

10. RELATED PARTY TRANSACTIONS**10.1 OUR GROUP'S RELATED PARTY TRANSACTIONS****10.1.1 Material related party transactions**

Save as disclosed below, there are no other material related party transactions entered into by our Group which involve the interest, direct or indirect, of our directors, major shareholders and/or persons connected to them for the Financial Years Under Review and from 1 July 2025 up to 31 January 2026:

No.	Transacting parties	Nature of interest	Nature of transaction	Transaction value			
				FYE 2023 RM'000	FYE 2024 RM'000	FYE 2025 RM'000	From 1 July 2025 up to 31 January 2026# RM'000
1.	Our Group and Brego Life Sciences Sdn Bhd (" Brego ")	Brego is a major shareholder of Yanling Assets, our subsidiary. Tey Swee Teng (the mother of Lee Meng Chuan, our Director and major shareholder) and Wong Kim Chew are directors and major shareholders of Brego. Yau Swee Yoon (spouse of Wong Kim Chew) is a director of Yanling Assets and Yanling Holdings, our subsidiaries.	Purchase of nutraceuticals and medical devices by our Group from Brego (net of purchase rebates received)	21,206 Represents 2.4% of our Group's cost of sales	29,953 Represents 1.7% of our Group's cost of sales	33,639 Represents 1.3% of our Group's cost of sales	24,880
			Sale of manufactured nutraceuticals by our Group to Brego	9,217 Represents 0.8% of our Group's revenue	16,235 Represents 0.7% of our Group's revenue	12,797 Represents 0.4% of our Group's revenue	14,587
			Subscription of new ordinary shares in Yanling Assets, our subsidiary, by Brego	-	5,490 Represents 1.5% of our Group's NA	230 Represents 0.1% of our Group's NA	-

10. RELATED PARTY TRANSACTIONS (Cont'd)

No.	Transacting parties	Nature of interest	Nature of transaction	Transaction value			
				FYE 2023	FYE 2024	FYE 2025	From 1 July 2025 up to 31 January 2026 [#]
				RM'000	RM'000	RM'000	RM'000
2.	Medispec and Biopharm Chemicals Co., Ltd (“ Biopharm ”)	Virapatna Thakolsri, a substantial shareholder of our subsidiary, Medispec, is also a director and substantial shareholder of Biopharm holding a 33.3% equity interest.	Purchase of pharmaceuticals by Medispec, our subsidiary, from Biopharm (net of incentives received)	12,879 Represents 1.5% of our Group's cost of sales	10,690 Represents 0.6% of our Group's cost of sales	11,397 Represents 0.4% of our Group's cost of sales	8,967
3.	CPRM and its subsidiaries (collectively, “ CPRM Group ”), and Caring (KLP)	Ang Hooi Hoon, director and major shareholder of our subsidiary, Caring (KLP), is the spouse of Ooh Chin Boon, a director of our subsidiary, CPRM.	Sale of pharmaceuticals, nutraceuticals and medical devices by CPRM Group to Caring (KLP)	^35,161	^41,395	^48,370	31,169
			Purchase of pharmaceuticals, nutraceuticals and medical devices by CPRM Group from Caring (KLP)	^504	^462	^729	457
			Management fees charged by CPRM to Caring (KLP)	^936	^1,131	^1,270	817
			IT maintenance services charged by CPRM to Caring (KLP)	*	*	-	-
			Loyalty fees charged by CPRM to Caring (KLP)	^159	^242	^280	187
			Interest income received from CPRM by Caring (KLP)	^20	^49	^12	-

10. RELATED PARTY TRANSACTIONS (Cont'd)**Notes:**

- # Contributions to our Group are not available as there are no audited consolidated financial statements for the period from 1 July 2025 up to 31 January 2026 for our Group.
- ^ Contributions to our Group are not disclosed as the transactions between CPRM Group and Caring (KLP) are intragroup transactions and are eliminated upon consolidation in the preparation of our Group's audited financial statements.
- * Negligible as the transaction value was less than RM500.

Our Directors (save for the interested Directors) confirm that all the above material related party transactions of our Group were transacted on an arm's length basis and based on terms and conditions which were not unfavourable to our Group after taking into consideration, among others, invoices from third party suppliers for similar products, product rebates provided by third party suppliers and product margins for sale to other third party customers of our Group.

Our Directors also confirm that save as disclosed above, there are no other material related party transactions that have been effected after the LPD or entered into but not yet effected up to the date of this Prospectus, by our Group that involve the interest, direct or indirect, of our directors, major shareholders and/or persons connected to them.

After our Listing, we will be required to seek our shareholders' approval each time we enter into a material related party transaction in accordance with the Listing Requirements. However, if the related party transactions can be deemed as recurrent related party transactions, we may seek a general mandate from our shareholders (which mandate would typically be renewed as required at each AGM of our Company) to enter into these recurrent related party transactions without having to seek separate shareholders' approval each time we wish to enter into these recurrent related party transactions during the validity period of the mandate.

In addition, to safeguard the interest of our Group and our non-interested shareholders, and to mitigate any potential conflict of interest situation, our Audit Committee will, among others, supervise and monitor any recurrent related party transaction and the terms thereof and report to our Board for further action, as set out in Section 10.2.1 of this Prospectus.

10.1.2 Related party transactions entered into that are unusual in their nature or conditions

There are no material transactions that are unusual in their nature or conditions, involving goods, services, tangible or intangible assets to which we were a party for the Financial Years Under Review and from 1 July 2025 up to the LPD.

10.1.3 Material outstanding loans and/or financial assistance (including guarantees of any kind) to or for the benefit related parties

There are no material outstanding loans and/or financial assistance (including guarantees of any kind) made by our Group to or for the benefit of our related parties as at the end of the respective Financial Years Under Review and the LPD.

10. RELATED PARTY TRANSACTIONS (Cont'd)**10.1.4 Upliftment of personal and corporate guarantees**

Save as disclosed below, there are no other personal and corporate guarantees provided by the following parties to financial institutions to secure financing facility taken up by our Group as at the LPD:

Financial institution		Entity		Guarantor		Guaranteed amount RM'000
Public Berhad	Bank	AHC Supplies	Medical	(i) Teoh Chong Beng (ii) Tan Lily (iii) Tan Choon Weng (iv) Lee Yoke Yin (v) Tan Chen Hong (vi) Lee Jyh Xiong		8,489 ⁽¹⁾
Hong Islamic Berhad	Leong Bank	Asia Healthcare		(i) Goh Ching Yang (ii) Sin Laik Choo (iii) Goh Ji Hui		5,030 ⁽¹⁾
Hong Islamic Berhad	Leong Bank	BCG		(i) IPL (ii) Lee Meng Chuan (iii) Lim Sin Yin		60,000 ⁽¹⁾
Alliance Malaysia Berhad	Bank	BIG Healthcare	Pharmacy	(i) IPL (ii) Lee Meng Chuan (iii) Lim Sin Yin		130,000 ⁽¹⁾
Hong Islamic Berhad	Leong Bank	BIG Healthcare	Pharmacy	(i) IPL (ii) Lee Meng Chuan (iii) Lim Sin Yin		83,585 ⁽¹⁾
Hong Islamic Berhad	Leong Bank	Dermarque		(i) Sin Laik Choo (ii) Goh Ching Yang (iii) Goh Ji Hui		2,000 ⁽¹⁾
CIMB Bank Berhad	Islamic	Yanling Hygiene	Natural	(i) Sin Laik Choo (ii) Goh Ching Yang (iii) Goh Ji Hui		4,879 ⁽¹⁾
Hong Islamic Berhad	Leong Bank	Yanling Hygiene	Natural	(i) Sin Laik Choo (ii) Goh Ching Yang (iii) Goh Ji Hui		27,720 ⁽¹⁾
Public Berhad	Bank	Yanling Hygiene	Natural	(i) Sin Laik Choo (ii) Goh Ching Yang (iii) Goh Ji Hui		1,500 ⁽²⁾

Notes:

- (1) Our Group has obtained consents for the substitution of the third parties' guarantees with a corporate guarantee from our Company subject to, among others, completion of our Listing or obtaining the SC's approval for our Listing.
- (2) As at the LPD, consents for the substitution / upliftment of the respective third parties' guarantees have yet to be obtained, but is expected to be obtained before obtaining SC's approval for our Listing.

10. RELATED PARTY TRANSACTIONS (Cont'd)

10.2 MONITORING AND OVERSIGHT OF RELATED PARTY TRANSACTIONS**10.2.1 Audit Committee review**

Upon our Listing, our Audit Committee will, among others, review the terms of all related party transactions (including recurrent 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. In reviewing the related party transactions, our Audit Committee will consider, among others, the following:

- (i) that the transactions are carried out on an arm's length basis and based on terms and conditions which are not unfavourable to our Group; and
- (ii) that the transactions are not detrimental to our non-interested shareholders.

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 very nature, involve conflicts of interests between our Group and the related parties with whom our Group has entered into such transactions. Some of the officers and the directors of our Group are also officers, directors and in some cases, shareholders of the related parties of our Group, as disclosed in this Prospectus and with respect to these related party transactions, may individually and in aggregate have conflicts of interest. It is the policy of our Group that all related party transactions are carried out on an arm's length basis and based on terms and conditions which are not unfavourable to our Group, and are not to the detriment of our non-interested 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 the MCCG 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 members are Independent Directors and will undertake an annual assessment of our Independent Directors;
- (ii) if there are any proposed related party transactions that involve the direct or indirect interest of our Directors, our interested Directors will be required to immediately make full disclosure to our Board the nature and extent of their interest including all matters in relation to the proposed related party transactions that they are aware or should reasonably be aware of, which is not in our best interest. Our interested Directors shall be required to abstain from deliberation and voting on any board resolutions related to such proposed related party transaction; and
- (iii) all existing or potential related party transactions would have to be disclosed by the interested party for management reporting. Our management will propose the transactions to our Audit Committee for evaluation and assessment who would in turn, make a recommendation to our Board.