)****(c) Significant accounting judgements, estimates and assumptions (Cont'd)****Judgements**

The following are the judgements made by management in the process of applying the Group's accounting policies that have the most significant effect on the amounts recognised in the consolidated financial statements.

Determining the lease term of contracts with renewal and termination options - Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if they are reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if they are reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassess the lease term if there is a significant event or change in circumstances that is within its control and affect its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

The Group include the renewal period as part of the lease term for leases of building with non-cancellable period included as part of the lease term as these are reasonably certain to be exercised because there will be a significant negative effect on operation if a replacement asset is not readily available. Furthermore, the periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised.

Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period are set out below.

13. ACCOUNTANTS' REPORT (CONT'D)**2. Basis of preparation (Cont'd)****(c) Significant accounting judgements, estimates and assumptions (Cont'd)****Key sources of estimation uncertainty (Cont'd)**Useful lives of property, plant and equipment

The Group regularly review the estimated useful lives of property, plant and equipment based on factors such as business plan and strategies, expected level of usage and future technological developments. Future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned above. A reduction in the estimated useful lives of property, plant and equipment would increase the recorded depreciation and decrease the value of property, plant and equipment.

Amortisation of intangible asset

Intangible asset with a finite useful life is amortised by allocating its depreciation amount on a systematic basis over its contractual period. Contractual period is the period over which the intangible asset is expected to generate economic benefits. Amortised amount is the carrying amount of the intangible asset less its residual value.

Inventories valuation

Inventories are measured at the lower of cost and net realisable value. The Group estimates the net realisable value of inventories based on an assessment of expected selling prices. Demand levels and pricing competition could change from time to time. If such factors result in an adverse effect on the Group's products, the Group might be required to reduce the value of their inventories.

Deferred tax assets

Deferred tax assets are recognised for all unutilised tax losses, unabsorbed capital allowances and other deductible temporary differences to the extent that it is probable that taxable profit will be available against which the unutilised tax losses, unabsorbed capital allowances and other deductible temporary differences can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

13. ACCOUNTANTS' REPORT (CONT'D)**2. Basis of preparation (Cont'd)****(c) Significant accounting judgements, estimates and assumptions (Cont'd)****Key sources of estimation uncertainty (Cont'd)**Discount rate used in leases

Where the interest rate implicit in the lease cannot be readily determined, the Group uses the incremental borrowing rate to measure the lease liabilities. The incremental borrowing rate is the interest rate that the Group would have to pay to borrow over a similar term, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. Therefore, the incremental borrowing rate requires estimation, particularly when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the incremental borrowing rate using observable inputs when available and is required to make certain entity specific estimates.

Income taxes

Judgement is involved in determining the provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business.

The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Determination of transaction prices

The Group is required to determine the transaction price in respect of each of its contracts with customers. In making such judgement the Group assesses the impact of any variable consideration in the contract due to discounts or penalties in the contracts.

There is no estimation required in determining the transaction price, as revenue from sale of goods are based on invoices values. Discounts are not considered as they are not only given in rare circumstances.

13. ACCOUNTANTS' REPORT (CONT'D)

2. Basis of preparation (Cont'd)

(c) Significant accounting judgements, estimates and assumptions (Cont'd)

Key sources of estimation uncertainty (Cont'd)

Provision for expected credit losses ("ECLs") of financial assets at amortised cost

The Group reviews the recoverability of its receivables at each reporting date to assess whether an impairment loss should be recognised. The impairment provisions for receivables are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions at the end of each reporting period.

The Group uses a provision matrix to calculate expected credit loss for receivables. The provision rates are based on number of days past due.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and expected credit loss is a significant estimate.

Fair value of financial instruments

Management uses valuation techniques in measuring the fair value of financial instruments where active market quotes are not available. Details of the assumptions used are given in the Note 29(c) to the consolidated financial statements regarding financial assets. In applying the valuation techniques management makes maximum use of market inputs, and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the end of the reporting period.

13. ACCOUNTANTS' REPORT (CONT'D)

3. Material accounting policies

The Group applies the material accounting policies set out below, consistently throughout all periods presented in the consolidated financial statements unless otherwise stated.

(a) Basis of consolidation

(i) Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Potential voting rights are considered when assessing whether the Group has power over another entity. Subsidiary companies are fully consolidated from the date that control commences until the date control ceases.

Inter-company transactions, balances and unrealised gains or losses on transactions between Group entities are eliminated. Unrealised losses are eliminated only if there is no indication of impairment.

(ii) Business combination

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of new subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in business combination are measured initially at their fair values at the acquisition date. The Group recognises NCI in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the NCI's proportionate share of the recognised amounts of acquiree's identifiable net assets.

When the business combination is achieved in stages, the acquirer's previously held equity interest in the acquiree is re-measured at its acquisition-date fair value and the resulting gain or loss recognised in profit or loss.

13. ACCOUNTANTS' REPORT (CONT'D)**3. Material accounting policies (Cont'd)****(a) Basis of consolidation (Cont'd)****(ii) Business combination (Cont'd)**

The initial accounting for the acquisition of the new subsidiary is incomplete by the end of the reporting period, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (which cannot exceed one year from the acquisition date), or additional assets or liabilities recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date, if known, would have affected the amount recognised at that date.

The contingent consideration to be transferred by the Group recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of MFRS 9 is measured at fair value with the changes in fair value recognised in profit or loss contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

Transaction costs, other than those associated with the issuance of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

(iii) NCI

NCI at the end of the reporting period, being the equity in a subsidiary not attributable directly or indirectly to the equity holders of the Group, are presented in the consolidated statement of financial position and statement of changes in equity, separately from equity attributable to the owners of the Group. NCI in the results of the Group is presented in the consolidated statements of comprehensive income as an allocation of the profit or loss and the comprehensive income for the financial year between the NCI and owners of the Group.

Losses applicable to the NCI in a subsidiary is allocated to the NCI even if doing so causes the NCI to have a deficit balance.

The Group treats all changes in its ownership interest in a subsidiary that do not result in a loss of control as equity transactions between the Group and its NCI holders. Any difference between the Group's share of net assets before and after the change, and any consideration received or paid, is adjusted to or against Group reserves.

13. ACCOUNTANTS' REPORT (CONT'D)

3. Material accounting policies (Cont'd)

(a) Basis of consolidation (Cont'd)

(iv) Goodwill on consolidation

Goodwill is initially recognised at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for NCI and any previous interest held over the net identifiable net assets acquired and liabilities assumed). If the total consideration transferred, NCI recognised and previously held interest measured at fair value is less than the fair value of the net assets of the subsidiary acquired (i.e. a bargain purchase), the gain recognised in profit or loss.

After the initial recognition, goodwill is measured at cost less accumulated impairment losses. Goodwill is reviewed for impairment annually or more frequent when there is objective evidence that the carrying value may be impaired.

(b) Property, plant and equipment

(i) Recognition and measurement

Property, plant and equipment are measured at cost less accumulated depreciation and less any impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the assets and any other costs directly attributable to bringing the asset to working condition for its intended use, cost of replacing component parts of the assets, and the present value of the expected cost for the decommissioning of the assets after their use.

(ii) Subsequent costs

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognised in the profit or loss as incurred.

13. ACCOUNTANTS' REPORT (CONT'D)**3. Material accounting policies (Cont'd)****(b) Property, plant and equipment (Cont'd)****(iii) Depreciation**

Depreciation is recognised on straight line method basis to write off the cost of each asset to its residual value over its estimated useful life. Capital work-in-progress included in property, plant and equipment are not depreciated as these assets are not yet available for use. Freehold land is not depreciated.

Property, plant and equipment are depreciated based on the estimated useful lives of the assets as follows:

Freehold building	2%
Electrical installation and equipment	10%
Medical instruments and surgical equipment	10%
Office equipment and furniture and fittings	10%
Motor vehicles	10%/Over the lease term
Renovation	10%
Container	10%
Plant and machinery	10%
Signboard	10%
Premises	Over the lease term

The residual values, useful lives and depreciation method are reviewed at the end of each reporting period to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the property, plant and equipment.

(iv) Derecognition

Property, plant and equipment are derecognised upon disposal or when no future economic benefits are expected from its use or disposal. The difference between the net disposal proceeds, if any, and the net carrying amount recognised in profit or loss.

(c) Intangible assets**(i) Intangible assets acquired separately**

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives of 10 years. The estimated useful lives and amortisation methods are reviewed at the end of each reporting date, with the effect of any changes in estimate being accounted for on a prospective basis.

13. ACCOUNTANTS' REPORT (CONT'D)

3. Material accounting policies (Cont'd)

(c) Intangible assets (Cont'd)

(ii) Subsequent measurement

Intangible assets with finite useful lives are carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the intangible asset begins when it is complete and the asset is available for use.

Intangible assets are amortised based on the estimated useful lives as follows:

Software	10 years
----------	----------

The estimated useful lives and amortisation methods are reviewed at the end of each reporting date, with the effect of any changes in estimate being accounted for on a prospective basis.

(d) Leases

As lessee

(i) Lease and non-lease components

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices. However, for leases of properties in which the Group is a lessee, it has elected not to separate non-lease components and will instead account for the lease and non-lease components as a single lease component.

(ii) Recognition exemption

The Group has elected not to recognise ROU assets and liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

13. ACCOUNTANTS' REPORT (CONT'D)**3. Material accounting policies (Cont'd)****(d) Leases (Cont'd)**As lessee (Cont'd)**(iii) Depreciation**

The ROU asset under cost model is depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the ROU asset or the end of the lease term. The estimated useful lives of the ROU assets are determined on the same basis as those of property, plant and equipment as follows:

Electrical installation and equipment	10%
Medical instruments and surgical equipment	10%
Office equipment and furniture and fittings	10%
Motor vehicles	Over the lease term
Premises	Over the lease term

As lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases.

Rental income from operating lease recognised as income on a straight-line basis over the lease term. The lease payment recognised is included as part of other income. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

(e) Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is calculated using weighted average basis.

(f) Financial instruments

At the reporting date, the Group carry financial assets at fair value through profit and loss ("FVTPL") and amortised cost on its consolidated statements of financial position. The Group's financial asset at FVTPL is other investments and financial assets at amortised cost are trade and other receivables, fixed deposits with licensed banks and cash and bank balances.

13. ACCOUNTANTS' REPORT (CONT'D)

3. Material accounting policies (Cont'd)

(f) Financial instruments (Cont'd)

At the reporting date, the Group carries only financial liabilities at amortised cost on its consolidated statements of financial position. The Group's financial liabilities at amortised cost include trade and other payables and loans and bank borrowings.

(g) Contract assets and contract liabilities

Contract assets represent the Group's right to consideration for goods or services that the Group has transferred to a customer when that right is conditioned on something other than the passage of time. Contract assets are subject to impairment assessment in accordance of MFRS 9 *Financial Instruments*.

Contract liabilities represent the Group's obligation to transfer goods or services to a customer for which the Group has received the consideration, or the amount is due, from the customers. Contract liabilities are recognised as revenue when the Group performs its obligation under the contracts.

(h) Revenue recognition

(i) Revenue from contracts with customers

The Group recognises revenue from the following major source:

(a) Healthcare services revenue

Revenue from hospital and healthcare charges comprises inpatient and outpatient hospital charges, and sales of pharmaceutical products, medical supplies, laboratory products and consumable items. These revenue are recognised as follows:

The performance obligations for inpatient services are generally satisfied over a short period and revenue from inpatients is recorded when healthcare services is performed. The performance obligations for outpatient and day care services are generally satisfied over a period of less than a day, and revenue is also recorded when the healthcare services is performed. The Group has a range of credit terms which are typically short term, in line with market practice, and without any financing component. There are no variable consideration, and no obligation for returns or refunds or warranties of healthcare related services.

Revenue is recognised at a point in time as services are rendered or goods delivered. Revenue will only be recognised to the extent that if it is highly probable that a significant reversal will not occur, net of discounts. A receivable is recognised upon billing net of deposits received.

13. ACCOUNTANTS' REPORT (CONT'D)

3. Material accounting policies (Cont'd)

(h) Revenue recognition (Cont'd)

(ii) Interest income

Interest income is recognised on accruals basis using the effective interest method.

(iii) Rental income

Rental income is accounted for on a straight-line basis over the lease terms. The aggregate costs of incentives provided to lessees are recognised as a reduction of rental income over the lease term on a straight-line basis.

13. ACCOUNTANTS' REPORT (CONT'D)
4. Property, plant and equipment

	Freehold land RM'000	Freehold building RM'000	Electrical installation and equipment RM'000	Medical instruments and surgical equipment RM'000	Office equipment and furniture and fittings RM'000	Motor vehicles RM'000	Renovation RM'000	Container RM'000	Plant and machinery RM'000	Signboard RM'000	Building under construction RM'000	Premises RM'000	Total RM'000
Audited													
Cost													
At 1 May 2021	15,155	23,600	5,539	24,095	10,546	4,078	578	12	-	12	229	700	84,544
Additions	-	-	135	4,572	289	-	-	-	-	-	774	-	5,770
Disposals	-	-	-	-	-	(3,081)	-	-	-	-	-	-	(3,081)
At 30 April 2022	15,155	23,600	5,674	28,667	10,835	997	578	12	-	12	1,003	700	87,233
Additions	-	-	84	548	239	-	-	22	7	-	1,464	149	2,513
Early termination of a lease contract	-	-	-	-	-	-	-	-	-	-	-	(50)	(50)
Expiration of a lease contract	-	-	-	-	-	-	-	-	-	-	-	(132)	(132)
Written off	-	-	-	-	-	-	-	(12)	-	-	-	-	(12)
At 30 April 2023	15,155	23,600	5,758	29,215	11,074	997	578	22	7	12	2,467	667	89,552
Additions	3,000	172	31	5,216	228	30	248	3	56	6	1,222	155	10,367
Acquisition of a subsidiary	-	-	30	-	221	-	29	-	-	-	-	73	353
Modification of a lease contract	-	-	-	-	-	-	-	-	-	-	-	100	100
At 30 April 2024	18,155	23,772	5,819	34,431	11,523	1,027	855	25	63	18	3,689	995	100,372
Additions	7,300	496	338	502	551	-	165	-	18	-	5,024	-	14,394
Disposal	-	-	-	(243)	-	-	-	-	-	-	-	-	(243)
Early termination of lease contracts	-	-	-	-	-	-	-	-	-	-	-	(199)	(199)
At 30 November 2024	25,455	24,268	6,157	34,690	12,074	1,027	1,020	25	81	18	8,713	796	114,324

13. ACCOUNTANTS' REPORT (CONT'D)
4. Property, plant and equipment (Cont'd)

	Freehold land RM'000	Freehold building RM'000	Electrical installation and equipment RM'000	Medical instruments and surgical equipment RM'000	Office equipment and furniture RM'000	Motor vehicles RM'000	Renovation RM'000	Container RM'000	Plant and machinery RM'000	Signboard RM'000	Building under construction RM'000	Premises RM'000	Total RM'000
Audited (Cont'd)													
Accumulated depreciation													
At 1 May 2021	-	6,275	2,475	15,689	6,707	2,498	289	2	-	2	-	329	34,266
Charge for the financial year	-	485	431	2,220	842	314	47	1	-	1	-	131	4,472
Disposals	-	-	-	-	-	(2,323)	-	-	-	-	-	-	(2,323)
At 30 April 2022	-	6,760	2,906	17,909	7,549	489	336	3	-	3	-	460	36,415
Charge for the financial year	-	485	438	2,258	839	83	44	1	-	1	-	118	4,267
Early termination of a lease contract	-	-	-	-	-	-	-	-	-	-	-	(21)	(21)
Expiration of a lease contract	-	-	-	-	-	-	-	-	-	-	-	(132)	(132)
Written off	-	-	-	-	-	-	-	(4)	-	-	-	-	(4)
At 30 April 2023	-	7,245	3,344	20,167	8,388	572	380	-	-	4	-	425	40,525
Charge for the financial year	-	424	442	2,524	853	85	66	2	3	2	-	173	4,574
Acquisition of a subsidiary	-	-	1	-	7	-	1	-	-	-	-	11	20
Modification of a lease contract	-	-	-	-	-	-	-	-	-	-	-	21	21
At 30 April 2024	-	7,669	3,787	22,691	9,248	657	447	2	3	6	-	630	45,140
Charge for the financial period	-	290	259	1,756	518	45	41	1	5	1	-	94	3,010
Disposal	-	-	-	(118)	-	-	-	-	-	-	-	-	(118)
Early termination of lease contracts	-	-	-	-	-	-	-	-	-	-	-	(147)	(147)
At 30 November 2024	-	7,959	4,046	24,329	9,766	702	488	3	8	7	-	577	47,885

13. ACCOUNTANTS' REPORT (CONT'D)
4. Property, plant and equipment (Cont'd)

	Freehold land RM'000	Freehold building RM'000	Electrical installation and equipment RM'000	Medical instruments and surgical equipment RM'000	Office equipment and furniture and fittings RM'000	Motor vehicles RM'000	Renovation RM'000	Container RM'000	Plant and machinery RM'000	Signboard RM'000	Building under construction RM'000	Premises RM'000	Total RM'000
Audited (Cont'd)													
Carrying amount													
At 30 November 2024	25,455	16,309	2,111	10,361	2,308	325	532	22	73	11	8,713	219	66,439
At 30 April 2024	18,155	16,103	2,032	11,740	2,275	370	408	23	60	12	3,689	365	55,232
At 30 April 2023	15,155	16,355	2,414	9,048	2,686	425	198	22	7	8	2,467	242	49,027
At 30 April 2022	15,155	16,840	2,768	10,758	3,286	508	242	9	-	9	1,003	240	50,818

13. ACCOUNTANTS' REPORT (CONT'D)**4. Property, plant and equipment (Cont'd)**

- (a) Including in net carrying amount of property, plant and equipment are right-of-use assets as follows:

	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
Electrical installation and equipment	1,382	1,546	1,827	2,108
Medical instruments and surgical equipment	7,313	7,186	3,765	4,258
Office equipment and furniture and fittings	465	145	171	197
Motor vehicles	-	97	115	133
Premises	219	365	242	240
	<u>9,379</u>	<u>9,339</u>	<u>6,120</u>	<u>6,936</u>

- (b) Depreciation charge of right-of-use assets are as follows:

	Audited 1.5.2024 to 30.11.2024 RM'000	Unaudited 1.5.2023 to 30.11.2023 RM'000	Audited 1.5.2023 to 30.4.2024 RM'000	Audited 1.5.2022 to 30.4.2023 RM'000	Audited 1.5.2021 to 30.4.2022 RM'000
Electrical installation and equipment	164	164	281	281	296
Medical instruments and surgical equipment	548	416	794	493	493
Office equipment and furniture and fittings	30	15	26	26	26
Motor vehicles	10	10	18	18	52
Premises	94	94	173	118	131
	<u>846</u>	<u>699</u>	<u>1,292</u>	<u>936</u>	<u>998</u>

- (c) Additions of property, plant and equipment under lease arrangement are as follows:

	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
Medical instruments and surgical equipment	1,133*	4,215	-	3,718
Office equipment and furniture and fittings	350	-	-	-
Premises	-	155	149	-
	<u>1,483</u>	<u>4,370</u>	<u>149</u>	<u>3,718</u>

13. ACCOUNTANTS' REPORT (CONT'D)
4. Property, plant and equipment (Cont'd)

- (c) Additions of property, plant and equipment under lease arrangement are as follows:
(Cont'd)

* Included in addition of medical instruments and surgical equipment under lease arrangement amounting to RM730,000 which were purchased in previous financial year are refinancing through a financial institution under hire purchase arrangements to the Group.

- (d) Property, plant and equipment pledged to a licensed bank as security for the related term loans are as follows:

	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
Freehold land	15,155	15,155	15,155	15,155
Freehold building	16,309	16,103	16,355	16,840
	<u>31,464</u>	<u>31,258</u>	<u>31,510</u>	<u>31,995</u>

- (e) The net carrying amount of property, plant and equipment of the Group amounted to RM9,160,000 (30.4.2024: RM8,974,000, 30.4.2023: RM5,878,000 and 30.4.2022: RM6,696,000) are pledged as security for the related lease liabilities.

5. Intangible assets

	Software RM'000
Audited	
Cost	
At 1 May 2021/30 April 2022/30 April 2023/30 April 2024/ 30 November 2024	<u>2,549</u>
Accumulated amortisation	
At 1 May 2021	1,474
Charge for the financial year	<u>174</u>
At 30 April 2022	1,648
Charge for the financial year	<u>173</u>
At 30 April 2023	1,821
Charge for the financial year	<u>173</u>
At 30 April 2024	1,994
Charge for the financial period	<u>101</u>
At 30 November 2024	<u>2,095</u>

13. ACCOUNTANTS' REPORT (CONT'D)**5. Intangible asset (Cont'd)****Software
RM'000****Audited (Cont'd)****Carrying amount**

At 30 November 2024	454
At 30 April 2024	555
At 30 April 2023	728
At 30 April 2022	901

Intangible assets with finite lives are initially measured at cost. After initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Intangible assets with finite lives are amortised in a straight line basis over 10 years. The amortisation period and amortisation method are reviewed at least annually for appropriateness.

The net carrying amount of intangible assets of the Group amounted to RM224,000 (30.4.2024: RM270,000, 30.4.2023: RM349,000 and 30.4.2022: RM428,000) are pledged as security for the related lease liabilities.

6. Other investments

	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
At FVTPL:				
Non-current				
Quoted shares	-	-	2,265	-
Unquoted shares	-	3,532	3,510	3,503
	-	3,532	5,775	3,503
Current				
Unquoted shares	-	7,585	4,593	9,650
	-	11,117	10,368	13,153

13. ACCOUNTANTS' REPORT (CONT'D)**6. Other investments (Cont'd)**

Geographical information of other investments:

	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
<u>In Malaysia</u>				
Unquoted shares	-	11,117	7,733	13,153
<u>Outside Malaysia</u>				
Quoted shares	-	-	2,265	-
Unquoted shares	-	-	370	-
	-	-	2,635	-
	-	11,117	10,368	13,153

During the financial period, the Group recognises fair value gain of RMNil (30.4.2024: fair value gain of RM574,000, 30.4.2023: fair value loss of RM957,000 and 30.4.2022: fair value loss of RM128,000) for investment in quoted and unquoted shares classified as FVTPL and did not make the irrecoverable election to classified as at fair value through other comprehensive income.

7. Other receivables

	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
Non-current				
Non-trade receivables (a)	4,288	3,797	3,950	2,704
Current				
Advances to a supplier	6,045	6,132	6,602	6,602
Less: Allowance for ECLs	(6,045)	(6,132)	(6,602)	-
	-	-	-	6,602
Non-trade receivables (a)(b)	432	422	254	170
Deposits	130	208	574	73
Prepayment	729	631	468	681
Prepayment for Initial Public Offering expenses	854	-	-	-
	2,145	1,261	1,296	7,526
	6,433	5,058	5,246	10,230

13. ACCOUNTANTS' REPORT (CONT'D)**7. Other receivables (Cont'd)**

Movements in allowance for ECLs are as follows:

	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
At beginning of the financial period/years	6,132	6,602	-	-
Reversal of ECLs	(87)	(470)	6,602	-
At end of the financial period/years	<u>6,045</u>	<u>6,132</u>	<u>6,602</u>	<u>-</u>

(a) Included in non-trade receivables of the Group represent insurance premium paid for keyman life insurance which shall be refundable when the Group surrender the insurance policy upon its maturity dates in 15 years' time. These amounts have been discounted to their respective present value.

(b) Non-trade receivables are unsecured, non-interest bearing and repayable on demand.

Included in non-trade receivables of the Group is an amount of RMNil (30.4.2024: RM51,000, 30.4.2023: RM19,000 and 30.4.2022: RM20,000) due from companies in which Directors have interest.

8. Inventories

	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
Pharmaceutical products	1,867	1,748	1,845	1,899
Medical supplies	1,067	983	922	836
Laboratory products	233	103	54	71
Consumables and disposable items	3	4	4	1
	<u>3,170</u>	<u>2,838</u>	<u>2,825</u>	<u>2,807</u>

13. ACCOUNTANTS' REPORT (CONT'D)**8. Inventories (Cont'd)**

	Audited	Unaudited	Audited	Audited	Audited
	1.5.2024	1.5.2023	1.5.2023	1.5.2022	1.5.2021
	to	to	to	to	to
	30.11.2024	30.11.2023	30.4.2024	30.4.2023	30.4.2022
	RM'000	RM'000	RM'000	RM'000	RM'000
Recognised in profit or loss:					
Inventories recognised as cost of sales	10,348	13,146	21,476	21,256	33,058

9. Trade receivables

	Audited	Audited	Audited	Audited
	30.11.2024	30.4.2024	30.4.2023	30.4.2022
	RM'000	RM'000	RM'000	RM'000
Trade receivables	8,575	9,540	10,196	6,943
Less: Allowances for ECLs	(1,508)	(1,508)	(1,831)	(1,831)
	7,067	8,032	8,365	5,112

Trade receivables are non-interest bearing and the normal credit term are ranged at cash term to 60 days (30.4.2024: cash term to 60 days, 30.4.2023: cash term to 60 days and 30.4.2022: cash term to 60 days). They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Included in the trade receivables is an amount of RMNil (30.4.2024: RM10,000, 30.4.2023: RM9,000 and 30.4.2022: RM9,000) due from key management personnels of the Group.

Movements in the allowance for ECLs are as follows:

	Audited	Audited	Audited	Audited
	30.11.2024	30.4.2024	30.4.2023	30.4.2022
	RM'000	RM'000	RM'000	RM'000
At beginning of the financial period/years	1,508	1,831	1,831	1,741
(Reversal of)/Allowance for ECLs	-	(323)	-	90
At end of the financial period/years	1,508	1,508	1,831	1,831

13. ACCOUNTANTS' REPORT (CONT'D)**9. Trade receivables (Cont'd)**

The following table provide information about the exposure to credit risk and allowance for ECLs for trade receivables:

	Gross carrying amount RM'000	ECLs RM'000	Net amount RM'000
Audited			
30.11.2024			
Not past due	3,515	(22)	3,493
Past due:			
Less than 30 days	167	(10)	157
31 to 60 days	1,788	(3)	1,785
61 to 90 days	726	(2)	724
More than 90 days	964	(56)	908
	<u>7,160</u>	<u>(93)</u>	<u>7,067</u>
Credit impaired:			
Past due more than 90 days			
Individual impaired	1,415	(1,415)	-
	<u>8,575</u>	<u>(1,508)</u>	<u>7,067</u>
30.4.2024			
Not past due	2,655	(22)	2,633
Past due:			
Less than 30 days	2,702	(10)	2,692
31 to 60 days	1,474	(3)	1,471
61 to 90 days	357	(2)	355
More than 90 days	937	(56)	881
	<u>8,125</u>	<u>(93)</u>	<u>8,032</u>
Credit impaired:			
Past due more than 90 days			
Individual impaired	1,415	(1,415)	-
	<u>9,540</u>	<u>(1,508)</u>	<u>8,032</u>

13. ACCOUNTANTS' REPORT (CONT'D)
9. Trade receivables (Cont'd)

The following table provide information about the exposure to credit risk and allowance for ECLs for trade receivables: (Cont'd)

	Gross carrying amount RM'000	ECLs RM'000	Net amount RM'000
Audited (Cont'd)			
30.4.2023			
Not past due	5,374	(22)	5,352
Past due:			
Less than 30 days	2,151	(10)	2,141
31 to 60 days	241	(3)	238
61 to 90 days	136	(2)	134
More than 90 days	556	(56)	500
	<u>8,458</u>	<u>(93)</u>	<u>8,365</u>
Credit impaired:			
Past due more than 90 days			
Individual impaired	<u>1,738</u>	<u>(1,738)</u>	<u>-</u>
	<u>10,196</u>	<u>(1,831)</u>	<u>8,365</u>
30.4.2022			
Not past due	3,636	(22)	3,614
Past due:			
Less than 30 days	1,073	(10)	1,063
31 to 60 days	194	(3)	191
61 to 90 days	96	(2)	94
More than 90 days	206	(56)	150
	<u>5,205</u>	<u>(93)</u>	<u>5,112</u>
Credit impaired:			
Past due more than 90 days			
Individual impaired	<u>1,738</u>	<u>(1,738)</u>	<u>-</u>
	<u>6,943</u>	<u>(1,831)</u>	<u>5,112</u>

13. ACCOUNTANTS' REPORT (CONT'D)**10. Contract assets/(liabilities)**

	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
<u>Contract assets</u>				
Service cost incurred (a)	<u>1,717</u>	<u>1,288</u>	<u>1,971</u>	<u>1,005</u>
<u>Contract liabilities</u>				
Deposits received (b)	<u>(1,509)</u>	<u>(1,508)</u>	<u>(1,142)</u>	<u>(653)</u>

The following table provide information about the exposure to credit risk and allowance for ECLs for contract assets as the Group are expected to have similar risk nature with trade receivables:

	Gross carrying amount RM'000	ECLs RM'000	Net amount RM'000
Audited			
30.11.2024			
Not past due	<u>1,717</u>	<u>-</u>	<u>1,717</u>
30.4.2024			
Not past due	<u>1,288</u>	<u>-</u>	<u>1,288</u>
30.4.2023			
Not past due	<u>1,971</u>	<u>-</u>	<u>1,971</u>
30.4.2022			
Not past due	<u>1,005</u>	<u>-</u>	<u>1,005</u>

13. ACCOUNTANTS' REPORT (CONT'D)**10. Contract assets/(liabilities) (Cont'd)****(a) Service cost incurred**

	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
At beginning of the financial period/years	1,288	1,971	1,005	30
Addition by obligation performed but not billed during the financial period/years	9,697	5,321	14,799	2,907
Transfer to receivables from contract assets recognised at the beginning of the financial period/years	<u>(9,268)</u>	<u>(6,004)</u>	<u>(13,833)</u>	<u>(1,932)</u>
At end of the financial period/years	<u>1,717</u>	<u>1,288</u>	<u>1,971</u>	<u>1,005</u>

The contract assets primarily relate to the Group's right to considerate for work performed but not yet billed at the reporting date for its healthcare services. The contract assets will be transferred to trade receivables when the rights become unconditional.

(b) Deposits received

	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
At beginning of the financial period/years	(1,508)	(1,142)	(653)	(734)
Revenue recognised that was included in the contract liabilities recognised at the beginning of the financial period/years	(13,317)	(16,927)	(28,075)	(25,984)
Increase due to cash received, excluding amounts recognised as revenue during the financial period/years	<u>13,316</u>	<u>16,561</u>	<u>27,586</u>	<u>26,065</u>
At end of the financial period/years	<u>(1,509)</u>	<u>(1,508)</u>	<u>(1,142)</u>	<u>(653)</u>

13. ACCOUNTANTS' REPORT (CONT'D)**10. Contract assets/(liabilities) (Cont'd)****(b) Deposits received (Cont'd)**

The contract liabilities primarily relate to the refundable advance deposit received from patients at the inception of the contract which services have not been rendered. Revenue is recognised as and when the performance obligations are satisfied. The Group expects to recognise revenue from remaining performance obligation within 1 year.

11. Fixed deposits with licensed banks

The interest rate on the fixed deposits with licensed banks of the Group ranged from 2.30% to 3.60% (30.4.2024: 2.30% to 2.35%, 30.4.2023: 1.80% to 2.50% and 30.4.2022: 1.80% to 2.50%) per annum. The maturity of the fixed deposits are at 6 to 12 (30.4.2024: 12, 30.4.2023: 12 and 30.4.2022: 12) months.

Fixed deposits with licensed banks of the Group amounting to RM2,760,000 (30.4.2024: RM2,745,000, 30.4.2023: RM2,656,000 and 30.4.2022: RM2,656,000) are pledged as securities for bank borrowings granted to the Group.

Fixed deposits with licensed banks more than 3 months to maturity are amounting to RM7,787,000 (30.4.2024: RMNil, 30.4.2023: RMNil and 30.4.2022: RMNil)

12. Share capital

	Number of ordinary shares			
	Audited 30.11.2024 Units'000	Audited 30.4.2024 Units'000	Audited 30.4.2023 Units'000	Audited 30.4.2022 Units'000
Issued and fully paid				
At beginning of the financial period/years	8,180	8,180	8,180	8,180
Add: Bonus issue	809,820	-	-	-
At end of the financial period/years	<u>818,000</u>	<u>8,180</u>	<u>8,180</u>	<u>8,180</u>
	Amount			
	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
Issued and fully paid				
At beginning/end of the financial period/years	<u>8,180</u>	<u>8,180</u>	<u>8,180</u>	<u>8,180</u>

13. ACCOUNTANTS' REPORT (CONT'D)**12. Share capital (Cont'd)**

On 11 September 2024, the Company had completed a bonus issue of 809,820,198 ordinary shares on the basis of 99 ordinary shares for every 1 existing ordinary share held.

The new ordinary shares issued during the financial period shall 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 are entitled to one vote per share at meetings of the Group. All ordinary shares rank equally with regards to the Group's residual assets.

13. NCI**(a) Acquisition of a subsidiary**

On 17 January 2024, the Group had invested 51% equity interest in RYM DX of 255,000 ordinary shares for total cash consideration of RM255,000.

Impact of the acquisition on the statements of profit or loss and other comprehensive income

From the date of acquisition, RYM DX has contributed RMNil to the Group's revenue and loss before tax of RM61,000 for FYE 30 April 2024.

If RYM DX had been acquired on 1 May 2023, revenue and profit before tax for the Group will remain the same as the subsidiary had not commenced any business from date of incorporation nor incur any expenses from 1 May 2023 to date of acquisition.

The following summaries the major classes of consideration transferred, and the recognised amounts of assets acquired assumed at the acquisition date:

	17.1.2024 RM'000
Fair value of consideration	<u>255</u>
<u>Fair value of identifiable assets acquired assumed</u>	
Property, plant and equipment	333
Other receivables	2
Cash and bank balances	501
Lease liabilities	(63)
Other payables	(301)
Total identified net asset	<u>472</u>
Less: NCI	(231)
Fair value on identified assets acquired	<u><u>241</u></u>
Goodwill on consolidation	<u><u>14</u></u>

13. ACCOUNTANTS' REPORT (CONT'D)**13. NCI (Cont'd)****(a) Acquisition of a subsidiary (Cont'd)**Goodwill arising from business combination**17.1.2024
RM'000**

Fair value of consideration	255
Fair value of identifiable assets acquired assumed	(241)
Goodwill arising on consolidation *	<u>14</u>

* During the FYE 30 April 2024, goodwill written off amounting to RM14,000 has been recognised within other expenses in the consolidated statements of profit or loss and other comprehensive income of the Group due to the subsidiary had incurred loss during the financial year.

Net cash inflow arising from acquisition of a subsidiary**17.1.2024
RM'000**

Fair value of consideration paid	255
Cash and cash equivalents acquired	(501)
	<u>(246)</u>

(b) Material party-owned subsidiary

Set below are the Group's subsidiary that has material non-controlling interests:

	Proportion of ownership interest and voting rights held by NCI			
	Audited	Audited	Audited	Audited
	30.11.2024	30.4.2024	30.4.2023	30.4.2022
	%	%	%	%
RYM DX	<u>49</u>	<u>49</u>	<u>-</u>	<u>-</u>

13. ACCOUNTANTS' REPORT (CONT'D)
13. NCI (Cont'd)
(b) Material party-owned subsidiary (Cont'd)

Set below are the Group's subsidiary that has material non-controlling interests:
(Cont'd)

Name of company	Loss allocated to NCI				
	Audited 1.5.2024 to 30.11.2024 RM'000	Unaudited 1.5.2023 to 30.11.2023 RM'000	Audited 1.5.2023 to 30.4.2024 RM'000	Audited 1.5.2022 to 30.4.2023 RM'000	Audited 1.5.2021 to 30.4.2022 RM'000
RYM DX	29	-	30	-	-

Name of company	Carrying amount of NCI			
	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
RYM DX	172	201	-	-

Summarised financial information for consolidated entity that has NCI that are material to the Group is set out below. The summarised financial information below represents amounts before inter-company eliminations.

(i) Summarised statement of financial position

	RYM DX			
	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
Non-current asset	372	381	-	-
Current assets	585	309	-	-
Non-current liability	(32)	(39)	-	-
Current liabilities	(575)	(241)	-	-
Net assets	350	410	-	-

13. ACCOUNTANTS' REPORT (CONT'D)**13. NCI (Cont'd)****(b) Material party-owned subsidiary (Cont'd)****(ii) Summarised statement of profit or loss and other comprehensive income**

	RYM DX				
	Audited	Unaudited	Audited	Audited	Audited
	1.5.2024	1.5.2023	1.5.2023	1.5.2022	1.5.2021
	to	to	to	to	to
	30.11.2024	30.11.2023	30.4.2024	30.4.2023	30.4.2022
	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	-	-	-	-	-
Loss for the financial period/year, representing total comprehensive loss for the financial period/year	(60)	-	(61)	-	-

(iii) Summarised statement of cash flow

	RYM DX				
	Audited	Unaudited	Audited	Audited	Audited
	1.5.2024	1.5.2023	1.5.2023	1.5.2022	1.5.2021
	to	to	to	to	to
	30.11.2024	30.11.2023	30.4.2024	30.4.2023	30.4.2022
	RM'000	RM'000	RM'000	RM'000	RM'000
Net cash used in operating activities	(145)	-	(324)	-	-
Net cash used in investing activities	(20)	-	(92)	-	-
Net cash from financing activities	434	-	554	-	-
Net increase in cash and cash equivalents	269	-	138	-	-

13. ACCOUNTANTS' REPORT (CONT'D)**14. Loans and bank borrowings**

	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
Secured				
Term loans	8,950	8,356	8,937	8,120
Non-current				
Term loans	8,219	7,792	8,357	7,429
Current				
Term loans	731	564	580	691
	8,950	8,356	8,937	8,120

The loans and bank borrowings are secured by the followings:

- (i) Joint and several guarantee by Directors of the Group;
- (ii) Assignment of insurance premium by Directors of the Group;
- (iii) First party legal charge over the property, plant and equipment of the Group as disclosed in Note 4 to the consolidated financial statements; and
- (iv) Fixed deposits with licensed banks of the Group as disclosed in Note 11 to the consolidated financial statements.

The term loans are repayable by 180 (30.4.2024: 180, 30.4.2023: 180 and 30.4.2022: 180) monthly instalments.

The average effective interest rates are as follows:

	Audited 30.11.2024 %	Audited 30.4.2024 %	Audited 30.4.2023 %	Audited 30.4.2022 %
Term loans	4.87 - 7.31	4.74 - 7.32	5.03 - 9.11	4.03 - 6.39
Bankers' acceptance	-	-	-	3.64 - 5.75
Bank overdraft	-	6.64 - 6.89	-	5.89

15. Lease liabilities

	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
Non-current	3,723	3,883	2,245	3,916
Current	2,341	2,407	1,794	1,729
	6,064	6,290	4,039	5,645

13. ACCOUNTANTS' REPORT (CONT'D)**15. Lease liabilities (Cont'd)**

The maturity analysis of lease liabilities at the end of the reporting period:

	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
Within 1 year	2,599	2,684	1,975	2,013
Between 1 to 5 years	3,950	4,177	2,346	4,191
	<u>6,549</u>	<u>6,861</u>	<u>4,321</u>	<u>6,204</u>
Less: Future finance charges	<u>(485)</u>	<u>(571)</u>	<u>(282)</u>	<u>(559)</u>
Present value of lease liabilities	<u>6,064</u>	<u>6,290</u>	<u>4,039</u>	<u>5,645</u>

The Group leases various electrical installation and equipment, medical instruments and surgical equipment, office equipment and furniture and fittings, motor vehicles and various premises. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

16. Deferred tax liabilities

	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
At beginning of the financial period/years	1,546	1,438	3,128	2,462
Recognised in profit or loss	<u>(21)</u>	<u>108</u>	<u>(1,690)</u>	<u>666</u>
At end of the financial period/years	<u>1,525</u>	<u>1,546</u>	<u>1,438</u>	<u>3,128</u>

The components of deferred tax liabilities and assets are made up of temporary differences arising from:

	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
Property, plant and equipment	3,399	3,512	3,342	3,562
Provision	(1,813)	(1,834)	(2,024)	(439)
Contract balances	50	(53)	199	84
Unutilised business losses	(32)	-	-	-
Unabsorbed capital allowances	<u>(79)</u>	<u>(79)</u>	<u>(79)</u>	<u>(79)</u>
	<u>1,525</u>	<u>1,546</u>	<u>1,438</u>	<u>3,128</u>

13. ACCOUNTANTS' REPORT (CONT'D)**16. Deferred tax liabilities (Cont'd)**

The unabsorbed capital allowances do not expire under current tax legislation of Malaysia. Unutilised business losses for which no deferred tax asset was recognised will expire at the following year of assessment ("YA"):

	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
Year of assessment 2031	<u>(32)</u>	<u>-</u>	<u>-</u>	<u>-</u>

17. Trade payables

The normal trade credit terms granted to the Group ranged from cash term to 120 days (30.4.2024: cash term to 120 days, 30.4.2023: cash term to 120 days and 30.4.2022: cash term to 120 days) depending on the term of the contracts.

Included in trade payables of the Group is an amount of RMNil (30.4.2024: RM38,000, 30.4.2023: RM50,000 and 30.4.2022: RM47,000) due to a company in which a Director of the Group has interest.

Included in trade payables of the Group is an amount of RM258,000 (30.4.2024: RM124,000, 30.4.2023: RM89,000 and 30.4.2022: RM58,000) due to key management personnels of the Group for specialist fees.

18. Other payables

	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
Non-trade payables	63	581	179	557
Accruals	2,717	2,182	2,268	1,718
Deposits received	11	33	18	26
	<u>2,791</u>	<u>2,796</u>	<u>2,465</u>	<u>2,301</u>

Included in the non-trade payables is an amount of RMNil (30.4.2024: RM58,000, 30.4.2023: RMNil and 30.4.2022: RMNil) due to a Director of a subsidiary.

Included in the deposits received is an amount of RM1,000 (30.4.2024: RM1,000, 30.4.2023: RM1,000 and 30.4.2022: RM1,000) received from a company in which a Director of the Group has interest for rental deposits.

Included in the deposits received is an amount of RMNil (30.4.2024: RM4,000, 30.4.2023: RM4,000 and 30.4.2022: RM4,000) received from a company in which a key management personnel of the Group has interest for rental deposits.

13. ACCOUNTANTS' REPORT (CONT'D)**19. Revenue**

	Audited 1.5.2024 to 30.11.2024 RM'000	Unaudited 1.5.2023 to 30.11.2023 RM'000	Audited 1.5.2023 to 30.4.2024 RM'000	Audited 1.5.2022 to 30.4.2023 RM'000	Audited 1.5.2021 to 30.4.2022 RM'000
Revenue from contracts with customers:					
Revenue from hospital	<u>58,547</u>	<u>62,904</u>	<u>104,335</u>	<u>99,851</u>	<u>97,088</u>
Timing of revenue recognition:					
At a point in time	<u>58,547</u>	<u>62,904</u>	<u>104,335</u>	<u>99,851</u>	<u>97,088</u>

20. Finance costs

	Audited 1.5.2024 to 30.11.2024 RM'000	Unaudited 1.5.2023 to 30.11.2023 RM'000	Audited 1.5.2023 to 30.4.2024 RM'000	Audited 1.5.2022 to 30.4.2023 RM'000	Audited 1.5.2021 to 30.4.2022 RM'000
Interest expenses on:					
- Term loans	325	312	538	405	339
- Bank overdraft	-	2	2	-	147
- Bankers' acceptance	-	-	-	-	3
- Lease liabilities	<u>205</u>	<u>199</u>	<u>347</u>	<u>187</u>	<u>398</u>
	<u>530</u>	<u>513</u>	<u>887</u>	<u>592</u>	<u>887</u>

13. ACCOUNTANTS' REPORT (CONT'D)**21. Profit before tax**

Profit before tax is determined after charging/(crediting) amongst other, the following items:

	Audited 1.5.2024 to 30.11.2024 RM'000	Unaudited 1.5.2023 to 30.11.2023 RM'000	Audited 1.5.2023 to 30.4.2024 RM'000	Audited 1.5.2022 to 30.4.2023 RM'000	Audited 1.5.2021 to 30.4.2022 RM'000
Auditors' remuneration					
- Current financial period/years	67	62	109	92	102
- Under/(Over) provision in prior financial year	-	-	6	(1)	-
(Reversal of)/Allowance for ECLs on:					
- Trade receivables	-	(293)	(323)	-	90
- Other receivables	(87)	(343)	(470)	6,602	-
Amortisation of intangible assets	101	101	173	173	174
Bad debts written off	104	-	11	9	-
Depreciation of property, plant and equipment and ROU assets	3,010	2,515	4,574	4,267	4,472
Fair value (gain)/loss on other investments	-	(417)	(574)	957	128
Property, plant and equipment written off	-	-	-	8	-
Gain on disposal of property, plant and equipment	-	-	-	-	(117)
Gain on early termination of lease contracts	(8)	-	-	(1)	-
Goodwill on consolidation written off	-	-	14	-	-
Investment income from other investments	(107)	(93)	(186)	(196)	(377)
Interest income:					
- Bank balances	(363)	(432)	(769)	(469)	(395)
- Fixed deposits with licensed banks	(62)	(40)	(89)	-	(62)
(Gain)/Loss on disposal of other investments	(17)	-	-	23	-
Loss on modification of a lease contract	-	41	41	-	-
Rental income from equipment	(31)	(47)	(77)	(74)	(54)
Unwinding interest	(172)	(171)	(290)	(222)	(157)
Lease expenses relating to:					
- Short term lease (a)	913	1,429	2,634	2,113	1,668

13. ACCOUNTANTS' REPORT (CONT'D)
21. Profit before tax (Cont'd)

- (a) The Group lease various properties and equipment with contract terms of not more than one year. These leases are short-term. The Group has elected not to recognise right-of-use assets and lease liabilities for these leases.

22. Taxation

	Audited 1.5.2024 to 30.11.2024 RM'000	Unaudited 1.5.2023 to 30.11.2023 RM'000	Audited 1.5.2023 to 30.4.2024 RM'000	Audited 1.5.2022 to 30.4.2023 RM'000	Audited 1.5.2021 to 30.4.2022 RM'000
Tax expenses recognised in profit or loss					
<u>Current tax</u>					
- Current financial period/years	3,027	4,546	6,357	6,515	4,422
- (Over)/Under provision in prior financial years	(334)	(104)	(104)	5	210
	<u>2,693</u>	<u>4,442</u>	<u>6,253</u>	<u>6,520</u>	<u>4,632</u>
<u>Deferred tax</u>					
- Origination and reversal of temporary differences	199	63	108	(1,644)	666
- Over provision in prior financial years	(220)	-	-	(46)	-
	<u>(21)</u>	<u>63</u>	<u>108</u>	<u>(1,690)</u>	<u>666</u>
	<u>2,672</u>	<u>4,505</u>	<u>6,361</u>	<u>4,830</u>	<u>5,298</u>

13. ACCOUNTANTS' REPORT (CONT'D)**22. Taxation (Cont'd)**

A reconciliation of income tax expenses applicable to profit before tax at the statutory tax rate to income tax expenses at the effective income tax of the Group is as follows:

	Audited 1.5.2024 to 30.11.2024 RM'000	Unaudited 1.5.2023 to 30.11.2023 RM'000	Audited 1.5.2023 to 30.4.2024 RM'000	Audited 1.5.2022 to 30.4.2023 RM'000	Audited 1.5.2021 to 30.4.2022 RM'000
Profit before tax	<u>10,561</u>	<u>15,175</u>	<u>21,376</u>	<u>15,561</u>	<u>16,844</u>
At Malaysian statutory tax rate of 24% (30.11.2023: 24%, 30.4.2024: 24%, 30.4.2023: 24% and 30.4.2022: 24%)	2,534	3,642	5,130	3,735	4,043
Expenses not deductible for tax purposes	669	1,059	1,411	1,189	1,218
Income not subject to tax	(49)	(122)	(138)	(48)	(119)
Movement of deferred tax assets not recognised	72	30	62	(5)	(54)
(Over)/Under provision of tax expenses in prior financial years	(334)	(104)	(104)	5	210
Over provision of deferred tax in prior financial years	<u>(220)</u>	<u>-</u>	<u>-</u>	<u>(46)</u>	<u>-</u>
	<u>2,672</u>	<u>4,505</u>	<u>6,361</u>	<u>4,830</u>	<u>5,298</u>

13. ACCOUNTANTS' REPORT (CONT'D)**22. Taxation (Cont'd)****Unrecognised deferred tax assets**

Deferred tax assets have not been recognised in respect of the following items:

	Audited 1.5.2024 to 30.11.2024 RM'000	Unaudited 1.5.2023 to 30.11.2023 RM'000	Audited 1.5.2023 to 30.4.2024 RM'000	Audited 1.5.2022 to 30.4.2023 RM'000	Audited 1.5.2021 to 30.4.2022 RM'000
Property, plant and equipment	(85)	(168)	(183)	(86)	-
Unabsorbed capital allowances	285	226	205	128	82
Unutilised business losses	1,476	1,180	1,353	1,073	1,054
	<u>1,676</u>	<u>1,238</u>	<u>1,375</u>	<u>1,115</u>	<u>1,136</u>

The unabsorbed capital allowances do not expire under current tax legislation of Malaysia. Unutilised business losses for which no deferred tax asset was recognised will expire at the following YA:

	Audited 1.5.2024 to 30.11.2024 RM'000	Unaudited 1.5.2023 to 30.11.2023 RM'000	Audited 1.5.2023 to 30.4.2024 RM'000	Audited 1.5.2022 to 30.4.2023 RM'000	Audited 1.5.2021 to 30.4.2022 RM'000
YA 2030	201	201	201	201	385
YA 2031	261	414	414	505	515
YA 2032	154	154	154	154	154
YA 2033	213	213	213	213	-
YA 2034	375	198	371	-	-
YA 2035	272	-	-	-	-
	<u>1,476</u>	<u>1,180</u>	<u>1,353</u>	<u>1,073</u>	<u>1,054</u>

However, the above amounts are subject to approval by the tax authority.

In accordance with the provision of Finance Act 2018, the unutilised business losses could be carried forward for a maximum of seven consecutive years of assessment. Any balance of the unutilised business losses at the end of the seventh year shall be disregarded.

The Finance Act 2021 stated that the time frame to carry forward unutilised business losses for year of assessment 2019 and subsequent years of assessment be extended from seven to ten consecutive years of assessment. The other temporary differences do not expire under current tax legislation.

Deferred tax assets have not been recognised in respect of these items as they may not have sufficient taxable profits to be used to offset.

13. ACCOUNTANTS' REPORT (CONT'D)**23. Earnings per share**Basic earnings per share

The basic earnings per share are calculated based on the profit for the financial period/years attributable to owners of the Group and the enlarged number of ordinary shares in issue during the financial period/years as follows:

	Audited 1.5.2024 to 30.11.2024 RM'000	Unaudited 1.5.2023 to 30.11.2023 RM'000	Audited 1.5.2023 to 30.4.2024 RM'000	Audited 1.5.2022 to 30.4.2023 RM'000	Audited 1.5.2021 to 30.4.2022 RM'000
Profit attributable to owners of the Group	<u>7,918</u>	<u>10,670</u>	<u>15,045</u>	<u>10,731</u>	<u>11,546</u>
Enlarged number of ordinary shares in issue (units'000)	<u>818,000</u>	<u>818,000</u>	<u>818,000</u>	<u>818,000</u>	<u>818,000</u>
Basic earnings per ordinary shares (sen)	<u>0.97</u>	<u>1.30</u>	<u>1.84</u>	<u>1.31</u>	<u>1.41</u>

Diluted earnings per share

There are no diluted earnings per share as the Group do not have any dilutive potential ordinary shares outstanding as at the end of the reporting date.

24. Dividends

	Audited 1.5.2024 to 30.11.2024 RM'000	Unaudited 1.5.2023 to 30.11.2023 RM'000	Audited 1.5.2023 to 30.4.2024 RM'000	Audited 1.5.2022 to 30.4.2023 RM'000	Audited 1.5.2021 to 30.4.2022 RM'000
--	--	--	---	---	---

Dividends recognised as distribution to owners of the Group:

In respect of financial year ended 30 April 2024

An interim single-tier dividend of RM1.467 per ordinary share declared on 13 December 2023 and paid on 18 December 2023

-	-	12,000	-	-
---	---	--------	---	---

13. ACCOUNTANTS' REPORT (CONT'D)**24. Dividends (Cont'd)**

	Audited	Unaudited	Audited	Audited	Audited
	1.5.2024	1.5.2023	1.5.2023	1.5.2022	1.5.2021
	to	to	to	to	to
	30.11.2024	30.11.2023	30.4.2024	30.4.2023	30.4.2022
	RM'000	RM'000	RM'000	RM'000	RM'000
Dividends recognised as distribution to owners of the Group: (Cont'd)	-	-	12,000	-	-
<u>In respect of financial year ended 30 April 2023</u>					
An interim single-tier dividend of RM1.467 per ordinary share declared on 8 March 2023 and paid on 15 March 2023	-	-	-	12,000	-
<u>In respect of financial year ended 30 April 2022</u>					
An interim single-tier dividend of RM1.96 per ordinary share declared and paid on 17 March 2022	-	-	-	-	16,033
	<u>-</u>	<u>-</u>	<u>12,000</u>	<u>12,000</u>	<u>16,033</u>

The Group had on 5 December 2024 declared a first interim single tier dividend of RM0.006 per share amounting to RM5,000,000 and payable on 10 December 2024. This dividend is not reflected in the financial statements for the current financial period and will be accounted for as an appropriation of retained earnings in the financial year ending 30 April 2025.

The Board of Directors do not recommend any final dividend in respect of the current financial period/years.

13. ACCOUNTANTS' REPORT (CONT'D)**25. Staff costs**

	Audited 1.5.2024 to 30.11.2024 RM'000	Unaudited 1.5.2023 to 30.11.2023 RM'000	Audited 1.5.2023 to 30.4.2024 RM'000	Audited 1.5.2022 to 30.4.2023 RM'000	Audited 1.5.2021 to 30.4.2022 RM'000
Salaries and other emoluments	10,332	8,775	16,626	15,044	12,440
Defined contribution plans	934	1,140	1,511	1,406	1,281
Social security contributions	151	132	232	198	173
Other benefits	444	291	596	721	1,061
	<u>11,861</u>	<u>10,338</u>	<u>18,965</u>	<u>17,369</u>	<u>14,955</u>

Included in staff costs is aggregate amount of remuneration received and receivable by the Directors of the Group during the financial period/years as below:

	Audited 1.5.2024 to 30.11.2024 RM'000	Unaudited 1.5.2023 to 30.11.2023 RM'000	Audited 1.5.2023 to 30.4.2024 RM'000	Audited 1.5.2022 to 30.4.2023 RM'000	Audited 1.5.2021 to 30.4.2022 RM'000
Directors' fees	69	-	660	660	660
Salaries and other emoluments	1,339	1,189	2,058	2,827	2,101
Defined contribution plans	45	43	78	105	100
Social security contributions	1	1	2	1	2
	<u>1,454</u>	<u>1,233</u>	<u>2,798</u>	<u>3,593</u>	<u>2,863</u>

26. Reconciliation of liabilities arising from financing activities

The table below shows the details changes in the liabilities of the Group arising from financing activities, including both cash and non-cash changes:

	At 1.5.2024 RM'000	Addition RM'000	Repayment RM'000	Early termination of lease contracts RM'000	At 30.11.2024 RM'000
Audited					
Lease liabilities	6,290	1,509	(1,675)	(60)	6,064
Term loans	8,356	1,000	(406)	-	8,950
	<u>14,646</u>	<u>2,509</u>	<u>(2,081)</u>	<u>(60)</u>	<u>15,014</u>

13. ACCOUNTANTS' REPORT (CONT'D)**26. Reconciliation of liabilities arising from financing activities (Cont'd)**

The table below shows the details changes in the liabilities of the Group arising from financing activities, including both cash and non-cash changes: (Cont'd)

	At 1.5.2023 RM'000	Acquisition of a subsidiary RM'000	Addition RM'000	Repayment RM'000	Modification of a lease contract RM'000	At 30.4.2024 RM'000
Audited						
Lease liabilities	4,039	63	4,440	(2,372)	120	6,290
Term loans	8,937	-	-	(581)	-	8,356
	<u>12,976</u>	<u>63</u>	<u>4,440</u>	<u>(2,953)</u>	<u>120</u>	<u>14,646</u>

	At 1.5.2022 RM'000	Addition RM'000	Repayment RM'000	Early termination of a lease contract RM'000	At 30.4.2023 RM'000
Audited					
Lease liabilities	5,645	149	(1,725)	(30)	4,039
Term loans	8,120	1,500	(683)	-	8,937
	<u>13,765</u>	<u>1,649</u>	<u>(2,408)</u>	<u>(30)</u>	<u>12,976</u>

	At 1.5.2021 RM'000	Addition RM'000	Repayment RM'000	At 30.4.2022 RM'000
Audited				
Lease liabilities		4,155	3,347	5,645
Bankers' acceptance		3,319	-	-
Term loans		7,227	1,500	8,120
		<u>14,701</u>	<u>4,847</u>	<u>13,765</u>

	At 1.5.2023 RM'000	Addition RM'000	Repayment RM'000	Modification of a lease contract RM'000	At 30.11.2023 RM'000
Unaudited					
Lease liabilities	4,039	4,070	(1,201)	120	7,028
Term loans	8,937	-	(337)	-	8,600
	<u>12,976</u>	<u>4,070</u>	<u>(1,538)</u>	<u>120</u>	<u>15,628</u>

13. ACCOUNTANTS' REPORT (CONT'D)**27. Related party disclosures****(a) Identifying related parties**

For the purposes of these consolidated financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control or joint control the party or exercise significant influence over the party in making financial and operating 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 also include key management personnel defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel comprise the Directors and management personnel of the Group, having authority and responsibility for planning, directing and controlling the activities of the Group directly or indirectly.

(b) Significant related party transactions

Related party transactions have been entered into the normal course of business under negotiated terms. In addition to the related party balances disclosed elsewhere in the financial statements, the significant related party transactions of the Group is as follows:

	Audited 1.5.2024 to 30.11.2024 RM'000	Unaudited 1.5.2023 to 30.11.2023 RM'000	Audited 1.5.2023 to 30.4.2024 RM'000	Audited 1.5.2022 to 30.4.2023 RM'000	Audited 1.5.2021 to 30.4.2022 RM'000
Transaction with a Director:					
- Disposal of motor vehicle	-	-	-	-	800
Transactions with companies which Directors has interest:					
- Dividend paid	-	-	(12,000)	(12,000)	(16,033)
- Sales to	-	899	1,276	929	1,466
- Purchase from	-	-	-	#	-
- Provision of laundry services	(133)	(165)	(266)	(263)	(217)
- Provision of stationery and printing services	(57)	(39)	(89)	(60)	(64)
- Disposal of a medical instruments and surgical equipment	125	-	-	-	-
- Rental received	15	25	43	43	43
Transactions with a company which a key management personnel has interest:					
- Provision of food and beverage	(12)	(21)	(38)	(38)	(44)
- Purchase of consumable items	(5)	-	-	-	-
- Rental received	3	9	16	16	16

13. ACCOUNTANTS' REPORT (CONT'D)**27. Related party disclosures (Cont'd)****(b) Significant related party transactions (Cont'd)**

Related party transactions have been entered into the normal course of business under negotiated terms. In addition to the related party balances disclosed elsewhere in the financial statements, the significant related party transactions of the Group is as follows: (Cont'd)

	Audited 1.5.2024 to 30.11.2024 RM'000	Unaudited 1.5.2023 to 30.11.2023 RM'000	Audited 1.5.2023 to 30.4.2024 RM'000	Audited 1.5.2022 to 30.4.2023 RM'000	Audited 1.5.2021 to 30.4.2022 RM'000
Transactions with key management personnels:					
- Purchase of motor vehicle	-	-	(30)	-	-
- Disposal of motor vehicle	-	-	-	-	75
- Specialist fees	(1,563)	(916)	(1,651)	(854)	(921)

Amount less than RM1,000

(c) Compensation of key management personnel

Other than Directors' remuneration disclosed in Note 25 to the consolidated financial statements, the key management personnels compensation during the financial period/years are as follows:

	Audited 1.5.2024 to 30.11.2024 RM'000	Unaudited 1.5.2023 to 30.11.2023 RM'000	Audited 1.5.2023 to 30.4.2024 RM'000	Audited 1.5.2022 to 30.4.2023 RM'000	Audited 1.5.2021 to 30.4.2022 RM'000
Salaries and other emoluments	440	289	519	402	304
Defined contribution plans	53	35	60	47	37
Social security contributions	4	3	5	4	3
	<u>497</u>	<u>327</u>	<u>584</u>	<u>453</u>	<u>344</u>

13. ACCOUNTANTS' REPORT (CONT'D)**28. Segment information****(a) Business segments**

For management purposes, the Group is principally involved in the provision of specialist consultant services, healthcare support services and other services comprising dental services and polyclinic services.

Management monitors the operating results of its business units separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements.

Information about operating segments has not been reported separately as the Group's revenue, profit or loss, assets and liabilities are mainly confined to a single operating segment.

(b) Geographic information

Revenue and non-current assets information based on the geographical location of customers and assets respectively are as follows:

	Revenue				
	Audited	Unaudited	Audited	Audited	Audited
	1.5.2024	1.5.2023	1.5.2023	1.5.2022	1.5.2021
	to	to	to	to	to
	30.11.2024	30.11.2023	30.4.2024	30.4.2023	30.4.2022
	RM'000	RM'000	RM'000	RM'000	RM'000
Malaysia	<u>58,547</u>	<u>62,904</u>	<u>104,335</u>	<u>99,851</u>	<u>97,088</u>
	Non-current assets				
	Audited	Audited	Audited	Audited	Audited
	30.11.2024	30.4.2024	30.4.2023	30.4.2023	30.4.2022
	RM'000	RM'000	RM'000	RM'000	RM'000
Malaysia	71,181	63,116	56,845	57,926	
Overseas	-	-	2,635	-	
	<u>71,181</u>	<u>63,116</u>	<u>59,480</u>	<u>57,926</u>	

Non-current assets for this purpose consist of property, plant and equipment, intangible assets, other investments and other receivables.

(c) The Group has large and diversified customers base which consists of individuals and corporations. There was no single customer that contributed 10% or more of the Group's revenue for the financial period/years.

13. ACCOUNTANTS' REPORT (CONT'D)**29. Financial instruments****(a) Classification of financial instruments**

Financial assets and financial liabilities are measured on an ongoing basis either at FVTPL or at amortised cost.

The following table analyses the financial assets and liabilities in the consolidated statements of financial position by the class of financial instruments to which they are assigned, and therefore by the measurement basis:

	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
At FVTPL				
Financial asset				
Other investments	-	11,117	10,368	13,153
At amortised cost				
Financial assets				
Trade receivables	7,067	8,032	8,365	5,112
Other receivables	4,850	4,427	4,778	9,549
Fixed deposits with licensed banks	10,547	2,745	2,656	2,656
Cash and bank balances	21,895	23,031	26,628	21,538
	<u>44,359</u>	<u>38,235</u>	<u>42,427</u>	<u>38,855</u>
	<u>44,359</u>	<u>49,352</u>	<u>52,795</u>	<u>52,008</u>
At amortised cost				
Financial liabilities				
Loans and bank borrowings	8,950	8,356	8,937	8,120
Trade payables	5,073	4,926	5,873	5,510
Other payables	2,791	2,796	2,465	2,301
	<u>16,814</u>	<u>16,078</u>	<u>17,275</u>	<u>15,931</u>

(b) Financial risk management objectives and policies

The Group's financial risk management policy is to ensure that adequate financial resources are available for the development of the Group's operations whilst managing its credit, liquidity and market risks. The Group operates within clearly defined guidelines that are approved by the Board and the Group's policy is not to engage in speculative transactions.

13. ACCOUNTANTS' REPORT (CONT'D)**29. Financial instruments (Cont'd)****(b) Financial risk management objectives and policies (Cont'd)**

The following sections provide details regarding the Group's exposure to the abovementioned financial risks and the objectives, policies and processes for the management of these risks.

(i) Credit risk

Credit risk is the risk of a financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from trade receivables, other receivables, fixed deposits with licensed banks and cash and bank balances. There are no significant changes as compared to previous financial years.

The Group has adopted a policy of only dealing with creditworthy counterparties. Management has a credit policy in place to control credit risk by dealing with creditworthy counterparties and deposit with banks and financial institutions with good credit rating. The exposure to credit risk is monitored on an ongoing basis and action will be taken for long outstanding debts.

At each reporting date, the Group assess whether any of the receivables are credit impaired.

The gross carrying amounts of credit impaired receivables and contract assets are written off (either partial or full) when there is no realistic prospect of recovery. This is generally the case when Group determine that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write off. Nevertheless, receivables and contract assets that are written off could still be subject to enforcement activities.

The carrying amounts of the financial assets recorded on the consolidated statements of financial position as at the reporting date represent the Group's maximum exposure to credit risk.

There are no significant changes as compared to previous financial years.

As at the end of the financial period/years, the Group has 1 (30.4.2024: 1, 30.4.2023: 1 and 30.4.2022: Nil) major receivables that owed the Group more than 10% each and accounted for approximately 14% (30.4.2024: 13%, 30.4.2023: 16% and 30.4.2022: Nil) of the trade receivables outstanding.

13. ACCOUNTANTS' REPORT (CONT'D)**29. Financial instruments (Cont'd)****(b) Financial risk management objectives and policies (Cont'd)****(ii) Liquidity risk**

Liquidity risk refers to the risk that the Group will encounter difficulty in meeting their financial obligations as they fall due. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities.

The Group's funding requirements and liquidity risk are managed with the objective of meeting business obligations on a timely basis. The Group finance their liquidity through internally generated cash flows and minimise liquidity risk by keeping committed credit lines available.

The following table analyses the remaining contractual maturity for financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay:

	On demand or within 1 year RM'000	1 to 5 years RM'000	After 5 years RM'000	Total contractual cash flows RM'000	Total carrying amount RM'000
Audited					
30.11.2024					
<u>Non-derivative</u>					
<u>financial liabilities</u>					
Loans and bank					
borrowings	1,289	7,003	3,431	11,723	8,950
Trade payables	5,073	-	-	5,073	5,073
Other payables	2,791	-	-	2,791	2,791
Lease liabilities	2,599	3,950	-	6,549	6,064
	<u>11,752</u>	<u>10,953</u>	<u>3,431</u>	<u>26,136</u>	<u>22,878</u>
30.4.2024					
<u>Non-derivative</u>					
<u>financial liabilities</u>					
Loans and bank					
borrowings	1,086	4,161	6,000	11,247	8,356
Trade payables	4,926	-	-	4,926	4,926
Other payables	2,796	-	-	2,796	2,796
Lease liabilities	2,684	4,177	-	6,861	6,290
	<u>11,492</u>	<u>8,338</u>	<u>6,000</u>	<u>25,830</u>	<u>22,368</u>

13. ACCOUNTANTS' REPORT (CONT'D)**29. Financial instruments (Cont'd)****(b) Financial risk management objectives and policies (Cont'd)****(ii) Liquidity risk (Cont'd)**

The following table analyses the remaining contractual maturity for financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay: (Cont'd)

	On demand or within 1 year RM'000	1 to 5 years RM'000	After 5 years RM'000	Total contractual cash flows RM'000	Total carrying amount RM'000
Audited (Cont'd)					
30.4.2023					
<u>Non-derivative</u>					
<u>financial liabilities</u>					
Loans and bank					
borrowings	1,105	4,234	7,013	12,352	8,937
Trade payables	5,873	-	-	5,873	5,873
Other payables	2,465	-	-	2,465	2,465
Lease liabilities	1,975	2,346	-	4,321	4,039
	<u>11,418</u>	<u>6,580</u>	<u>7,013</u>	<u>25,011</u>	<u>21,314</u>

30.4.2022Non-derivativefinancial liabilities

Loans and bank

borrowings	1,089	5,906	5,551	12,546	8,120
Trade payables	5,510	-	-	5,510	5,510
Other payables	2,301	-	-	2,301	2,301
Lease liabilities	2,013	4,191	-	6,204	5,645
	<u>10,913</u>	<u>10,097</u>	<u>5,551</u>	<u>26,561</u>	<u>21,576</u>

(iii) Market risk**(a) Interest rate risk**

The Group's fixed rate deposits placed with a licensed bank and borrowings are exposed to a risk of change in its fair value due to changes in interest rates. The Group's variable rate borrowings are exposed to a risk of change in cash flows due to changes in interest rates.

13. ACCOUNTANTS' REPORT (CONT'D)**29. Financial instruments (Cont'd)****(b) Financial risk management objectives and policies (Cont'd)****(iii) Market risk (Cont'd)****(a) Interest rate risk (Cont'd)**

The Group manages its interest rate risk of its deposits with a licensed financial institution by placing them at the most competitive interest rates obtainable, which yield better returns than cash at bank and maintaining a prudent mix of short and long-term deposits.

The Group manages its interest rate risk exposure from interest bearing borrowings by obtaining financing with the most favourable interest rates in the market. The Group constantly monitor its interest rate risk by reviewing its debts portfolio to ensure favourable rates are obtained. The Group do not utilise interest swap contracts or other derivative instruments for trading or speculative purposes.

The interest rate profile of the Group's significant interest-bearing financial instruments, based on carrying amounts as at the end of the reporting period was:

	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
Fixed rate instruments				
<u>Financial asset</u>				
Fixed deposits with licensed banks	10,547	2,745	2,656	2,656
<u>Financial liability</u>				
Lease liabilities	(6,064)	(6,290)	(4,039)	(5,645)
Net financial asset/(liability)	4,483	(3,545)	(1,383)	(2,989)
Floating rate instrument				
<u>Financial liability</u>				
Term loans	(8,950)	(8,356)	(8,937)	(8,120)

13. ACCOUNTANTS' REPORT (CONT'D)**29. Financial instruments (Cont'd)****(b) Financial risk management objectives and policies (Cont'd)****(iii) Market risk (Cont'd)****(a) Interest rate risk (Cont'd)****Interest rate risk sensitivity analysis****Fair value sensitivity analysis for fixed rate instruments**

The Group do not account for any fixed rate financial asset and liabilities at fair value through profit or loss. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

Cash flows sensitivity analysis for floating rate instruments

A change in 1% interest rate at the end of the reporting period would have increased/(decreased) the Group's profit before tax by RM90,000 (30.4.2024: RM84,000, 30.4.2023: RM89,000 and 30.4.2022: RM81,000), arising mainly as a result of lower/higher interest expense on floating rate borrowings. This analysis assumed that all other variables remain constant. The assumed movement in basis points for the interest rate sensitivity analysis based on the currently observable market environment.

(c) Fair value of financial instruments

The carrying amounts of short-term receivables and payables, cash and cash equivalents and short-term borrowings approximate their fair value due to the relatively short-term nature of these financial instruments and insignificant impact of discounting.

The table below analyses financial instruments carried at fair value, together with their fair values and carrying amounts shown in the consolidated statements of financial position.

	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
Fair value of financial instrument carried at fair value				
Level 1				
<u>Financial asset</u>				
Other investments	-	-	2,265	-

13. ACCOUNTANTS' REPORT (CONT'D)**29. Financial instruments (Cont'd)****(c) Fair value of financial instruments (Cont'd)**

The table below analyses financial instruments carried at fair value, together with their fair values and carrying amounts shown in the consolidated statements of financial position. (Cont'd)

	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
Fair value of financial instrument carried at fair value (Cont'd)				
Level 2				
<u>Financial asset</u>				
Other investments	-	11,117	8,103	13,153

(i) Policy on transfer between levels

The fair value of an asset to be transferred between levels is determined as of the date of the event or change in circumstances that caused the transfer.

There were no transfers between levels during current and previous financial period/years.

(ii) Level 1 fair value

Level 1 fair value is derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

(iii) Level 2 fair value

Level 2 fair value is estimated using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

(iii) Level 3 fair value

Level 3 fair value for the financial assets and liabilities are estimated using unobservable inputs.

13. ACCOUNTANTS' REPORT (CONT'D)**30. Capital commitment**

	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
Capital expenditure				
Contracted but not provided for:				
- Land and building	188,993	2,213	5,647	2,166
- Medical instruments and surgical equipment	-	420	3,465	-
	<u>188,993</u>	<u>2,633</u>	<u>9,112</u>	<u>2,166</u>

31. Contingent liabilities

As at the reporting date, the Group has a few surgeries and medical consultation cases which suspected to breach of contractual, negligence and confidentiality by the Group.

As at the date of this report, there are no judgement made by the courts on the abovementioned cases and claimed amount from the plaintiffs.

In view of the uncertainty, the Directors are of the opinion that based on legal advice, malpractice insurance taken by the Group and not probable outflow of resources economic benefits will be required to settle the obligations. Accordingly, the Group has not made any provision in the financial statements and only disclosed as contingent liabilities.

32. Capital management

The overall capital management objective of the Group is to safeguard its ability to continue as a going concern so as to provide fair returns to owners and benefits to other stakeholders. In order to meet its objective, the Group always strives to maintain an optimal capital structure to reduce the cost of capital and sustain its business development.

13. ACCOUNTANTS' REPORT (CONT'D)**32. Capital management (Cont'd)**

The Group considers its total equity and total interest-bearing debts to be the key components of its capital structure and may, from time to time, adjust the dividend payouts, issue new shares, sell assets, raise or redeem debts, where necessary, to maintain an optimal capital structure. The Group monitors capital using a debt-to-equity ratio, which is calculated as total interest-bearing debts divided by total equity as follows:

	Audited 30.11.2024 RM'000	Audited 30.4.2024 RM'000	Audited 30.4.2023 RM'000	Audited 30.4.2022 RM'000
Loans and bank borrowings (Note 14)	8,950	8,356	8,937	8,120
Lease liabilities (Note 15)	6,064	6,290	4,039	5,645
Total interest-bearing debts	<u>15,014</u>	<u>14,646</u>	<u>12,976</u>	<u>13,765</u>
Total equity	<u>92,222</u>	<u>84,333</u>	<u>81,087</u>	<u>82,356</u>
Debt-to-equity ratio (times)	<u>0.16</u>	<u>0.17</u>	<u>0.16</u>	<u>0.17</u>

There were no changes in the Group's approach to capital management during the financial period/years.

The Group is not subject to any externally imposed capital requirements.

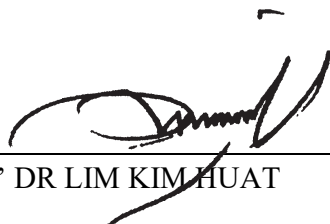
13. ACCOUNTANTS' REPORT (CONT'D)

PMCK BERHAD
(Incorporated in Malaysia)

STATEMENT BY DIRECTORS

We, the undersigned, being two of the Directors of the Group, do hereby state that, in the opinion of the Directors, the consolidated financial statements set out on pages 5 to 74 are drawn up in accordance with Malaysian Financial Reporting Standards and International Financial Reporting Standards so as to give a true and fair view of the consolidated financial position of the Group as at 30 November 2024, 30 April 2024, 30 April 2023 and 30 April 2022 and of their consolidated financial performance and cash flows for the financial periods ended 30 November 2024 and 30 November 2023 and financial years ended 30 April 2024, 30 April 2023 and 30 April 2022.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 8 May 2025.



DATO' DR LIM KIM HUAT



DATO' LEE GAIK CHENG

KUALA LUMPUR

14. STATUTORY AND OTHER INFORMATION

14.1 SHARE CAPITAL

- (i) As at LPD, our Company has only 1 class of shares, namely ordinary shares, all of which rank equally with one another. There are no special rights attached to our Shares.
- (ii) None of the share capital of our Company or our subsidiaries are under any option or agreed conditionally or unconditionally to be put under any option as at the date of this Prospectus.
- (iii) Save for the Pink Form Allocations as disclosed in Section 4.3.1(ii) of this Prospectus,
 - (a) no Director or employee of our Group has been or is entitled to be given or has exercised any options to subscribe for any share of our Company or our subsidiaries; and
 - (b) there is no scheme involving the employees of our Group in the shares of our Company or our subsidiaries.
- (iv) Save as disclosed in Sections 4.5 and 6.1 of this Prospectus, no shares, debentures, outstanding warrants, options, convertible securities or uncalled capital of our Company have been or are proposed to be issued as fully or partly paid-up, in cash or otherwise than in cash, within the past 2 years immediately preceding the date of this Prospectus.
- (v) As at LPD, our Company does not have any outstanding convertible debt securities, options, warrants or uncalled capital.

14.2 EXTRACTS OF OUR CONSTITUTION

The following provisions are extracted from our Constitution and are qualified in its entirety by the remainder of the provisions of our Constitution and by applicable law. Terms defined in our Constitution shall have the same meaning when used here unless they are otherwise defined here or the context otherwise requires.

(i) Remuneration, voting and borrowing powers of Directors

Remuneration of Directors

Clause 21.4 Remuneration

The Directors shall be paid by way of remuneration for their services such fixed sum as shall from time to time be determined by the Company in meeting of Members, and such remuneration shall be divided among the Directors in such proportions and manner as the Directors may determine PROVIDED ALWAYS that:

- (a) fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover and which shall not exceed the amount approved by the shareholders in general meeting;
- (b) salary and other emoluments (including bonus, benefits or any other emoluments) payable to executive Directors may not include a commission on or percentage of turnover;
- (c) fees payable to Directors and any benefits payable to Directors shall be subject to annual approval by an Ordinary Resolution at a meeting of Members;
- (d) any fee paid to an alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter; and

14. STATUTORY AND OTHER INFORMATION (CONT'D)

- (e) the fees and/or benefits payable to non-executive Directors who is also Director of the subsidiary(ies) includes fees, meeting allowances, travelling allowances, benefits, gratuity and compensation for loss of employment of Director or former Director of the Company provided by the Company and subsidiary(ies), but does not include insurance premium or any issue of Securities.

Clause 21.5 Reimbursement

In addition to the remuneration provided under Clause 21.4, each Director shall be paid such reasonable travelling, hotel and other expenses as he shall incur in attending and returning from meetings of the Directors or any committee of the Directors or meeting of Members or which they may otherwise incur in connection with the business of the Company.

Power and duties of Directors

Clause 23.1 Powers and duties of Directors

The business and affairs of the Company shall be managed by, or under the direction of the Directors who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by law or by this Constitution required to be exercised or done by the Company in meeting of Members, but the exercise of all such powers shall be subject to and in accordance with the provisions of any law and of this Constitution and shall also be subject to and in accordance with any resolution made by the Company in meeting of Members, provided that no resolution so passed shall invalidate any prior act of the Directors which would have been valid if such resolution had not been made. The general powers by this Clause shall not be limited or restricted by any special authority or power given to the Directors by any other Clauses.

Clause 23.2 Directors' borrowing powers

- (a) The Directors may from time to time at their discretion raise or borrow such sums of money as they think proper and may secure the repayment of such sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable, debentures or debenture stock or any mortgage or guarantee, charge or security on the undertaking of the whole or any part of the property of the Company (both present and future), including its uncalled capital for the time being and borrow any money or mortgage or charge any of the Company's or the subsidiaries' undertaking, property, or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of any subsidiary, associated or other companies or persons. Provided that the Directors shall not issue any debt securities convertible to ordinary shares without the prior approval of the Company in meeting of members.
- (b) Any debentures, debenture stock, bonds or other securities may be issued with any special privileges as to redemption, surrender, drawings, allotment of Shares, attending and voting at meeting of members of the Company, appointment of Directors and otherwise.
- (c) If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company in its ordinary course of business, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or other persons so becoming liable as aforesaid from any loss in respect of such liability.

14. STATUTORY AND OTHER INFORMATION (CONT'D)

- (d) The Directors shall cause a proper register to be kept in accordance with Section 362 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of Section 352 of the Act as regards the registration of mortgages and charges therein specified or otherwise.

Clause 23.3 Guarantee

The Directors may exercise all the powers of the Company to guarantee payment of money payable under contract obligations of any subsidiary company or companies with or without securities.

Clause 23.4 Director's pensions

The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director or former Director who has held any other salaried office or place of profit with the Company or to his widow or dependants or relations or connections and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

Clause 23.5 Power to maintain pension fund

The Directors may procure the establishment and maintenance of or participate in or contribute to 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 (including Directors and other officers) who are or shall have been at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or any such subsidiary company, or the wives, widows, families or dependants of any such persons. The Directors may also procure the establishment and subsidy of or subscription and support to any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid or of its Members and payment towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

Clause 23.6 Power to execute cheques and receipts

All cheques, promissory notes, drafts, bills of exchange, other negotiable or transferable instruments and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manners the Directors shall determine by resolution from time to time.

Clause 23.7 Directors' power to appoint attorney of the Company

The Directors may from time to time by power of attorney under the Seal appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Board to be the attorney/attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

14. STATUTORY AND OTHER INFORMATION (CONT'D)

Clause 23.8 Director may hold other office of profit

A Director may hold any other office or place of profit under the Company (other than the office of auditors) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as, subject to Applicable Law, the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit or as a vendor, purchaser or otherwise nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established provided always that the relevant provisions of the Act and these Clauses are complied with.

Clause 23.9 Director may act in his professional capacity

Any Director may act by himself or his firm in a professional services and he and his firm shall be entitled to remuneration for professional services as if he were not a Director, provided nothing herein contained shall authorise a Director or his firm to act as auditors of the Company and provided further that such professional services shall be provided on normal commercial terms.

Clause 23.10 As to the duty and liability of the Director

A Director shall at all times exercise his powers for a proper purpose, in good faith and in the best interest of the Company and shall act honestly and use reasonable care, skill and diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain, directly or indirectly, an improper advantage for himself or any other person or cause detriment to the Company.

Clause 23.11 Declaration of interest by a Director

A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest in accordance with the provisions of the Act. Save as by the next following paragraph of this Clause otherwise provided and subject always to the Act and/or Listing Requirements, a Director shall not vote in respect of any contract or proposed contract or arrangement in which he is directly or indirectly interested. The Directors will not be considered as interested in the following circumstances:-

- (a) any arrangement for giving to him any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company;
- (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security;
- (c) any contract by him to subscribe for or underwrite share or debentures of the Company; or
- (d) any contract or arrangement with any other company in which he is interested only as a director or other officer or creditor of or as a shareholder in or beneficially interested in the Shares of the Company.

14. STATUTORY AND OTHER INFORMATION (CONT'D)

Clause 23.12 Relaxation of restriction on voting

A Director, notwithstanding his interest may be counted in the quorum present at any meeting (provided that none of the Directors present disagree) whereat he or any other Director is appointed to hold any executive office or other office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment are considered, and he may vote on any such matter other than in respect of his own appointment or the arrangement of the terms thereof.

The provisions of this Clause may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction, and any particular contract arrangement or transaction carried out in contravention of this Constitution may be ratified by Ordinary Resolution of the Company.

Clause 23.13 Approval required for disposal of Company's undertaking or property by Directors

Any acquisition or disposal by the Directors of the Company's undertaking or property shall be made in accordance with Section 223 of the Act.

Proceedings of Directors

Clause 24.1 Third Schedule excluded

The provisions contained in the Third Schedule to the Act shall not apply to the Company except in so far as the same are repeated or contained in this Constitution.

Clause 24.2 Meeting of Directors

The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Questions arising at any meeting shall be decided by a majority of votes. The Directors may also hold a meeting of Directors at two (2) or more venues within or outside Malaysia using any technology that enables the Directors as a whole to participate for the entire duration of the meeting; and that all information and documents for the meeting must be made available to all Directors prior to or at the meeting. Minutes of the proceedings of such meeting are sufficient evidence of the proceedings to which it relates.

Clause 24.3 Director may call meeting

A Director may, and on the request of a Director the Secretary shall at any time summon a meeting of Directors.

Clause 24.4 Notice of Directors' meeting

- (a) Unless otherwise determined by the Directors from time to time, at least seven (7) days' notice of all meetings of Directors shall be given by hand, post, facsimile, Electronic Form or other form of Electronic Communication to all Directors and their alternate, except in the case of emergency, reasonable notice shall be deemed sufficient. The notice shall include the date, time and place of the meeting and the matters to be discussed.
- (b) If the meeting of Directors is to be held in two (2) or more places, the notice of the meeting shall specify the technology that will be used to facilitate the meeting of Directors. The main venue of the meeting of Directors shall be the place where the chairman is present at the meeting of Directors.

14. STATUTORY AND OTHER INFORMATION (CONT'D)

- (c) Notwithstanding the above, any Director may waive notice of meeting either prospectively or retrospectively.
- (d) The notice of each Directors' meeting shall be deemed to be served on a Director upon delivery if delivered by hand, or immediately if sent by facsimile, Electronic Form or other form of Electronic Communications or if sent by post, on the day on which a properly stamped letter containing the notice is posted.

Clause 24.5 Meetings of Directors by means of telephone conference, video conference, virtual platform or any other Electronic Communication device

Subject to the laws for the time being in force, all or any Members of the Board or committee of the Directors may participate in the meeting of Directors or committee of the Directors (as the case may be) by means of a telephone conference, video conference, virtual or electronic platform or any other Electronic Communication device which allows all persons participating in the meeting to hear each other ("**Communication Equipment**"). A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote. For the purposes of recording attendance, the chairman or Secretary shall mark on the attendance sheet that the Directors were present and participating by Communication Equipment. Subject always that all provisions of this Constitution as to meetings of the Directors will apply to such meeting involving Communication Equipment and the following conditions must be fulfilled:-

- (a) All the Directors shall have received notice of a meeting in accordance with this Constitution;
- (b) At the commencement of the meeting each Director acknowledges his/her presence thereof to all the other Directors taking part;
- (c) Each of the Directors taking part is able to be heard and hear each of the other Directors throughout the meeting subject as hereinafter mentioned;
- (d) A Director will be conclusively presumed to have been present and to have formed part of the quorum throughout the meeting and may not leave by disconnecting the Communication Equipment unless he has obtained prior express consent from the chairman of the meeting. In the event the Communication Equipment is disconnected, resulting in the number of Directors participating in the meeting to be less than the quorum, the meeting shall be adjourned, unless the Communication Equipment is reconnected and no decision was made by the Directors during the disconnection and the Director whose Communication Equipment is reconnected, is informed of any deliberation during the disconnection;
- (e) All information and documents are made equally available to all Directors prior to, at or during the meeting;
- (f) For avoidance of doubt, such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the chairman of the meeting then is;
- (g) At the conclusion of meeting by loss of quorum, the validity of whatsoever business transacted, and all resolutions passed prior to the conclusion of such meeting shall not be affected;
- (h) Such a meeting shall not be deemed to have proceeded for such period or periods where the conference telephone, electronic or such other communications facilitates have been disconnected; and
- (i) The chairman of such meeting shall have the discretion to postpone the meeting which had been disconnected and which cannot be reconnected within a reasonable time, to another date and time to be agreed by the participants of the meeting.

14. STATUTORY AND OTHER INFORMATION (CONT'D)

Clause 24.6 Quorum

Unless otherwise determined, two (2) Directors shall be a quorum provided however that in case the number of Directors is less than two (2), the quorum will consist of all Directors in which case, the chairman of the meeting shall not have a casting vote.

Clause 24.7 Proceedings of meeting

A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretion by or under this Constitution vested in or exercisable by the Directors generally. Subject to this Constitution, questions arising at any meeting of the Directors shall be decided by a majority of votes of the Directors present and each Director having one (1) vote and determination by a majority of Directors shall for all purposes deemed as a decision from the Board.

Clause 24.8 Chairman's casting vote

In the case of an equality of votes, the chairman of a meeting shall have a second or casting vote except in the event where only two (2) Directors form a quorum and only such Directors are present at the meeting or where only two (2) Directors are competent to vote on the question at issue.

Clause 24.9 Chairman

The Directors shall elect a chairman and may elect one (1) or more vice-chairman from their number and the Directors may determine the period for which such officers shall respectively hold office. The chairman or in the absence of the chairman/the vice-chairman (if any) or in the event that there are more than one (1) vice-chairman, the senior in appointment amongst them shall preside at the meeting of Directors. If no officers are present within fifteen (15) minutes after the time appointed for holding of the meeting of Directors, the Directors present shall choose one (1) of their number to be chairman of the meeting. For the avoidance of doubt, an alternative director may be elected as the chairman of the meeting by a resolution passed at the meeting.

(ii) Changes to share capital and variation of class rights

Alteration of Capital

Clause 15.1 Company may alter its capital in certain ways

Subject to the Applicable Laws, the Company may from time to time by Ordinary Resolution:-

- (a) consolidate and divide all or any of its share capital into Shares of larger amount than its existing shares;
- (b) subdivide its share capital or any part thereof into shares of smaller amount than is fixed by this Constitution by subdivision of its existing shares or any of them, subject nevertheless to the provisions of the Act and so that as between the resulting shares, one (1) or more of such shares may, by the resolution by which such subdivision is effected, be given any preference or advantage as regards dividends, return of capital, voting or otherwise over the others or any other of such shares;
- (c) cancel Shares which at the date of the passing of the resolution in that behalf 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;

14. STATUTORY AND OTHER INFORMATION (CONT'D)

- (d) convert all or any of its issued Shares into stock and reconvert that stock into paid up Shares; and
- (e) subject to the provisions of this Constitution and the Act, convert and/or re-classify any class of Shares into any other class of Shares.

Clause 15.2 Power to reduce capital

The Company may by Special Resolution, reduce its share capital in any manner permitted or authorised under and in compliance with the Applicable Laws.

Clause 15.3 Fractions

Subject to any direction by the Company in general meeting, if any consolidation and/or subdivision of Shares results in Members being entitled to any issued Shares of the Company in fractions, the Directors may deal with such fractions as they may determine including (without limitation), selling the Shares to which Members are so entitled for such price as the Directors may determine and paying and distributing to the Members entitled to such Shares in due proportions the net proceeds of such sale.

Clause 15.4 Purchase of own Shares

Subject to the provisions of the Act and/or the Applicable Laws, the Company may, with the sanction of an Ordinary Resolution of the Members in meeting of Members, purchase its own Shares and make payment in respect of the purchase and/or give financial assistance to any person for the purpose of purchasing its own Shares on such date(s), terms and manner as may be determined from time to time by the Directors. Any Shares in the Company so purchased by the Company shall be dealt with in accordance with the Act and/or the Applicable Laws. The provision of Clauses 15.1 and 15.2 hereof shall not affect the power of the Company to cancel any Shares or reduce its share capital pursuant to any exercise of the Company's power under this Clause.

Increase of Capital

Clause 16.1 Increase of share capital

Subject to all Applicable Laws, the Company may from time to time, whether all the Shares for the time being issued shall have been fully called up or not, by Ordinary Resolution increase its share capital by the creation of new Shares, such new capital to be of such amount and to be divided into Shares of such respective amounts and (subject to any special rights for the time being attached to any existing class of shares) to carry such preferential, deferred or other special rights (if any) or to be subject to such conditions or restrictions (if any), in regard to dividend, return of capital, voting or otherwise, as the Company by the resolution authorising such increase may direct.

Clause 16.2 Preference shares

Subject to the Applicable Laws and this Constitution, any preference shares may with the sanction of an Ordinary Resolution of shareholders in meeting of Members, be issued on terms that they are redeemable and/or convertible or at the option of the Company are liable to be redeemed and/or converted into ordinary shares on such terms and in such manner as may be provided for by this Constitution from time to time.

Clause 16.3 Reservation of right to issue further

If the Company at any time issues preference capital, it shall indicate at the same time whether it reserves the right to issue further preference capital ranking equally with or in priority to preference shares already issued.

14. STATUTORY AND OTHER INFORMATION (CONT'D)

Clause 16.4 Rights of preference shareholders

- (a) A holder of preference shares must have a right to vote in each of the following circumstances:-
- (i) when the dividend or part of the dividend on the share is in arrears for more than six (6) months;
 - (ii) on a proposal to reduce the Company's share capital;
 - (iii) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
 - (iv) on a proposal that affects the rights and privileges attached to the preference shares;
 - (v) on a proposal to wind up the Company; and
 - (vi) during the winding up of the Company;
- (b) A holder of preference shares shall be entitled to the same rights as a holder of ordinary shares in relation to receiving notices, reports, audited accounts and attending meetings;
- (c) A holder of a preference share shall be entitled to a return of capital in preference to holders of ordinary shares if the Company is wound up; and
- (d) The Company shall have the power to issue further preference capital ranking equally with, or in priority to, preference shares already issued subject to the observation of the provision in Clause 16.3.

Clause 16.5 Repayment of preference capital

The repayment of preference share capital other than redeemable preference shares or any alteration of preference shareholders' rights shall only be made pursuant to a Special Resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a Special Resolution is not obtained at the meeting, consent in writing obtained from the holders of seventy-five per centum (75%) of the preference capital concerned within two (2) months of the meeting shall be as valid and effectual as a Special Resolution carried at the meeting.

Clause 16.6 Offer of new Shares to existing Members

Section 85 of the Act shall not apply to the Company. Subject to any direction to the contrary that may be given by the Company in meeting of Members, all new Shares or other convertible Securities shall, before issue, be offered to such persons who as at the date of the offer, are entitled to receive notices from the Company of meetings of Members, in proportion, as nearly as circumstances admit, to the amount of the existing Shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of Shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares or Securities offered, the Directors may, subject to this Constitution, dispose of those Shares or Securities in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new Shares or Securities which (by reason of the ratio which the new Shares or Securities bear to Shares or Securities held by persons entitled to an offer of new Shares or Securities), cannot, in the opinion of the Directors, be conveniently, offered under this Constitution.

14. STATUTORY AND OTHER INFORMATION (CONT'D)

Clause 16.7 New Share to be original capital unless otherwise provided

Except so far as otherwise provided by the conditions of issue in this Constitution, any share capital raised by the creation of new Shares shall be considered as part of the original share capital of the Company and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital.

Variation on Rights

Clause 17 Variation on Rights

If at any time the share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of seventy-five per centum (75%) of the issued shares of that class or with the sanction of a Special Resolution passed at a separate meeting of the holders of the Shares of that class. To every such separate meeting the provisions of this Constitution relating to meeting of Members shall mutatis mutandis apply so that the necessary quorum shall be two (2) persons at least holding or representing by proxy at least one-third (1/3) of the issued shares of the class and that any holder of Shares of the class present in person or by proxy may demand a poll. To every such Special Resolution the provisions of Section 292 of the Act shall apply with such adaptations as are necessary.

(iii) Transfer of securities

Transfer of shares

Clause 11.1 Transfer in writing and to be left at the Office

For the purpose of registration of a transfer of Shares that are not Deposited Securities, every instrument of transfer which is executed in accordance with the Applicable Laws, shall be left at the Office together with such fee not exceeding RM3.00 or as the Directors may determine, where a share certificate has been issued for the Share to be transferred, the certificate of the Shares and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the Shares, and thereupon the Company shall subject to the powers vested in the Directors by this Constitution register the transferee as the Member within thirty (30) days from receipt of such duly executed and stamped instrument of transfer.

Clause 11.2 Transfer of Securities

The transfer of any Deposited Security shall be by way of book entry by the Central 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 Deposited Security.

Clause 11.3 Execution

The instrument of transfer of a Share in the Company shall be signed by or on behalf of the transferor and transferee provided that subject to compliance with the SICDA and the Rules, an instrument of transfer in respect of which the transferee is Central Depository shall be effective although not signed by or on behalf of the Central Depository if it has been certified by an authorised depository agent pursuant to Section 18 of the SICDA. Subject to the Applicable Laws, the transferor shall be deemed to remain the holder of the Share until the name of the transferee is entered in the Register of Members in respect thereof.

14. STATUTORY AND OTHER INFORMATION (CONT'D)

Clause 11.4 Prohibited transfer

Subject to this Constitution, the Rules and except as may be required by the Applicable Laws, there should be no restriction on the transfer of fully paid up Securities in the Company. However, no Securities shall, in any circumstances, be transferred to any infant, bankrupt or person of unsound mind.

Clause 11.5 Directors may refuse registration of transfer

Subject to the provisions of the Act, the SICDA, the Listing Requirements and the Rules, the Directors may, in their discretion and without assigning any reason therefor, refuse to register, the transfer of any Share, not being a fully paid share, and whether or not the Company claims lien on the same.

Clause 11.6 Closing of registration of transfers

The registration of transfers may be closed at such times and for such periods as the Directors may from time to time determine but not exceeding in the whole thirty (30) days in any calendar year. In relation to the closure, the Company shall give written notice in accordance with the Rules to the Central Depository to issue the relevant appropriate Record of Depositors.

The Company shall before the close of such register:-

- (a) give notice of such intended book closure (in the case of the register) in accordance with Section 55 of the Act; and
- (b) give notice of such intended closure to the Exchange for such period as prescribed by the Exchange or the Applicable Laws before the intended date of such closure including in such notice, such date, the reason for such closure and the address of the share registry at which documents will be accepted for registration.

Clause 11.7 Limitation of liability

Neither the Company nor the Directors nor any of its officers shall incur any liability for authorising or causing the registering or acting upon a transfer of Securities apparently made by sufficient parties, although the same may by reason of any fraud or other cause not known to the Company or the Directors or other officers be legally inoperative or insufficient to pass the property in the securities proposed or professed to be transferred, and although transferred, the transfer may, as between the transferor and the transferee, be liable to be set aside, and notwithstanding that, the Company may have notice that such instrument or transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee of the particulars of the Securities transferred, or otherwise in defective manner. In every such case, the person registered as the transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such securities and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.

(iv) Rights, preferences and restrictions attached to each class of shares relating to voting, dividend, liquidation and any special rights

As at the date of this Prospectus, we only have one (1) class of shares, being ordinary shares, all of which rank equally with each other. There are no special rights attached to our Shares. Please refer to Section 4.5 of this Prospectus for a summary of the rights of our shareholders relating to voting, dividend and liquidation in respect of our Shares.

14. STATUTORY AND OTHER INFORMATION (CONT'D)

14.3 DEPOSITED SECURITIES AND RIGHTS OF DEPOSITORS

As our Shares are proposed for quotation on the Official List, such Shares must be prescribed as shares required to be deposited with Bursa Depository. Upon such prescription, a holder of our Shares must deposit his Shares with Bursa Depository on or before the date fixed, failing which our Share Registrar will be required to transfer his Shares to the Minister of Finance, Inc. and such Shares may not be traded on Bursa Securities. Dealing in our Shares deposited with Bursa Depository may only be effected by a person having a securities account with Bursa Depository ("**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, arising from, such Shares.

14.4 LIMITATION ON THE RIGHT TO HOLD SECURITIES AND/OR EXERCISE VOTING RIGHTS

Subject to Section 14.3 of this Prospectus, there is no limitation on the right to own our Shares, including any limitation on the right of a non-resident or non-Malaysian shareholder to hold or exercise voting rights on our Shares, which is imposed by Malaysian law or by our Constitution.

14.5 PUBLIC TAKE-OVERS

During the last financial year and up to LPD, there were no:

- (i) public take-over offers by third parties in respect of our Shares; and
- (ii) public take-over offers by our Group in respect of other companies' securities.

14.6 MATERIAL CONTRACTS

Save as disclosed below, we have not entered into any contracts which are material (not being contracts entered into in the ordinary course of business) within the Financial Years/Period Under Review up to the date of this Prospectus:

- (i) Shareholders' Agreement between PMCK with Dr Woo Yen Yen and Dr Mariappa A/L Subramaniam dated 25 March 2023 to record the commitments and regulate the rights of the parties as shareholders of RYM DX.
- (ii) Sale and purchase agreement dated 14 May 2023 between Pioneer Privilege Sdn Bhd (as vendor) and ULSB (as purchaser) for the acquisition of 2 parcels of land identified as Geran No. 99162, Lot 676, Bandar Alor Setar, Daerah Kota Setar, Kedah ("**Lot 676**") and Geran No. 99163, Lot 677, Bandar Alor Setar, Daerah Kota Setar, Kedah ("**Lot 677**") measuring approximately 23,830 sq ft for a total cash consideration of RM3,000,000.00. The sale and purchase was completed on 13 August 2023 and following the said completion, ULSB held 32.48% undivided share of Lot 676 and Lot 677 respectively while the rest is held by other registered proprietors.
- (iii) Sale and purchase agreement dated 12 August 2024 between ULSB (as purchaser) and numerous vendors for the acquisition of the following pieces of land at the total purchase consideration of RM7,300,000.00:

14. STATUTORY AND OTHER INFORMATION (CONT'D)(a) GRN 95176, Lot 673, Bandar Alor Setar, Kota Setar, Kedah ("**Lot 673**")

Purchaser	:	ULSB
Vendors	:	(i) Fauziah Binti Md Fuad (ii) Che Fauzah Binti Che Mat Pok @ Che Mat Fuad (iii) Lim Paik Choo (as administrator)
Area	:	Approximately 7,125 sq ft

(b) Lot 677

Purchaser	:	ULSB
Vendors	:	(i) Che Fauzah Binti Che Mat Pok @ Che Mat Fuad (ii) Faridah Binti Ahmad (iii) Fauziah Binti Md Fuad (iv) Ku Som Binti Ku Md Jiwa (v) Murad Sani Bin Ahmad (vi) Fauziah Binti Md Fuad, Che Fauzah Binti Che Mat Pok @ Che Mat Fuad and Asma Binti Ishak (all 3 holding as administrators) (vii) Fauziah Binti Md Fuad, Che Fauzah Binti Che Mat Pok @ Che Mat Fuad and Lim Paik Choo (all 3 holding as administrators)
Area	:	Approximately 55,800 sq ft

(c) Lot 676

Purchaser	:	ULSB
Vendors	:	(i) Che Fauzah Binti Che Mat Pok @ Che Mat Fuad (ii) Faridah Binti Ahmad (iii) Fauziah Binti Md Fuad (iv) Ku Som Binti Ku Md Jiwa (v) Murad Sani Bin Ahmad (vi) Fauziah Binti Md Fuad, Che Fauzah Binti Che Mat Pok @ Che Mat Fuad and Asma Binti Ishak (all 3 holding as administrators) (vii) Fauziah Binti Md Fuad, Che Fauzah Binti Che Mat Pok @ Che Mat Fuad and Lim Paik Choo (all 3 holding as administrators)
Area	:	Approximately 17,577 sq ft

The sale and purchase agreement was completed on 21 August 2024. Following the completion of the sale and purchase agreement, ULSB owns Lot 673 in its entirety and 99.14% undivided share of Lot 676 and Lot 677 respectively. The remaining of Lot 676 and Lot 677 are held by 1 other registered proprietor.

(iv) the Underwriting Agreement.

14. STATUTORY AND OTHER INFORMATION (CONT'D)

- (v) ULSB and Supplier Group A had entered into a settlement arrangement vide an exchange of letters dated 10 March 2025 and 8 April 2025 respectively. The said settlement stems from the amount owing by Supplier Group A to ULSB in respect of COVID-19 vaccines that was paid for by ULSB but were not delivered due to vaccine shortages. The parties had subsequently agreed that the amount owing to ULSB will be set off against purchases of other range of products within Supplier Group A. Nevertheless, following further negotiations between the parties, the parties have come to an agreement that the balance outstanding sum amounting to RM6.01 million (as at the LPD) will be settled in multiple tranches. Barring any unforeseen circumstances, the balance outstanding sum is expected to be fully settled by the first quarter of 2026.

14.7 MATERIAL LITIGATIONS

Save as disclosed below, our Group is not engaged in any governmental, legal or arbitration proceedings, including those relating to bankruptcy, receivership or similar proceedings which may have or have had, material or significant effects on our financial position or profitability, in the 12 months immediately preceding the date of this Prospectus:

(i) **Alor Setar High Court Suit No. KA-23NCVC-2-09/2023**

The husband of a patient ("**Plaintiff**") commenced a legal action in the Alor Setar High Court against ULSB and a Specialist Consultant previously practicing in PMC (collectively, the "**Defendants**") as the Plaintiff alleged that negligence and breach of contractual and statutory duties on the part of the Defendants had resulted in the death of his wife following a caesarean surgery. The Plaintiff claimed special damages amounting to RM459,665.60 as well as general and aggravated damages to be assessed by the Alor Setar High Court.

The court has fixed this matter for mediation on 15 June 2025. As the parties have yet to exchange expert opinions, the lawyer acting for ULSB is unable to comment on the probability of success at this juncture.

(ii) **Alor Setar High Court Suit No. KA-22NCVC-8-02/2019**

A patient ("**Plaintiff**") had commenced legal action against ULSB and a Specialist Consultant previously practicing in PMC (collectively, the "**Defendants**") for the sum of RM1,258,912.00. The Plaintiff alleged that the Defendants' negligence resulted in the disclosure of the Plaintiff's medical report to a third party without the express consent of the Plaintiff. On 31 January 2024, the Alor Setar High Court struck out the Plaintiff's claim on ground that the claim is time-barred. The Plaintiff has filed an appeal to the Court of Appeal on 27 February 2024 and the court has fixed case management on 28 July 2025.

The lawyer representing ULSB is of the view that there is a fair chance that the appeal will be dismissed.

14. STATUTORY AND OTHER INFORMATION (CONT'D)

14.8 CONSENTS

- (i) The written consent of our Principal Adviser, Sponsor, Underwriter, Joint Placement Agents, Solicitors, Solicitors to Underwriter, Share Registrar, Issuing House and Company Secretaries as set out in the Corporate Directory of this Prospectus to 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 been subsequently withdrawn.
- (ii) The written consent of our Auditors and Reporting Accountants for the inclusion of its name, the Accountants' Report and the Reporting Accountants' Report on Pro forma Consolidated Statements of Financial Position, and all references thereto in the form and context in which they are included in this Prospectus, have been given before the issuance of this Prospectus and have not been subsequently withdrawn.
- (iii) 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 included in this Prospectus, have been given before the issuance of this Prospectus and have not been subsequently withdrawn.

[The rest of this page is intentionally left blank]

14. STATUTORY AND OTHER INFORMATION (CONT'D)

14.9 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at our registered office during office hours for a period of 6 months from the date of this Prospectus:

- (i) our Constitution;
- (ii) the IMR Report referred to in Section 8 of this Prospectus;
- (iii) the Accountants' Report as included in Section 13 of this Prospectus;
- (iv) the Reporting Accountants' Report on the Compilation of Pro Forma Consolidated Statements of Financial Position as at 30 November 2024 as included in Section 12.18 of this Prospectus;
- (v) the audited financial statements of PMCK for the FYEs 2022, 2023 and 2024 and FPE 2025;
- (vi) the audited financial statements of KPUSB for the FYEs 2022, 2023 and 2024 and FPE 2025;
- (vii) the audited financial statements of PUSB for the FYEs 2022, 2023 and 2024 and FPE 2025;
- (viii) the audited financial statements of ULKSB for the FYEs 2022, 2023 and 2024 and FPE 2025;
- (ix) the audited financial statements of ULSB for the FYEs 2022, 2023 and 2024 and FPE 2025;
- (x) the audited financial statements of RYM DX for the FYE 2024 and FPE 2025;
- (xi) material contracts referred to in Section 14.6 of this Prospectus;
- (xii) cause papers of the material litigations as set out in Section 14.7 of this Prospectus; and
- (xiii) the letters of consent referred to in Section 14.8 of this Prospectus.

14.10 RESPONSIBILITY STATEMENTS

This Prospectus has been seen and approved by our Directors, Promoters and Selling Shareholders. 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.

Malacca Securities, being our Principal Adviser, Sponsor, Underwriter and Joint 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.

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 ISSUE 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 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 APPLICATIONS

OPENING OF THE APPLICATION PERIOD: 10.00 A.M., 26 MAY 2025

CLOSING OF THE APPLICATION PERIOD: 5.00 P.M., 25 JUNE 2025

Applications for our Issue Shares will open and close at the dates stated above.

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

Late Applications will not be accepted.

15.2 METHODS OF APPLICATIONS

15.2.1 Application for our Issue Shares by the Malaysian Public and the Eligible Persons

Applications must accord with our Prospectus and our Constitution. The submission of an Application Form does not mean that your Application will succeed.

Types of Application and category of investors	Application Method
Applications by the Eligible Persons	Pink Application Form only
Applications by the Malaysian Public:	
(i) Individuals	White Application Form or Electronic Share Application or Internet Share Application
(ii) Non-Individuals	White Application Form only

15. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (*CONT'D*)

15.2.2 Application by selected investors and Bumiputera investors approved by the MITI via placement

Types of Application	Application Method
Applications by:	
(i) Selected investors	The Joint Placement Agents will contact the selected investors directly. They should follow the Joint Placement Agents' instructions.
(ii) Bumiputera investors approved by the MITI	MITI will contact the Bumiputera investors directly. They should follow the MITI's instructions.

The Eligible Persons, selected investors and Bumi investors approved by the MITI may still apply for our Issue 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 ISSUE SHARES OR MULTIPLES OF 100 ISSUE 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.

15.3.2 Application by the Malaysian Public

You can only apply for our Issue 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 Issue Shares; or

15. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

- (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;
 - (b) Electronic Share Application; or
 - (c) Internet Share Application.

15.3.3 Application by the Eligible Persons

The Eligible Persons will be provided with Pink Application Forms and letters from us detailing their respective allocation.

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, the Issuing House, Malacca Securities, 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 RM0.22 for each Issue Share.

Payment must be made out in favour of “**TIH SHARE ISSUE ACCOUNT NO. 804**” and crossed “**A/C PAYEE ONLY**” and endorsed on the reverse side with your name and address.

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:

Tricor Investor & Issuing House Services Sdn Bhd
(Registration No. 197101000970 (11324-H))
Unit 32-01, Level 32, Tower A
Vertical Business Suite, Avenue 3
Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur

15. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

- (ii) **DELIVER BY HAND AND DEPOSIT** in the drop-in box provided at the following address:

Unit G-3, Ground Floor
Vertical Podium, Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur

so as to arrive not later than 5.00 p.m. on 25 June 2025 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 Issue 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 Participating Financial Institutions.

15.6 PROCEDURES FOR APPLICATION BY WAY OF INTERNET SHARE APPLICATIONS

Only Malaysian individuals may use the Internet Share Application to apply for our Issue 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, Public Bank Berhad and RHB 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.

15. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

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 any time 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.

15.8 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 Issue 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 basis of allocation of Issue Shares and the balloting results in connection therewith will be furnished by the Issuing House to Bursa Securities, all major Bahasa Malaysia and English newspapers as well as posted on the Issuing House's website at <http://tiih.online> within 1 business day after the balloting event.

Pursuant to the Listing Requirements we are required to have a minimum of 25.00% 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 Issue Shares by the Malaysian Public and/or Eligible Persons, subject to the clawback and reallocation provisions as set out in Section 4.3.3 of this Prospectus, any of the abovementioned Issue Shares not applied for will then be subscribed by the Underwriter based on the terms of the Underwriting Agreement.

15. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

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 Form

- (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 registered or correspondence address last 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 documents 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 the Issuing House as per items (i) and (ii) above (as the case may be).
- (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 ordinary/registered post to your registered or correspondence address last 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 the Issuing House.
- (ii) You may check your account on the 5th Market Day from the balloting date.

15. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

- (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 Institutions 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 the Issuing House.

15.10 SUCCESSFUL APPLICANTS

If you are successful in your Application:

- (i) Our Issue Shares allotted to you will be credited into your CDS Account.
- (ii) A notice of allotment will be despatched to you at your last registered or correspondence address last 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 Issue 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.
- (iv) In accordance with Section 29 of the SICDA, all dealings in our Shares will be by book entries through CDS Accounts. No 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.

15.11 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 Telephone at 03-2783 9299
Electronic Share Application	Participating Financial Institution
Internet Share Application	Internet Participating Financial Institution, Participating Securities Firms and Authorised Financial Institution

The results of the allocation of Issue Shares derived from successful balloting will be made available to the public at the Issuing House's website at <https://tiih.online>, **1 Market Day** after the balloting date.

You may also check the status of your Application at the above website, 5 Market Days after the balloting date or by calling your respective ADA during office hours at the telephone number as stated in the list of ADAs as 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.