

## 10. RELATED PARTY TRANSACTIONS

### 10.1 RELATED PARTY TRANSACTIONS

#### 10.1.1 Material related party transactions

Save for the Pre-IPO Exercise and as disclosed below, there were no other related party transactions entered into by our Group which involved the interest, direct or indirect, of our Directors, major shareholders and/or persons connected with them for the Financial Years/Period Under Review up to the LPD:

				Transaction value				1 July 2025 up to the LPD
No.	Transacting parties	Interested person and nature of relationship	Nature of transaction	FYE 2022 RM'000	FYE 2023 RM'000	FYE 2024 RM'000	FPE 2025 RM'000	RM'000
(I)	<b>Advances/loans, and payments on behalf that will not subsist after the Listing</b>							
1.	1 Doc Holding and Slim Doc SG/ Ong Hong Keat	• Ong Hong Keat  Ong Hong Keat is our Promoter, Substantial Shareholder and Managing Director/Chief Executive Officer.	Advances from Ong Hong Keat to 1 Doc Holding and Slim Doc SG	-	38 Represents 0.07% of our Group's NA	1,271 Represents 2.21% of our Group's NA	198 Represents 0.16% of our Group's NA	-
	1 Doc Resources, 1 Doc Marketing and Slim Doc/ Ong Hong Keat		Expenses paid by Ong Hong Keat on behalf of 1 Doc Resources, 1 Doc Marketing and Slim Doc	25 Represents 0.09% of our Group's NA	* Negligible to our Group's NA	-	4,771 Represents 3.82% of our Group's NA	2,356
	1 Doc Holding, 1 Doc Marketing, 1 Doc Resources, Slim Doc and Slim Doc SG/ Ong Hong Keat		Repayment by 1 Doc Holding, 1 Doc Marketing, 1 Doc Resources, Slim Doc and Slim Doc SG to Ong Hong Keat	(378) Represents 1.41% of our Group's NA	(6) Represents 0.01% of our Group's NA	(38) Represents 0.07% of our Group's NA	(4,113) Represents 3.29% of our Group's NA	(4,441)
2.	1 Doc KD, 1 Doc Holding, Perfect Facelift and Slim Doc SG/ Joel Yap Jiang Feng	• Joel Yap Jiang Feng  Joel Yap Jiang Feng is our Promoter, Substantial Shareholder and Executive Director/Chief Operating Officer.	Advances from Joel Yap Jiang Feng to 1 Doc KD, 1 Doc Holding, Perfect Facelift and Slim Doc SG	-	323 Represents 0.62% of our Group's NA	659 Represents 1.15% of our Group's NA	66 Represents 0.05% of our Group's NA	-

**10. RELATED PARTY TRANSACTIONS (CONT'D)**

No.	Transacting parties	Interested person and nature of relationship	Nature of transaction	Transaction value				1 July 2025 up to the LPD
				FYE 2022 RM'000	FYE 2023 RM'000	FYE 2024 RM'000	FPE 2025 RM'000	
	1 Doc Austin, 1 Doc Cheras, 1 Doc Ipoh, 1 Doc Marketing, 1 Doc Resources, 1 Doc Subang, 1 Doc Sutera, 1 Doc Trading, Fend Promotions Sdn Bhd ("Fend Promotions") <sup>(1)</sup> , Nano Pigmentation, Perfect Facelift, Slim Doc and Slim Doc SG/ Joel Yap Jiang Feng		Expenses paid by Joel Yap Jiang Feng on behalf of 1 Doc Austin, 1 Doc Cheras, 1 Doc Ipoh, 1 Doc Marketing, 1 Doc Resources, 1 Doc Subang, 1 Doc Sutera, 1 Doc Trading, Fend Promotions, Nano Pigmentation, Perfect Facelift, Slim Doc and Slim Doc SG	793 Represents 2.95% of our Group's NA	354 Represents 0.68% of our Group's NA	146 Represents 0.25% of our Group's NA	680 Represents 0.54% of our Group's NA	595
	1 Doc Austin, 1 Doc Cheras, 1 Doc Holding, 1 Doc Ipoh, 1 Doc KD, 1 Doc Marketing, 1 Doc Resources, 1 Doc Subang, 1 Doc Sutera, 1 Doc Trading, Fend Promotions <sup>(1)</sup> , Perfect Facelift, Slim Doc and Slim Doc SG/ Joel Yap Jiang Feng		Repayment by 1 Doc Austin, 1 Doc Cheras, 1 Doc Holding, 1 Doc Ipoh, 1 Doc KD, 1 Doc Marketing, 1 Doc Resources, 1 Doc Subang, 1 Doc Sutera, 1 Doc Trading, Fend Promotions, Perfect Facelift, Slim Doc and Slim Doc SG to Joel Yap Jiang Feng	(942) Represents 3.51% of our Group's NA	(485) Represents 0.93% of our Group's NA	(517) Represents 0.90% of our Group's NA	(928) Represents 0.74% of our Group's NA	(918)

**10. RELATED PARTY TRANSACTIONS (CONT'D)**

No.	Transacting parties	Interested person and nature of relationship	Nature of transaction	Transaction value				1 July 2025 up to the LPD
				FYE 2022 RM'000	FYE 2023 RM'000	FYE 2024 RM'000	FPE 2025 RM'000	RM'000
3.	1 Doc Holding/ Teoh Tean Chun	<ul style="list-style-type: none"> <li>Teoh Tean Chun<sup>(2)</sup></li> </ul> <p>Teoh Tean Chun was a former director and Substantial Shareholder of our Group.</p>	Advances from Teoh Tean Chun to 1 Doc Holding	-	38 Represents 0.07% of our Group's NA	-	-	-
	1 Doc KL and Slim Doc/ Teoh Tean Chun		Expenses paid by Teoh Tean Chun on behalf of 1 Doc KL and Slim Doc	13 Represents 0.05% of our Group's NA	211 Represents 0.40% of our Group's NA	-	-	-
	1 Doc Holding, 1 Doc Marketing, 1 Doc KL, 1 Doc Trading and Slim Doc/ Teoh Tean Chun		Repayment by 1 Doc Holding, 1 Doc Marketing, 1 Doc KL, 1 Doc Trading and Slim Doc to Teoh Tean Chun	(372) Represents 1.38% of our Group's NA	(211) Represents 0.40% of our Group's NA	(45) Represents 0.08% of our Group's NA	-	-
4.	1 Doc Holding and Slim Doc SG/ Chin Boon Keat	<ul style="list-style-type: none"> <li>Chin Boon Keat</li> </ul> <p>Chin Boon Keat is our Promoter and Substantial Shareholder.</p>	Advances from Chin Boon Keat to 1 Doc Holding and Slim Doc SG	-	5 Represents 0.01% of our Group's NA	170 Represents 0.30% of our Group's NA	50 Represents 0.04% of our Group's NA	-
	Slim Doc/ Chin Boon Keat		Expenses paid by Chin Boon Keat on behalf of Slim Doc	* Negligible to our Group's NA	-	-	-	-
	1 Doc Holding, Slim Doc and Slim Doc SG/ Chin Boon Keat		Repayment by 1 Doc Holding, Slim Doc and Slim Doc SG to Chin Boon Keat	(49) Represents 0.18% of our Group's NA	-	(5) Represents 0.01% of our Group's NA	-	(213)

**10. RELATED PARTY TRANSACTIONS (CONT'D)**

No.	Transacting parties	Interested person and nature of relationship	Nature of transaction	Transaction value				1 July 2025 up to the LPD
				FYE 2022 RM'000	FYE 2023 RM'000	FYE 2024 RM'000	FPE 2025 RM'000	
5.	1 Doc Holding and Slim Doc SG/ Teoh Hui Sim	• Teoh Tean Chun  Teoh Tean Chun was a former director and substantial shareholder of our Group.	Advances from Teoh Hui Sim to 1 Doc Holding and Slim Doc SG	-	5 Represents 0.01% of our Group's NA	170 Represents 0.30% of our Group's NA	17 Represents 0.01% of our Group's NA	-
	Slim Doc/ Teoh Hui Sim	Teoh Hui Sim is the sister of Teoh Tean Chun.	Expenses paid by Teoh Hui Sim on behalf of Slim Doc	-	-	* Negligible to our Group's NA	-	-
	1 Doc Holding and Slim Doc/ Teoh Hui Sim		Repayment by 1 Doc Holding and Slim Doc to Teoh Hui Sim	(49) Represents 0.18% of our Group's NA	-	(5) Represents 0.01% of our Group's NA	-	-
	Slim Doc SG/ Teoh Hui Sim		Waiver of advances from Teoh Hui Sim to Slim Doc SG	-	-	-	-	(180)
6.	Perfect Facelift/ Tan Shir Nee	• Tan Shir Nee  Tan Shir Nee was a director of Perfect Facelift from 16 January 2023 to 8 May 2024 and a substantial shareholder of Perfect Facelift from 26 January 2023 to 6 March 2024.	Advances from Tan Shir Nee to Perfect Facelift	-	1,312 Represents 2.51% of our Group's NA	-	-	-
			Waiver of advances from Tan Shir Nee to Perfect Facelift	-	-	-	(1,312) Represents 1.05% of our Group's NA	-

**10. RELATED PARTY TRANSACTIONS (CONT'D)**

No.	Transacting parties	Interested person and nature of relationship	Nature of transaction	Transaction value				1 July 2025 up to the LPD
				FYE 2022 RM'000	FYE 2023 RM'000	FYE 2024 RM'000	FPE 2025 RM'000	
7.	Perfect Facelift/ Wong Wei Wei	<ul style="list-style-type: none"> <li>Wong Wei Wei</li> </ul> <p>Wong Wei Wei was a director of Perfect Facelift from 16 January 2023 to 8 May 2024 and a substantial shareholder of Perfect Facelift from 26 January 2023 to 6 March 2024.</p>	Advances from Wong Wei Wei to Perfect Facelift	-	525 Represents 1.00% of our Group's NA	-	-	-
			Expenses paid by Wong Wei Wei on behalf of Perfect Facelift	-	14 Represents 0.03% of our Group's NA	5 Represents 0.01% of our Group's NA	-	-
			Repayment by Perfect Facelift to Wong Wei Wei	-	-	(19) Represents 0.03% of our Group's NA	-	-
			Waiver of advances from Wong Wei Wei to Perfect Facelift	-	-	-	(525) Represents 0.42% of our Group's NA	-
8.	Perfect Facelift and Slim Doc SG/ Lee Jean Jean	<ul style="list-style-type: none"> <li>Lee Jean Jean</li> </ul> <p>Lee Jean Jean was a substantial shareholder of Perfect Facelift from 26 January 2023 to 6 March 2024.</p> <p>Lee Jean Jean was a director of Slim Doc SG from 15 July 2022 to 30 July 2024.</p>	Advances from Lee Jean Jean to Perfect Facelift and Slim Doc SG	-	1,312 Represents 2.51% of our Group's NA	1,271 Represents 2.21% of our Group's NA	-	-
			Expenses paid by Lee Jean Jean on behalf of Perfect Facelift	-	507 Represents 0.97% of our Group's NA	-	-	-
			Repayment by Perfect Facelift to Lee Jean Jean	-	(453) Represents 0.87% of our Group's NA	(55) Represents 0.10% of our Group's NA	-	-

**10. RELATED PARTY TRANSACTIONS (CONT'D)**

No.	Transacting parties	Interested person and nature of relationship	Nature of transaction	Transaction value				1 July 2025 up to the LPD
				FYE 2022 RM'000	FYE 2023 RM'000	FYE 2024 RM'000	FPE 2025 RM'000	
			Waiver of advances from Lee Jean Jean to Perfect Facelift and Slim Doc SG	-	-	-	(1,312) Represents 1.05% of our Group's NA	(1,229)
9.	Perfect Facelift/ Teoh Hui Sim	<ul style="list-style-type: none"> <li>Teoh Hui Sim</li> </ul> <p>Teoh Hui Sim was a substantial shareholder of Perfect Facelift from 26 January 2023 to 6 March 2024</p>	<p>Advances from Teoh Hui Sim to Perfect Facelift</p> <p>Waiver of advances from Teoh Hui Sim to Perfect Facelift</p>	-	175 Represents 0.33% of our Group's NA	-	-	-
				-	-	-	(175) Represents 0.14% of our Group's NA	-
10.	Perfect Facelift/ Ng Mi-Chelle	<ul style="list-style-type: none"> <li>Ng Mi-Chelle</li> </ul> <p>Ng Mi-Chelle was a substantial shareholder of Perfect Facelift from 26 January 2023 to 6 March 2024</p>	<p>Advances from Ng Mi-Chelle to Perfect Facelift</p> <p>Waiver of advances from Ng Mi-Chelle to Perfect Facelift</p>	-	175 Represents 0.33% of our Group's NA	-	-	-
				-	-	-	(175) Represents 0.14% of our Group's NA	-
<b>(II) Other non-recurrent transactions</b>								
11.	1 Doc Resources/ Tan Shir Nee	<ul style="list-style-type: none"> <li>Ong Hong Keat</li> </ul> <p>Tan Shir Nee is the wife of Ong Hong Keat, who is our Promoter, Substantial Shareholder and Managing Director/Chief Executive Officer.</p>	Rental of a condominium unit from Tan Shir Nee <sup>(3)</sup>	(13) Represents 0.05% of our Group's NA	(30) Represents 0.06% of our Group's NA	(30) Represents 0.05% of our Group's NA	(3) Negligible to our Group's NA	-

# 10. RELATED PARTY TRANSACTIONS (CONT'D)

No.	Transacting parties	Interested person and nature of relationship	Nature of transaction	Transaction value				
				FYE 2022 RM'000	FYE 2023 RM'000	FYE 2024 RM'000	FPE 2025 RM'000	1 July 2025 up to the LPD RM'000
12.	Slim Doc/ Tan Shir Nee, Lee Jean Jean, Ng Mi-Chelle, Teoh Hui Sim, Wong Wei Wei	<ul style="list-style-type: none"> <li>Ong Hong Keat</li> </ul> <p>Tan Shir Nee is the wife of Ong Hong Keat, who is our Promoter, Substantial Shareholder and Managing Director/Chief Executive Officer.</p> <ul style="list-style-type: none"> <li>Teoh Tean Chun<sup>(2)</sup></li> </ul> <p>Lee Jean Jean is the wife of Teoh Tean Chun, who was a former director and substantial shareholder of Slim Doc.</p> <p>Teoh Hui Sim is the sister of Teoh Tean Chun.</p> <ul style="list-style-type: none"> <li>Joel Yap Jiang Feng</li> </ul> <p>Wong Wei Wei is the wife of Joel Yap Jiang Feng, who is our Promoter, Substantial Shareholder and Executive Director.</p> <ul style="list-style-type: none"> <li>Chin Boon Keat</li> </ul> <p>Ng Mi-Chelle is the wife of Chin Boon Keat, who is our Promoter and Substantial Shareholder.</p>	Acquisition by Slim Doc of the entire equity interest in Perfect Facelift <sup>(4)</sup>	-	-	(12,000) Represents 20.90% of our Group's NA	-	-

**10. RELATED PARTY TRANSACTIONS (CONT'D)**

No.	Transacting parties	Interested person and nature of relationship	Nature of transaction	Transaction value				1 July 2025 up to the LPD
				FYE 2022 RM'000	FYE 2023 RM'000	FYE 2024 RM'000	FPE 2025 RM'000	
13.	1 Doc Trading/ Creativo Marketing PLT	<ul style="list-style-type: none"> <li>Chin Boon Keat</li> </ul> <p>Chin Boon Keat, who is the Promoter and Substantial Shareholder, is the owner of Creativo Marketing PLT.</p>	Printing of stickers for 1 Doc Trading <sup>(5)</sup>	(1) Negligible to our Group's administrative expenses	(*) Negligible to our Group's administrative expenses	-	-	-
14.	1 Doc Resources/ AL Badr Resources	<ul style="list-style-type: none"> <li>Tengku Baderul</li> </ul> <p>Al Badr Resources is a sole proprietorship set up by Tengku Baderul, who is our Promoter, Non-Independent Non-Executive Chairman and a director of 1 Doc Resources.</p>	Procurement of business consultancy services from Tengku Baderul <sup>(6)</sup>	(774) Represents 2.22% of our Group's administrative expenses	(216) Represents 0.44% of our Group's administrative expenses	(216) Represents 0.34% of our Group's administrative expenses	(108) Represents 0.30% of our Group's administrative expenses	(54)
15.	1 Doc Resources/ Grade Competence Sdn Bhd	<ul style="list-style-type: none"> <li>Loke Yeu Loong</li> </ul> <p>Loke Yeu Loong, who was a director of 1 Doc Resources from 1 November 2020 until 19 October 2023, is also a director and shareholder of Grade Competence Sdn Bhd.</p>	Procurement of business consultancy services from Grade Competence Sdn Bhd <sup>(7)</sup>	(774) Represents 2.22% of our Group's administrative expenses	(216) Represents 0.44% of our Group's administrative expenses	(216) Represents 0.34% of our Group's administrative expenses	(108) Represents 0.30% of our Group's administrative expenses	(54)
16.	1 Doc Holding/ Tengku Baderul	<ul style="list-style-type: none"> <li>Tengku Baderul</li> </ul> <p>Tengku Baderul is our Promoter, Non-Independent Non-Executive Chairman and a director of 1 Doc Resources.</p>	Issuance of RCPS to Tengku Baderul, payment of dividend for RCPS and redemption of RCPS by 1 Doc Holding <sup>(6)</sup>	-	(1,513) Represents 2.89% of our Group's NA	(1,111) Represents 1.94% of our Group's NA	(2,000) Represents 1.60% of our Group's NA	(360)



# 10. RELATED PARTY TRANSACTIONS (CONT'D)

No.	Transacting parties	Interested person and nature of relationship	Nature of transaction	Transaction value				1 July 2025 up to the LPD
				FYE 2022 RM'000	FYE 2023 RM'000	FYE 2024 RM'000	FPE 2025 RM'000	
17.	1 Doc Holding/ Loke Yunn Xi	<ul style="list-style-type: none"> <li>Loke Yeu Loong</li> </ul> <p>Loke Yunn Xi is the daughter of Loke Yeu Loong, who was a director of 1 Doc Resources from 1 November 2020 until 19 October 2023.</p>	Issuance of RCPS to Loke Yunn Xi, payment of dividend for RCPS and redemption of RCPS by 1 Doc Holding <sup>(7)</sup>	-	(1,513) Represents 2.89% of our Group's NA	(1,111) Represents 1.94% of our Group's NA	(2,000) Represents 1.60% of our Group's NA	(360)

## (III) Other recurrent transactions

18.	Slim Doc SG/ Jack Foong Co	<ul style="list-style-type: none"> <li>Ng Seng Pin (Huang Senbin)</li> </ul> <p>Ng Seng Pin (Huang Senbin) has been a director of Slim Doc SG since 9 September 2024 and the owner of Jack Foong Co since 1 July 2008.</p>	Engagement of Jack Foong Co for corporate secretarial services and provision of a qualified nominee to act as the company secretary of Slim Doc SG <sup>(8)</sup>	(17) Represents 0.05% of our Group's administrative expenses	-	(14) Represents 0.02% of our Group's administrative expenses	-	(15)
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## Notes:

\* Less than RM1,000.

(1) Fend Promotions was struck off on 10 March 2025.

(2) Teoh Tean Chun was a former director and shareholder of our Group. As Teoh Tean Chun intended to pursue his other business interests, he resigned from all of his directorships in our Group on 9 September 2024 and sold all his shares owned in our Group, further details of which are as follows:

Completion date	Event
11 September 2024	Disposal of all his 93,750 ordinary shares in Slim Doc (representing 37.50% equity interest) to Ong Hong Keat, Joel Yap Jiang Feng and Chin Boon Keat for a total purchase consideration of RM50.00 million
11 September 2024	Disposal of all his 375 ordinary shares in 1 Doc (representing 37.50% equity interest) to Ong Hong Keat, Joel Yap Jiang Feng and Chin Boon Keat for a total purchase consideration of RM375
22 September 2024	Disposal of all his 3,750 ordinary shares in Slim Doc SG (representing 37.50% equity interest) to Ong Hong Keat, Joel Yap Jiang Feng and Chin Boon Keat for a total purchase consideration of SGD3.00

**10. RELATED PARTY TRANSACTIONS (CONT'D)**

<b>Completion date</b>	<b>Event</b>
1 October 2024	Disposal of all his 375 ordinary shares in 1 Doc Holding (representing 37.50% equity interest) to Ong Hong Keat, Joel Yap Jiang Feng and Chin Boon Keat for a total purchase consideration of RM50.00 million

The disposal considerations for the aforementioned transactions were arrived at after commercial negotiation between Ong Hong Keat, Joel Yap Jiang Feng and Chin Boon Keat, and Teoh Tean Chun, taking into consideration the following:

- (i) Disposal consideration for 1 Doc Holding and Slim Doc of RM100.00 million:
- (a) Price-to-earnings multiple of approximately 2.87 times based on the aggregate audited PAT of 1 Doc Holding and Slim Doc of approximately RM93.02 million for FYE 2023, being the latest available audited financial statements of 1 Doc Holding and Slim Doc when the respective share sale agreements were entered into:

	<b>Audited PAT for FYE 2023</b>
	<b>RM'000</b>
1 Doc Holding	57,580
Slim Doc	35,441
<b>Total</b>	<b>93,021</b>

- (b) Future earnings potential and prospects of 1 Doc Holding and Slim Doc; and
- (c) As part of the disposal arrangements, Teoh Tean Chun has agreed not to be involved, whether directly or indirectly, in any business similar to that of our Group for a period of 5 years from 9 September 2024.
- (ii) Disposal consideration for 1 Doc of RM375:
- Represents the amount paid by Teoh Tean Chun for the subscription of 375 Shares upon incorporation of 1 Doc on 24 November 2023.
- (iii) Disposal consideration for Slim Doc SG of SGD3.00:
- The unaudited net liabilities of Slim Doc SG of SGD4,200 as at 31 December 2023.

As a term of the share sale agreements between Teoh Tean Chun and the purchasers of 1 Doc, 1 Doc Holding, Slim Doc and Slim Doc SG, Teoh Tean Chun has agreed not to be involved, whether directly or indirectly, in any similar business as our Group for a period of 5 years from 9 September 2024.

Teoh Tean Chun remains as an employee (Senior Adviser) of Slim Doc SG with a monthly remuneration of SGD3,300 after his resignation as director and disposal of shareholdings in 1 Doc, 1 Doc Holding, Slim Doc and Slim Doc SG. This arrangement will continue after our Listing.

**10. RELATED PARTY TRANSACTIONS (CONT'D)**

- (3) 1 Doc Resources rented a condominium unit at B15-07, Z Residence, Jalan Jalil Perwira 2, 58200 Bukit Jalil, Kuala Lumpur from Tan Shir Nee as accommodation for its local employee. The tenancy was initially for a period of 2 years commencing from 1 August 2022 until 31 July 2024 at monthly rental of RM2,500 per month. The tenancy was subsequently extended for a period of 1 year commencing from 1 August 2024 to 31 July 2025 at a monthly rental of RM2,500 per month.

1 Doc Resources has terminated the tenancy agreement on 1 February 2025 and we no longer provides accommodation to our local employee. Our Group does not intend to enter into such transaction with Tan Shir Nee after our Listing.

Based on the information available for comparable properties within the vicinity, the rental rate for this premise was based on prevailing market rental rates of such comparable properties. As such, this transaction was carried out on arm's length basis and based on terms and conditions which were not more favourable to the related party.

- (4) The purchase consideration of RM12.00 million for the acquisition of the entire equity interest in Perfect Facelift was determined on a "willing-buyer, willing-seller" basis. In arriving at the purchase consideration, Slim Doc evaluated the projected net cash flows from the 4 beauty care centres operated under Perfect Facelift, which supported a standalone payback period of approximately 24.5 months. Further, based on Slim Doc's assessment, while Perfect Facelift recorded a net liabilities position as at 31 December 2023 of RM3.35 million, these were largely attributable to early-stage investments and did not impair the underlying business viability based on the brand positioning (which targets primarily female customers) and operational readiness which to Slim Doc justified a premium for the purchase consideration. As there is no direct comparable that can be identified by us in the market for such acquisition, the terms of these arrangements may not necessarily be reflective of those that would have been agreed at arm's length. As such, this transaction is considered as not having been conducted on an arm's length basis. Nevertheless, this is a one-off transaction and is not expected to reoccur.
- (5) 1 Doc Trading engaged Creativo Marketing PLT to print stickers for its machineries on 3 occasions, twice in 2022 (for RM1,050) and once in 2023 (for RM180). We did not obtain comparative quotes and thus is unable to ascertain whether the aforementioned transactions were transacted based on arm's length basis. As at the LPD, our Group has ceased the transaction with Creativo Marketing PLT and does not intend to enter into such transaction with Creativo Marketing PLT after our Listing.
- (6) Tengku Baderul and/or his sole proprietorship, Al Badr Resources had been providing business consultancy services to our Group since 2020 up until 30 September 2025. These services include, among others, facilitating meetings and discussions with relevant stakeholders in the beauty industry, assisting our Group in dealings with such stakeholders, providing high level strategic direction and attending selected events, functions or meetings of our Group.

In consideration for the business consultancy services provided, the following were made:

- (i) A total sum of RM817,498 for the services rendered for the FYE 2020 up until January 2022. The aforementioned sum was paid in 3 tranches – RM241,608 in September 2021 to a company nominated by Tengku Baderul, RM100,000 in April 2022 and RM475,890 in August 2022 to Al Badr Resources;
- (ii) A monthly consultancy fee of RM18,000 from February 2022 until September 2025 to Al Badr Resources; and

**10. RELATED PARTY TRANSACTIONS (CONT'D)**

- (iii) Issuance of 30 RCPS in 1 Doc Holding to Tengku Baderul for a consideration of RM30.00. The RCPS was allotted to Tengku Baderul on 16 June 2023. Salient terms of the RCPS include the following:

Issue price per RCPS	:	RM1.00
Tenure	:	3 years from the date of issuance
Redemption price	:	RM2.00 million for every 30 RCPS
Dividend	:	Fixed annual dividend of 2.00% of annual PAT based on audited financial statements

The RCPS was fully redeemed by 1 Doc Holding on 5 June 2025 at the redemption price.

Based on the contractual terms, the RCPS give rise to a contractual obligation to deliver cash (being the entitlement to RM2.00 million upon conversion or, the redemption amount of RM2.00 million if conversion does not occur, together with the fixed 2.00% annual dividend). Accordingly, pursuant to MFRS 132 Financial Instruments: Presentation and MFRS 9 Financial Instruments, the RCPS is classified as a financial liability, and is initially measured at fair value and subsequently measured at amortised cost using the effective interest method.

The above terms were negotiated and agreed upon on a 'willing-buyer willing-seller' basis, reflecting the mutual understanding between the parties and taking into consideration the scope and complexity of services provided. As there are no direct comparable services that can be identified by us in the market for the consultancy services rendered, we are unable to determine whether these transactions were transacted on an arm's length basis. Notwithstanding this, we consider the transactions to be commercially justifiable and in our Group's best interests, having regard to the value and outcomes derived, including the enhancement of our Group's business growth and visibility, as well as the establishment of effective engagement with relevant industry stakeholders and authorities to facilitate the smooth operation of our Group's business.

This business consultancy arrangement with Al Badr Resources and Tengku Baderul had been terminated on 30 September 2025.

- (7) Grade Competence Sdn Bhd had been providing business consultancy services to our Group since 2020 up until 30 September 2025. These services include, among others, facilitating meetings and discussions with relevant stakeholders in the beauty industry, assisting our Group in our dealings with such stakeholders, identifying new locations for expansion and providing recommendations on both online and offline marketing strategies.

In consideration for the business consultancy services provided, the following were made:

- (i) A total sum of RM817,498 for the services rendered for the FYE 2020 up until January 2022. The aforementioned sum was paid in 3 tranches – RM241,608 in September 2021, RM100,000 in April 2022 and RM475,890 in August 2022;
- (ii) A monthly consultancy fee of RM18,000 from February 2022 onwards; and
- (iii) issuance of 30 RCPS in 1 Doc Holding to Loke Yunn Xi (director and shareholder of Grade Competence Sdn Bhd) for a consideration of RM30.00. The RCPS was allotted to Loke Yunn Xi on 16 June 2023. Salient terms of the RCPS are as set out in Note (6)(iii) above.

The RCPS was fully redeemed by 1 Doc Holding on 5 June 2025 at the redemption price.

As discussed in Note (6)(iii) above, the RCPS is classified as a financial liability, and is initially measured at fair value and subsequently measured at amortised cost using the effective interest method.

**10. RELATED PARTY TRANSACTIONS (CONT'D)**

The above terms were negotiated and agreed upon on a 'willing-buyer willing-seller' basis, reflecting the mutual understanding between the parties and taking into consideration the scope and complexity of services provided. As there are no directly comparable services that can be identified by us in the market for the consultancy services rendered, we are unable to determine whether these arrangements were transacted on an arm's length basis. Notwithstanding this, we consider these transactions to be commercially justifiable and in our Group's best interests, having regard to the value and outcomes derived, including the enhancement of our Group's business growth and visibility, as well as the establishment of effective engagement with relevant industry stakeholders and authorities to facilitate the smooth operation of our Group's business.

This business consultancy arrangement with Grade Competence Sdn Bhd had been terminated on 30 September 2025.

- (8) Slim Doc SG engaged Jack Foong Co to provide corporate secretarial services and a qualified nominee to act as its company secretary. The fees charged by Jack Foong Co to Slim Doc SG are comparable to those offered by unrelated third party firm for similar services. As such, this transaction was carried out on an arm's length basis and on terms no more favourable to the related party. This transaction will continue after our Listing.

Our Directors confirm that the following transactions were transacted on an arm's length basis:

- (i) Transaction number 11 under item (II) of the table above. Nevertheless, this related party transaction had ceased as at LPD; and
- (ii) Transaction number 18 under item (III) of the table above. Having regard to the commercial justification and alignment with our Group's interests, our Group will continue with the transaction after our Listing.

The following transactions were not conducted on an arm's length basis:

- (i) Transactions under item (I) of the table above as they were interest free and therefore not on commercial terms. However, all such transactions have been fully settled as at the LPD. Moving forward, our Group will not receive any advances/payment on behalf from our related parties, nor provide any advances/payment to our related parties; and
- (ii) Transaction number 12 under item (II) of the table above was not conducted on an arm's length basis. This related party transaction is non-recurrent and had ceased as at LPD.

We are unable to ascertain whether transactions number 13 – 17 under item (II) of the table above were transacted on an arm's length basis. However, our Group considers these transactions to be commercially justifiable and in its best interests. These related party transactions have ceased as at the LPD.

Our Directors confirm that there are no other material related party transactions that have been entered by our Group that involve the interest, direct or indirect, of the Directors, major shareholders and/or persons connected to them but not yet effected up to the LPD.

**10. RELATED PARTY TRANSACTIONS (CONT'D)**

Upon our Listing, our Audit Committee will review the terms of all related party transactions to ensure that they are carried out on an arms' length basis and on terms which are not more favourable to the related parties than those generally available to third parties, and are not detrimental to our Company's minority shareholders.

For any proposed related party transactions that involve the interest, direct or indirect, of our Directors, the interested Director shall:

- (i) disclose his/her interest to our Board, of the nature and extent of his/her interest; and
- (ii) abstain from any Board deliberation and voting on the relevant resolution in respect of such proposed related party transaction.

For any proposed related party transactions that require prior shareholders' approval, the interested Directors, major shareholders and/or persons connected with them which have any interest, direct or indirect, in the proposed related party transactions shall abstain from voting. Such interested Director and/or major shareholder will ensure that persons connected with them, if any, will abstain from voting on the resolution at the general meeting.

**10.1.2 Transactions entered into that are unusual in their nature or conditions**

Our Group has not entered into any transactions that are unusual in their nature or conditions, involving goods, services, tangible or intangible assets, with a related party during the Financial Years/Period Under Review up to the LPD.

**10.1.3 Loans and financial assistance made to or for the benefit of related parties**

There are no loans and financial assistance made by us to or for the benefit of any related party during the Financial Years/Period Under Review up to the LPD.

**10.1.4 Provision of personal guarantees**

The Promoters, shareholders, Directors and a former director of our Group namely, Ong Hong Keat, Joel Yap Jiang Feng, Chin Boon Keat, Teoh Hui Sim and Teoh Tean Chun have provided personal guarantees for certain outstanding banking facilities, hire purchase facilities and vehicle leases extended by our Group's existing financiers.

In addition, the Promoters, shareholders, Directors, and the former directors of our Group, namely, Ong Hong Keat, Joel Yap Jiang Feng, Teoh Tean Chun, Tan Shir Nee and Wong Wei Wei have provided personal guarantees for certain tenancies of beauty care centres rented by our Group.

As at the LPD, save as disclosed below, we have received conditional consents from all the financiers and landlords for the discharge of the personal guarantees subject to the success of our Listing:

(i)	<u>Landlord</u>	<u>Guarantor</u>
	Sunway Integrated Properties Sdn Bhd (" <b>Sunway</b> ")	<ul style="list-style-type: none"> <li>• Joel Yap Jiang Feng</li> <li>• Teoh Tean Chun<sup>(1)</sup></li> </ul>

**Note:**

- (1) Teoh Tean Chun was a former director and shareholder of our Group. As Teoh Tean Chun intended to pursue his other business interests, he resigned from all of his directorships in our Group on 9 September 2024 and sold all his shares owned in our Group.

**10. RELATED PARTY TRANSACTIONS (CONT'D)**

Sunway has rejected our request for conditional consent to discharge the personal guarantees despite our repeated requests.

**Financial impact to the business operations or financial conditions**

As at the LPD, we have 2 subsisting tenancies with Sunway which agreements were entered into on 25 April 2024 and 12 November 2021 respectively. The aggregate revenue contribution from these 2 properties for FYE 2024 is RM20.81 million, representing approximately 6.00% of the revenue of our Group for FYE 2024. In the event that our Group relocates from both properties, the estimated relocation period is 3 to 6 months.

The aggregate estimated impact on our Group's revenue is up to RM10.41 million, representing approximately 3.00% of our Group's revenue for FYE 2024. The aggregate estimated relocation costs is approximately RM1.30 million for both premises, representing approximately 1.34% of our Group's PAT for FYE 2024.

Further, if we terminate both tenancies prior to their respective expiry date on 30 June 2027 and 31 January 2028, Sunway would be entitled to forfeit the security deposits and utilities deposits paid under these tenancy agreements and we would also be liable to pay Sunway a sum equivalent to the remainder rent for the unexpired term of the tenancies. The deposits paid and monthly rental for these tenancies are as follows:

	<b>Security and utilities deposit</b>	<b>Rental</b>
Tenancy expiring on 30 June 2027	RM83,336	<ul style="list-style-type: none"> <li>• RM18,940 per month (for 1 July 2024 to 30 June 2025)</li> <li>• RM19,887 per month (for 1 July 2025 to 30 June 2026)</li> <li>• RM20,834 per month (for 1 July 2026 to 30 June 2027)</li> </ul>
Tenancy expiring on 31 January 2028	RM62,876	<ul style="list-style-type: none"> <li>• RM15,719 per month</li> </ul>

Assuming our Group terminates the tenancies with Sunway at end December 2025, the total costs to be incurred by our Group are as set out below:

	<b>Security and utilities deposit</b>	<b>Rental (for the remaining term of the tenancies)</b>	<b>Total</b>
	<b>RM</b>	<b>RM</b>	<b>RM</b>
Tenancy expiring on 30 June 2027	83,336	369,330	452,666
Tenancy expiring on 31 January 2028	62,876	392,975	455,851
<b>Total</b>	<b>146,212</b>	<b>762,305</b>	<b>908,517</b>

**Status as at the LPD**

In view of the costs that would be incurred by our Group if the 2 tenancies with Sunway were terminated prior to their respective expiry dates, it is not commercially viable for our Group to terminate these tenancies at this stage. Accordingly, our Group intends to maintain both tenancies until their expiry, and the personal guarantees provided by Joel Yap Jiang Feng and Teoh Tean Chun will remain in force for the duration of the tenancy terms.

Upon the expiry of the tenancies, if our Group seeks to renew the tenancies and Sunway does not agree to the release of the personal guarantees upon renewal, our Group intends to relocate the affected operations to alternative premises in the vicinity. We own 2 retail shop lots in the vicinity, which are currently rented to third parties.

**10. RELATED PARTY TRANSACTIONS (CONT'D)****10.2 MONITORING AND OVERSIGHT OF RELATED PARTY TRANSACTIONS****10.2.1 Audit Committee's review**

Our Audit Committee reviews related party transactions and conflict of interest situations that may arise within our Group. Our Audit Committee also reviews any transaction, procedure or course of conduct that raises questions of management integrity including our related party transactions. Our Audit 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 an arm's length basis and are based on normal commercial terms which are 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 minority shareholders. Among 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 Committee are reported to our Board for its further action.

**10.2.2 Our Group's policy on related party transactions**

Related party transactions, by their nature, may give rise to conflict of interest between our Group and the related parties with whom our Group has entered into such transactions.

Some of the directors and substantial shareholders of our Group are also directors and, in some cases, shareholders of the related parties of our Group. Accordingly, these related party transactions, may individually and in aggregate have conflict of interest. It is the policy of our Group that all related party transactions must be reviewed by our Audit Committee to ensure that they are negotiated and agreed upon in the best interests of our Company, on an arm's length basis and are based on normal commercial terms which are not more favourable to the related parties than those generally available to third parties, and are not detrimental to the interests of our minority shareholders.

In addition, we plan to adopt a comprehensive corporate governance framework that meets best practice principles to mitigate any potential conflict of interest situations and intend for the framework to be guided by the Listing Requirements and MCGG upon our Listing. The procedures which may form part of the framework include, among others, the following:

- (i) our Board shall ensure that majority of our Board's members are Independent Directors and will undertake an annual assessment of the independence of such Directors;
- (ii) our Directors will be required to immediately make full disclosure of any direct or indirect interest that they may have in any business enterprise that is engaged in or proposed to be engaged in a transaction with our Group, whether or not they believe it is a material transaction. Upon such disclosure, the interested Director shall be required to abstain from deliberation and voting on any resolution relating to the related party transaction; and
- (iii) all existing or potential related party transactions would have to be disclosed by the interested party to management for reporting purposes. Our management will propose the transactions to our Audit Committee for evaluation and assessment who would in turn, make a recommendation to our Board.

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